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

DIVISION OF
CORPORATION FINANCE

March 23, 2018

Lillian Brown
Wilmer Cutler Pickering Hale and Dorr LLP
lillian.brown@wilmerhale.com

Re: Skyworks Solutions, Inc.
Incoming letter dated January 12, 2018

Dear Ms. Brown:

This letter is in response to your correspondence dated January 12, 2018 and February 6, 2018 concerning the shareholder proposal (the "Proposal") submitted to Skyworks Solutions, Inc. (the "Company") by John Chevedden (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated February 11, 2018, February 15, 2018, February 28, 2018, March 5, 2018, March 6, 2018, March 7, 2018, March 11, 2018 and March 16, 2018. Copies of all of the correspondence on which this response is based will be made available on our website at http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: John Chevedden
***

*** FISMA & OMB Memorandum M-07-16

March 23, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Skyworks Solutions, Inc.
Incoming letter dated January 12, 2018

The Proposal asks the board to take the steps necessary (unilaterally if possible) to amend the bylaws and each appropriate governing document to give holders in the aggregate of 10% of the Company's outstanding common stock the power to call a special shareowner meeting.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(9). We concur that a reasonable shareholder could not logically vote in favor of both ratifying the Company's existing 25% ownership threshold for calling a special meeting and lowering the threshold to 10%. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(9), provided that the Company's proxy statement discloses, consistent with rule 14a-9:

- that the Company has omitted a shareholder proposal to lower the ownership threshold for calling a special meeting,
- that the Company believes a vote in favor of ratification is tantamount to a vote against a proposal lowering the threshold,
- the impact on the special meeting threshold, if any, if ratification is not received, and
- the Company's expected course of action, if ratification is not received.

Sincerely,

Evan S. Jacobson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

JOHN CHEVEDDEN

*** ***

March 16, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 12 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

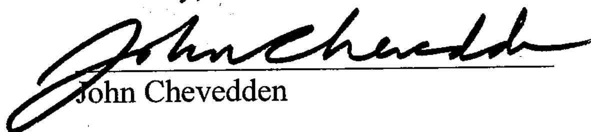
Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The company in effect claims that the best way to silence a rule 14a-8 proposal is to recommend that shareholders approve that the company does nothing on the very topic on the rule 14a-8 proposal.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,



John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

JOHN CHEVEDDEN

*** ***

March 16, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 11 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

Attached are the pages from 2018 AES proxy that are deliberately vague and keep shareholders in the dark about the purely defensive nature of the AES ratification proposal. AES does not give directions to shareholders on how to convey to management the message that they want the ownership threshold to be more shareholder friendly.

The vague AES proposals does not fully disclose that the reason shareholders are recommended to vote for ratification of the stats quo is as a defensive maneuver by management in response to a rule 14a-8 proposal for a more shareholder friendly version of the same proposal topic.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

PROPOSAL 4: RATIFICATION OF SPECIAL MEETING PROVISIONS IN THE COMPANY'S BY-LAWS

Overview

The Board is seeking Stockholder ratification of certain provisions of the By-Laws that grant Stockholders who own at least 25% of the Company's outstanding shares of capital stock and satisfy other requirements the ability to direct the Company to call a special meeting of Stockholders (the "Special Meeting Provisions").

At the 2015 Annual Meeting of Stockholders, the Board recommended that the Company's Stockholders approve, on an advisory basis, a management proposal relating to the Special Meeting Provisions. This management proposal was overwhelmingly approved by the Company's Stockholders at that annual meeting, with approximately 70% of Stockholders present at the meeting (or represented by proxy) and entitled to vote on the proposal voting in favor of it. Shortly thereafter, the Board approved amendments to the By-Laws that included the Special Meeting Provisions, which amendments subsequently were filed as an exhibit to the Company's Current Report on Form 8-K/A on December 2, 2015.

The Board is hereby requesting that the Company's Stockholders ratify the Special Meeting Provisions that were adopted by AES following Stockholders' advisory approval in favor of such provisions at the Company's 2015 Annual Meeting of Stockholders.

