



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

September 25, 2018

Eric Bjornholt  
Chief Financial Officer  
Microchip Technology, Inc.  
2355 W. Chandler Blvd.  
Chandler, AZ 85224

**Re: Microchip Technology, Inc.**  
**Form 10-K for the Fiscal Year Ended March 31, 2018**  
**Filed May 18, 2018**  
**Form 8-K filed on August 9, 2018**  
**File No. 000-21184**

Dear Mr. Bjornholt:

We have limited our review of your filing to the financial statements and related disclosures and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments.

Form 8-K filed on August 9, 2018

Exhibit 99.1, page 5

1. We note that you present forward looking non-GAAP measures for various financial line-items without providing the reconciliation to the most directly comparable GAAP financial measure or the statement that providing such reconciliation requires unreasonable efforts. Refer to Item 10(e)(1)(i)(B) of Regulation S-K and the guidance in Question 102.10 of the Compliance and Disclosure Interpretations on Non-GAAP Financial Measures and revise your future filings to provide the required information.

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Exhibit 99.1, page 10

2. We note your non-GAAP measures and changes based on non-GAAP measures, such as net sales and gross profit, exclude the impact of changes in distributor inventory levels. Describe to us in more detail what the adjustment represents and explain how you calculated the amount. Tell us how you considered Question 100.04 of the Compliance and Disclosure Interpretations on Non-GAAP Financial Measures when presenting your measures that reflect the impact of changes in distributor inventory levels. That guidance indicates that it is not appropriate to present non-GAAP measures that substitute individually tailored revenue recognition and measurement methods for those of GAAP

In closing, we remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

You may contact Tara Harkins at (202) 551-3639 or Lynn Dicker, Senior Accountant, at (202) 551-3616 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Electronics and Machinery