Ratification of the Special Meeting Provisions

The Special Meeting Provisions, which are set forth in Section 2.04 of the By-Laws and were described in the Company's 2015 Proxy Statement, may be summarized as follows:

- One or more Stockholders of record (acting on their own behalf or on behalf of beneficial owners) owning shares representing at least 25% of the outstanding shares of common stock of the Company have the ability to require the Company to call a special meeting of the Stockholders.
- Stock ownership is determined under a "net long" standard to provide assurance that Stockholders seeking to call a special meeting possess both (i) full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares.
- Stockholders seeking to call a special meeting would be required to provide information similar to the information required for Stockholder nominations at annual meetings under the By-Laws.
- The special meeting right is subject to certain limitations designed to prevent duplicative and unnecessary meetings. A special meeting request would not be valid if:
    - the proposed meeting relates to an item of business that is not a matter on which Stockholders are authorized to act under, or that involves a violation of, applicable law;
    - the proposed meeting relates to an item of business that is the same or substantially similar to any item of business (other than the election of directors) that was presented at any meeting of Stockholders held within the prior 12 months or that is the same or substantially similar to any item of business that is to be brought before a meeting of Stockholders called within 90 days of receiving the request for a special meeting; or
    - an otherwise valid special meeting request is submitted during the period commencing 90 days prior to the first anniversary of the prior year's annual meeting and ending on the date of the next annual meeting of Stockholders.

The above summary is subject, in all respects, to the Special Meeting Provisions, which are attached to this Proxy Statement as Appendix A.

Purpose of the Special Meeting Provisions

Board Consideration of Appropriate Stockholder Special Meeting Rights. The Board evaluated a number of different factors in adopting the existing right of Stockholders to call a special meeting, including the interests of the Company's Stockholder base, the

resources required to convene a special meeting, and the opportunities Stockholders otherwise have to engage with the Board and senior management in between annual meetings, as further described in the 2015 Proxy Statement and this Proxy Statement.

Significant Costs Associated with Special Stockholder Meetings. Convening a special meeting of Stockholders is an extraordinary and expensive event that the Company believes should only be called if a substantial portion of the Company's Stockholder base determines that such a meeting is necessary. The current 25% threshold ensures that special meetings are of concern to an appropriate number of Stockholders such that they merit these costs, which include the preparation, printing and distribution of disclosure documents, soliciting proxies and tabulating votes - not to mention significant management time and attention away from managing the day-to-day business operations of the Company.

Existing Right Ensures that a Significant Portion of the Stockholder Base Believes in the Urgency of Holding a Special Meeting. The Board believes that a small minority of Stockholders should not be entitled to utilize the mechanism of special meetings for their own interests, which may not be shared more broadly by the Company's Stockholders. Likewise, the Board believes that only Stockholders with full and continuing economic interest in our common stock and full voting rights should be entitled to request that the Company call a special meeting which has been assured under the Special Meeting Provisions of the By-Laws.

The Board believes that providing Stockholders owning 25% of the Company's outstanding stock with the right to call a special meeting strikes the right balance between enhancing our Stockholders' ability to act on important and urgent matters and protecting against misuse of the right by a small number of Stockholders whose interests may not be shared by the majority of Stockholders.

25% Special Meeting Ownership Threshold is Consistent with Market Practice. The 25% ownership threshold is a common threshold for special meeting rights at public companies, among those companies that provide for this right. Additionally, voting policies of some of the largest and most influential investment and asset management advisory firms in the world have stated that the 25% threshold is an appropriate ownership level for Stockholders to call a special meeting. For example

- T. Rowe Price indicates in its current voting guidelines that it will vote against any Stockholder proposal seeking to reduce the ownership threshold required to call a special meeting, if the company already has in place a threshold of no more than 25% (which AES does).

- BlackRock states in its 2018 voting guidelines that Stockholders should have the right to call a special meeting in cases where a reasonably high proportion of Stockholders (typically a minimum of 15% but no higher than 25%) are required to agree to such a meeting before it is called, in order to avoid the waste of corporate resources.

- Fidelity generally will vote against a Stockholder proposal if the ownership threshold required to call a special meeting is less than 25% of the outstanding stock.

- State Street Global Advisors' current voting guidelines provide that it will support a Stockholder proposal relating to the adoption of special meeting provisions if the company's threshold to call a special meeting is above 25% (which is not the case with AES).

Corporate Governance Practices

The Board believes that the current Special Meeting Provisions should be considered in the context of the Company's overall corporate governance practices, including the Stockholder rights available under its By-Laws and Certificate of Incorporation, applicable law, and the Company's demonstrated commitment to Stockholder engagement and responsiveness to Stockholder concerns as described in the "Proxy Statement Summary" of this Proxy Statement.

In addition to the existing right of Stockholders to call a special meeting at the 25% ownership threshold, Stockholder approval is required for many key corporate actions before action may be taken. Under Delaware law and New York Stock Exchange rules, the Company must submit certain important matters to a Stockholder vote, including the adoption of equity compensation plans and amendments to its Certificate of Incorporation.

Additionally, our By-Laws provide Stockholders with the ability to nominate candidates to the Board both through traditional processes and our proxy access procedures. Under existing law, Stockholders may request the Company to include Stockholder proposals in proxy

materials to be considered by our full Stockholder base. Directors are elected by majority vote on an annual basis, and Stockholders have multiple avenues of communication to the Board.

Given the existing right of Stockholders to call a special meeting that was adopted in accordance with the express wishes of our Stockholders and is aligned with market practices, coupled with the Company's strong corporate governance policies, the Board strongly recommends that Stockholders ratify the existing Special Meeting Provisions.

The Company has excluded from this Proxy Statement a Stockholder proposal to lower the ownership threshold from 25% to 10% because of AES' recent adoption of the Special Meeting Provisions, which are aligned with the expressed views of our predominant Stockholder base and were adopted after significant Stockholder outreach in connection with the same. The Company believes that a vote in favor of ratification of the existing Special Meeting Provisions is tantamount to a vote against a proposal lowering the ownership threshold to 10%.

If the Special Meeting Provisions of the By-Laws are not ratified by our Stockholders, no immediate changes will be made to the existing Special Meeting Provisions, and the Board will conduct additional Stockholder engagement to ensure that its corporate governance practices, including, specifically, the ownership threshold for Stockholders' right to call a special meeting, remain aligned with the expectations of our Stockholders.

AES has neither sought nor obtained the consent from any third party to use any statements or information contained in this document that have been obtained or derived from statements made or published by such third parties. Any such statements or information should not be viewed as indicating the support of such third parties for the views expressed herein.

THE BOARD RECOMMENDS A VOTE <u>FOR</u> THE PROPOSAL TO RATIFY THE SPECIAL MEETING PROVISIONS IN THE COMPANY'S BY-LAWS

JOHN CHEVEDDEN

*** ***

March 11, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 10 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The company can simply include a few lines of text that would make it very clear what shareholders would be voting on when they consider the rule 14a-8 proposal and the belated company proposal.

It is completely within the power of the company to make its belated proposal *not* conflicting with the rule 14a-8 proposal.

The company would not hesitate to submit a no action request if the resolved statement of a rule 14a-8 proposal was vague. Yet the company is inconsistent in asking for no action relief simply because it can deliberately make its proxy materials vague.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

JOHN CHEVEDDEN

***   ***

March 7, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 9 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The February 27, 2018 preliminary proxy by AES Corp illustrates the lack of clarity that results from a ratification proposal on a proposal topic that has never been ratified before.

AES gives no direction to shareholders on how they should cast their ballots if they want to send a message to management that they want the special meeting ownership threshold to be less burdensome for its shareholders.

This situation potentially puts the burden on the proponent to file on EDGAR to clarify the situation and let other shareholders know the background and context of the useless company ratification proposal.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

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JOHN CHEVEDDEN

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March 6, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 8 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The February 27, 2018 preliminary proxy by AES Corp illustrates the lack of clarity that results from a ratification proposal on a topic that has never been ratified before.

AES gives no direction to shareholders on how they should cast their ballots if they want to send a message to management that they want the special meeting ownership threshold to be less burdensome for its shareholders.

Attached is a letter to AES in an attempt to resolve the confusion caused by its ratification proposal on a topic that has never been ratified before.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

*** JOHN CHEVEDDEN ***

March 5, 2018

Ms. Holly K. Koeppel
Governance and Corporate Responsibility Committee, Chair
c/o Mr. Brian Miller
Secretary
AES Corp (AES)
4300 Wilson Boulevard
Suite 1100
Arlington, VA 22203
PH: 703-522-1315

Dear Ms. Koeppel,

Please confirm that I should vote against ratification in order to send a message to management that 10% of shares should be able to call a special meeting.

This is not explained in the preliminary proxy.

Sincerely,

John Chevedden

*** FISMA & OMB Memorandum M-07-16

JOHN CHEVEDDEN

*** ***

March 5, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 7 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The attached February 27, 2018 preliminary proxy by AES Corp illustrates the lack of clarity that results from a ratification proposal.

AES gives no direction to shareholders on how they should cast their ballots if they want to send a message to management that they want the special meeting ownership threshold to be less burdensome for shareholders.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

PROPOSAL 4: RATIFICATION OF SPECIAL MEETING PROVISIONS IN THE COMPANY'S BY-LAWS

Overview

The Board is seeking Stockholder ratification of certain provisions of the By-Laws that grant Stockholders who own at least 25% of the Company's outstanding shares of capital stock and satisfy other requirements the ability to direct the Company to call a special meeting of Stockholders (the "Special Meeting Provisions").

At the 2015 Annual Meeting of Stockholders, the Board recommended that the Company's Stockholders approve, on an advisory basis, a management proposal relating to the Special Meeting Provisions. This management proposal was overwhelmingly approved by the Company's Stockholders at that annual meeting, with approximately 70% of Stockholders present at the meeting (or represented by proxy) and entitled to vote on the proposal voting in favor of it. Shortly thereafter, the Board approved amendments to the By-Laws that included the Special Meeting Provisions, which amendments subsequently were filed as an exhibit to the Company's Current Report on Form 8-K/A on December 2, 2015.

The Board is hereby requesting that the Company's Stockholders ratify the Special Meeting Provisions that were adopted by AES following Stockholders' advisory approval in favor of such provisions at the Company's 2015 Annual Meeting of Stockholders.

Ratification of the Special Meeting Provisions

The Special Meeting Provisions, which are set forth in Section 2.04 of the By-Laws and were described in the Company's 2015 Proxy Statement, may be summarized as follows:

- One or more Stockholders of record (acting on their own behalf or on behalf of beneficial owners) owning shares representing at least 25% of the outstanding shares of common stock of the Company have the ability to require the Company to call a special meeting of the Stockholders.
- Stock ownership is determined under a "net long" standard to provide assurance that Stockholders seeking to call a special meeting possess both (i) full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares.
- Stockholders seeking to call a special meeting would be required to provide information similar to the information required for Stockholder nominations at annual meetings under the By-Laws.
- The special meeting right is subject to certain limitations designed to prevent duplicative and unnecessary meetings. A special meeting request would not be valid if:
    - the proposed meeting relates to an item of business that is not a matter on which Stockholders are authorized to act under, or that involves a violation of, applicable law;
    - the proposed meeting relates to an item of business that is the same or substantially similar to any item of business (other than the election of directors) that was presented at any meeting of Stockholders held within the prior 12 months or that is the same or substantially similar to any item of business that is to be brought before a meeting of Stockholders called within 90 days of receiving the request for a special meeting; or
    - an otherwise valid special meeting request is submitted during the period commencing 90 days prior to the first anniversary of the prior year's annual meeting and ending on the date of the next annual meeting of Stockholders.

The above summary is subject, in all respects, to the Special Meeting Provisions, which are attached to this Proxy Statement as Appendix A.

Purpose of the Special Meeting Provisions

Board Consideration of Appropriate Stockholder Special Meeting Rights. The Board evaluated a number of different factors in adopting the existing right of Stockholders to call a special meeting, including the interests of the Company's Stockholder base, the

resources required to convene a special meeting, and the opportunities Stockholders otherwise have to engage with the Board and senior management in between annual meetings, as further described in the 2015 Proxy Statement and this Proxy Statement.

Significant Costs Associated with Special Stockholder Meetings. Convening a special meeting of Stockholders is an extraordinary and expensive event that the Company believes should only be called if a substantial portion of the Company's Stockholder base determines that such a meeting is necessary. The current 25% threshold ensures that special meetings are of concern to an appropriate number of Stockholders such that they merit these costs, which include the preparation, printing and distribution of disclosure documents, soliciting proxies and tabulating votes - not to mention significant management time and attention away from managing the day-to-day business operations of the Company.

Existing Right Ensures that a Significant Portion of the Stockholder Base Believes in the Urgency of Holding a Special Meeting. The Board believes that a small minority of Stockholders should not be entitled to utilize the mechanism of special meetings for their own interests, which may not be shared more broadly by the Company's Stockholders. Likewise, the Board believes that only Stockholders with full and continuing economic interest in our common stock and full voting rights should be entitled to request that the Company call a special meeting which has been assured under the Special Meeting Provisions of the By-Laws.

The Board believes that providing Stockholders owning 25% of the Company's outstanding stock with the right to call a special meeting strikes the right balance between enhancing our Stockholders' ability to act on important and urgent matters and protecting against misuse of the right by a small number of Stockholders whose interests may not be shared by the majority of Stockholders.

25% Special Meeting Ownership Threshold is Consistent with Market Practice. The 25% ownership threshold is a common threshold for special meeting rights at public companies, among those companies that provide for this right. Additionally, voting policies of some of the largest and most influential investment and asset management advisory firms in the world have stated that the 25% threshold is an appropriate ownership level for Stockholders to call a special meeting. For example

- T. Rowe Price indicates in its current voting guidelines that it will vote against any Stockholder proposal seeking to reduce the ownership threshold required to call a special meeting, if the company already has in place a threshold of no more than 25% (which AES does).

- BlackRock states in its 2018 voting guidelines that Stockholders should have the right to call a special meeting in cases where a reasonably high proportion of Stockholders (typically a minimum of 15% but no higher than 25%) are required to agree to such a meeting before it is called, in order to avoid the waste of corporate resources.

- Fidelity generally will vote against a Stockholder proposal if the ownership threshold required to call a special meeting is less than 25% of the outstanding stock.

- State Street Global Advisors' current voting guidelines provide that it will support a Stockholder proposal relating to the adoption of special meeting provisions if the company's threshold to call a special meeting is above 25% (which is not the case with AES).

Corporate Governance Practices

The Board believes that the current Special Meeting Provisions should be considered in the context of the Company's overall corporate governance practices, including the Stockholder rights available under its By-Laws and Certificate of Incorporation, applicable law, and the Company's demonstrated commitment to Stockholder engagement and responsiveness to Stockholder concerns as described in the "Proxy Statement Summary" of this Proxy Statement.

In addition to the existing right of Stockholders to call a special meeting at the 25% ownership threshold, Stockholder approval is required for many key corporate actions before action may be taken. Under Delaware law and New York Stock Exchange rules, the Company must submit certain important matters to a Stockholder vote, including the adoption of equity compensation plans and amendments to its Certificate of Incorporation.

Additionally, our By-Laws provide Stockholders with the ability to nominate candidates to the Board both through traditional processes and our proxy access procedures. Under existing law, Stockholders may request the Company to include Stockholder proposals in proxy

materials to be considered by our full Stockholder base. Directors are elected by majority vote on an annual basis, and Stockholders have multiple avenues of communication to the Board.

Given the existing right of Stockholders to call a special meeting that was adopted in accordance with the express wishes of our Stockholders and is aligned with market practices, coupled with the Company's strong corporate governance policies, the Board strongly recommends that Stockholders ratify the existing Special Meeting Provisions.

The Company has excluded from this Proxy Statement a Stockholder proposal to lower the ownership threshold from 25% to 10% because of AES' recent adoption of the Special Meeting Provisions, which are aligned with the expressed views of our predominant Stockholder base and were adopted after significant Stockholder outreach in connection with the same. The Company believes that a vote in favor of ratification of the existing Special Meeting Provisions is tantamount to a vote against a proposal lowering the ownership threshold to 10%.

If the Special Meeting Provisions of the By-Laws are not ratified by our Stockholders, no immediate changes will be made to the existing Special Meeting Provisions, and the Board will conduct additional Stockholder engagement to ensure that its corporate governance practices, including, specifically, the ownership threshold for Stockholders' right to call a special meeting, remain aligned with the expectations of our Stockholders.

AES has neither sought nor obtained the consent from any third party to use any statements or information contained in this document that have been obtained or derived from statements made or published by such third parties. Any such statements or information should not be viewed as indicating the support of such third parties for the views expressed herein.

THE BOARD RECOMMENDS A VOTE <u>FOR</u> THE PROPOSAL TO RATIFY THE SPECIAL MEETING PROVISIONS IN THE COMPANY'S BY-LAWS.

JOHN CHEVEDDEN

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February 28, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 6 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The company is promoting an uneven playing field.
When a shareholder proposal asks for a more substantial implementation of a rule 14a-8 proposal topic it is purportedly a conflict.
Yet when a company proposal calls for a less substantial implementation of a rule 14a-8 proposal topic there is no conflict – the company even gets credit for full implementation.

The attached pages from a 2018 preliminary proxy show how 2 proposals on the same topic can be included in a proxy.

Source:
https://www.sec.gov/Archives/edgar/data/1364885/000130817918000014/lspr2018_pre14a.htm#21717806800:1404404

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

PROPOSAL 4 BOARD'S PROPOSAL TO LOWER THE SPECIAL MEETING OWNERSHIP THRESHOLD TO 25%

Overview

The Company's bylaws currently provide that a special meeting of stockholders may be called by the holders of a majority of the Company's outstanding Common Stock. After conducting a peer and market review, and in consideration of corporate governance best practices, the Board of Directors believes that it is appropriate to lower the threshold required to call special meetings to holders of 25% of the Company's outstanding Common Stock. Accordingly, the Board has determined that stockholders should be provided the opportunity to consider this proposal that provides stockholders an enhanced right to request a special meeting and provides an appropriate balance of the competing interests described below.

Stockholders are being asked to approve, on a non-binding advisory basis, the Board's proposal to allow stockholders who own at least 25% of the outstanding Common Stock and satisfy certain other procedures and requirements, to require the Company to call a special meeting of stockholders.

Elements of Proposal 4

The Board is requesting that stockholders vote ''FOR'' an enhanced stockholder right to call special meetings that contains the following elements:

- A special meeting of stockholders may be called by the written request of one or more stockholders of record representing in the aggregate at least 25% of the outstanding shares of Common Stock.
- Stock ownership is determined under a ''net long'' standard to provide assurances that stockholders possess full voting rights and the full economic interest in the shares that they purport to hold. Borrowed, loaned, or hedged shares will generally not count as owned.
- Stockholders requesting to call a special meeting will be required to provide information similar to information required for stockholder proposals and director nominations in the Company's current bylaws.
- The special meeting right would be designed to prevent duplicative and unnecessary meetings and a special meeting request would not be valid if (i) the request relates to an item of business that is not a proper subject for stockholder action under applicable law, (ii) the request is received within 90 days prior to the anniversary of the previous annual meeting and before the date of the next annual meeting, or (iii) an annual or special meeting of the stockholders that included an identical or substantially similar item of business ("Similar Business") was held not more than 120 days before the date that the request was received by the Company. The nomination, election, or removal of directors shall be deemed to be Similar Business with respect to all items of business involving the nomination, election, or removal of directors, changing the size of the Board and filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors.

The Board's Reasoning

The Board believes that the right of stockholders to call a special meeting is a very important and fundamental right to public company stock ownership. However, overuse of the special meeting request right, or use of the mechanism by stockholders to advance their own narrow interests, could result in significant costs to the Company. Therefore, the Board seeks to achieve a balance between enhancing the stockholders' right to request special meetings and preventing the Company and its stockholders from the expensive, disruptive, unproductive use of this right by a small minority of stockholders with narrow interests. The Board believes that 25% is the appropriate threshold to effectively create that balance.

Special meetings of stockholders cost the Company tens of thousands of dollars. This is due to the legal, printing, and mailing expenses involved with providing sufficient notice and information about such meetings and the expenses required to host the meeting. In addition, preparing for a special meeting requires significant attention from our management and diverts their attention from their primary role of creating long-term stockholder value by successfully executing our business strategy and operations.

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Due to the financial impact to the Company and significant focus required by the Board and management, stockholder meetings should be reserved to consider matters that a significant portion of stockholders believes warrant immediate attention and cannot be delayed for consideration until the next annual meeting. The Board considered the Company's largely institutional ownership and market capitalization, relative to larger companies that have adopted a 25% threshold, when considering the appropriate threshold.

The adoption of special meeting rights with a meaningful threshold has become common among large public companies. The specific threshold varies from company to company, but for a number of years, 25% has been the most common threshold for public companies that have adopted a special meeting right. In addition, the Company engages with its stockholders frequently and on many topics. The Company is committed to listening and, when appropriate, taking action based on stockholder concerns. Our commitment to a strong engagement program and the value we place on stockholder input mitigates the need for stockholders to call special meetings. As a result of the Company's engagement with stockholders and commitment to corporate governance best practices, the Company has adopted a proxy access right, has adopted a majority voting standard for uncontested director elections, and does not have super majority voting requirements for approval of a merger or amendments to the Company's certificate of incorporation or bylaws. In addition, the Company does not have a classified board structure and has separated the roles of the chairman of the Board and the CEO. The Board is strongly committed to good corporate governance practices and, for the foregoing reasons, the Board believes that its Proposal 4 is in the best interests of the Company and all of its stockholders and should be approved.

Proposal 4 versus Proposal 5

Proposal 4 reflects the views of the Board and management, after consideration of corporate governance best practices and after conducting a peer and market review, while Proposal 5 reflects the view of one stockholder. The Board believes that the special meeting threshold of 10% sought by Proposal 5 would not effectively balance the interests of the stockholders against the potential for corporate waste. At a 10% threshold, owners of a small minority of shares could call a special meeting to consider a matter of little or no interest to most stockholders, while a 25% threshold, coupled with procedural requirements, appropriately advances the rights of stockholders. Accordingly, the Board requests you to vote "FOR" Proposal 4 and "AGAINST" Proposal 5.

Effect of Voting Outcome

You should carefully read the descriptions of each proposal, and the Board's statement in opposition to Proposal 5. Although Proposal 4 and Proposal 5 concern the same subject matter, the terms and effects of each proposal differ. You may vote for both proposals, and approval of one proposal is not conditioned on approval or disapproval of the other.

If Proposal 4 is approved by a majority of stockholders present at the Annual Meeting, the Board will amend the Company's bylaws to provide for an enhanced special meeting right with the elements described under "Elements of Proposal 4," above. However, because Proposal 4 is non-binding, if Proposal 4 is not approved, the Board will take Proposal 4 under further advisement to determine appropriate next steps and may nevertheless amend the Company's bylaws to reflect the enhanced special meeting right.

If both Proposal 4 and Proposal 5 are approved, then the stockholders will have approved two different and conflicting proposals. In such case, the Board expects that it will implement the special meeting right it believes is appropriate, based on the reasons set forth above, which is set forth in this Proposal 4. The Board will consider approval of this Proposal 4 as supporting the implementation of such proposal, even if Proposal 5 is also approved.

Voting Standard

The affirmative vote of a majority of stockholders present, in person or by proxy, will constitute the stockholders' non-binding approval with respect to Proposal 4.

With respect to Proposal 4, a stockholder may vote "FOR," "AGAINST," or "ABSTAIN." Abstentions and broker non-votes will not be counted as votes "FOR" or "AGAINST" Proposal 4. However, because abstentions and broker non-votes will be counted as present at the Annual Meeting, they will have the effect of votes "AGAINST" Proposal 4.

Under the rules of the NYSE, brokers are prohibited from giving proxies to vote on non-routine matters such as this one unless the beneficial owner of such shares has given voting instructions on the matter. This means that if your broker is the record holder of your shares, you must give voting instructions to your broker with respect to Proposal 4 if you want your broker to vote your shares on the matter.

✓ The Board recommends that you vote "FOR" the Board's proposal to lower the special meeting ownership threshold to 25%.

PROPOSAL 5 STOCKHOLDER PROPOSAL: SPECIAL SHAREOWNER MEETING IMPROVEMENT

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board's current power to call a special meeting.

Scores of Fortune 500 companies allow 10% of shares to call a special meeting. Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal may be particularly timely because we may now have a need for board refreshment after 2018 with 3 directors past age 73:

Charles Chadwell
Richard Gephardt
Francis Raborn

Any claim that a shareholder right to call a special meeting can be costly—may be largely moot. When shareholders have a good reason to call a special meeting - our board should be able to take positive responding action to make a special meeting unnecessary.

Please vote to improve management accountability to shareholders: **Special Shareholder Meeting Improvement—Proposal 5**

The Board of Directors' Statement in Opposition

The Company agrees that an enhanced special meeting right is an important corporate governance practice. However, the Board believes that a special meeting right requiring a threshold of only 10% may result in disruptive, unproductive use of the mechanism that is not in the best interests of the Company and its stockholders. Due to the Company's largely institutional ownership, this could mean that only one or two stockholders (among tens of thousands) could call a special meeting. This is particularly true considering the Company's market capitalization relative to other companies that have determined that thresholds higher than 10% are appropriate. Such a threshold could result in the Company and other stockholders being held hostage to topics that do not concern them or may be of little or no importance to them. Accordingly, the Board recommends that stockholders vote "AGAINST" Proposal 5.

As mentioned in Proposal 4, an effective enhanced special meeting right must appropriately guard against misuse. A special meeting is a time-consuming process that will draw the Board and management's attention away from business operations and maximizing stockholder value through appropriate strategic initiatives. The process will also divert Company funds towards preparing and distributing proxy materials and preparing for the meeting.

After balancing these important, yet competing interests, the Board determined that the 25% threshold proposed by the Board in Proposal 4 effectively safeguards the interests of the Company and its stockholders. It is small enough for stockholders that feel the same way about a topic to effectively pool together and request a meeting. However, it is not so small that it allows the special meeting process to be held hostage by minority stockholders seeking to advance their own interests.

For these reasons, the Board requests that you vote "AGAINST" the foregoing stockholder proposal, Proposal 5.

Voting Standard

The affirmative vote of a majority of stockholders present, in person or by proxy, will constitute the stockholders' non-binding approval with respect to Proposal 5.

With respect to Proposal 5, a stockholder may vote "FOR," "AGAINST," or "ABSTAIN." Abstentions and broker non-votes will not be counted as votes "FOR" or "AGAINST" Proposal 5. However, because abstentions and broker non-votes will be counted as present at the Annual Meeting, they will have the effect of votes "AGAINST" Proposal 5.

Under the rules of the NYSE, brokers are prohibited from giving proxies to vote on non-routine matters unless the beneficial owner of such shares has given voting instructions on the matter. This means that if your broker is the record holder of your shares, you must give voting instructions to your broker with respect to Proposal 5 if you want your broker to vote your shares on the matter.

× **The Board recommends that you vote "AGAINST" the foregoing stockholder proposal.**

JOHN CHEVEDDEN

*** ***

February 28, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 5 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The company is promoting an easy get out of jail free card in response to rule 14a-8 proposals. According to the company it can receive a rule 14a-8 proposal and a month later decide to put forth its own proposal to maintain the statue quo on the very topic of the rule 14a-8 proposal.

And then the company can simply omit a few lines of text that would make it very clear what shareholders would be voting on when they consider the rule 14a-8 proposal and the belated company proposal.

It is completely within the power of the company to make its belated proposal *not* conflicting with the rule 14a-8 proposal.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

JOHN CHEVEDDEN

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February 28, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 4 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

One solution is for the company to print clearly in its proxy that the company is asking shareholders to ratify the Certificate Amendment and the rule 14a-8 proposal is essentially asking for both Certificate Amendment ratification and, based on the footing of the Amendment, is also asking for improvement of the Amendment by lowering the ownership threshold.

It is completely within the power of the company to make its proposal *not* conflicting with the rule 14a-8 proposal.

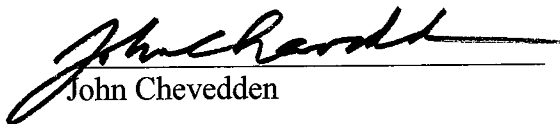
I just received an advance copy from another company of that company's 2018 special meeting proposal that will be published immediately before my special meeting proposal in its 2018 proxy.

The other company said it will file its preliminary proxy this week.
I will forward this preliminary proxy to the Staff as soon as I access it.

The company could have simply asked for Rule 14a-8(i)(10) relief. However the company is attempting to use a flawed interpretation of SLB 14H to obtain relief under Rule 14a-8(i)(9) – an easier route if its flawed interpretation is accepted – than a Rule 14a-8(i)(10) request. The company has no Rule 14a-8(i)(10) backup request.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,



John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

JOHN CHEVEDDEN

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February 15, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 2 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

The company misinterprets Staff Legal Bulletin No. 14H (October 22, 2015) ("SLB 14H") and the rationale of Rule 14a-8(i)(9).

The company falsely claims Proposal may be excluded under Rule 14a-8(i)(9) because the company's stockholders could not logically vote for both proposals.

However, this is a complete misreading of SLB 14H and ignores the decision that led the SEC to write the SLB 14H guidance in the first place. While a shareholder could not logically vote for and against a merger or for and against separating chair and CEO positions, a shareholder could very logically vote in favor of both a proposal by the Company for a 25% ownership threshold to call a special meeting and also vote in favor of the Proposal to lower that threshold to 10%. A shareholder could reasonably prefer a 10% threshold but could vote for both, recognizing a 25% threshold is better than no right at all.

Staff issued _Staff Legal Bulletin 14H_ to narrow the application of the 14a-8(i)(9) exclusion by clarifying the meaning of "direct conflict." SLB 14H had followed a proxy season during which there was a surprising clash over the application of the "conflicting proposals" exclusion. The conflict arose originally in the context of a shareholder proposal for proxy access submitted to Whole Foods that would have permitted shareholders holding at least 3% of the company's voting securities to nominate up to 20% of the board.

In its no-action request, Whole Foods advised that it was submitting a management proxy access proposal at the same meeting that included different terms; for example, it would allow any single shareholder owning at least 9% of the company's common to submit nominations to be included in the company's proxy statement. The SEC permitted exclusion and, in view of the success of Whole Foods, a significant number of companies then followed the Whole Foods model. However, after the proponent requested reconsideration, the SEC withdrew its favorable letter and, following a period of review, the new SLB was issued, in which the staff took the position:

*** FISMA & OMB Memorandum M-07-16

> …that any assessment of whether a proposal is excludable under this basis should focus on whether there is a direct conflict between the management and shareholder proposals. For this purpose, we believe that a direct conflict would exist if a reasonable shareholder could not logically vote in favor of both proposals, i.e., a vote for one proposal is tantamount to a vote against the other proposal…
>
> We will not, however, view a shareholder proposal as directly conflicting with a management proposal if a reasonable shareholder, although possibly preferring one proposal over the other, could logically vote for both. For example, if a company does not allow shareholder nominees to be included in the company's proxy statement, a shareholder proposal that would permit a shareholder or group of shareholders holding at least 3% of the company's outstanding stock for at least 3 years to nominate up to 20% of the directors would not be excludable if a management proposal would allow shareholders holding at least 5% of the company's stock for at least 5 years to nominate for inclusion in the company's proxy statement 10% of the directors. This is because both proposals generally seek a similar objective, to give shareholders the ability to include their nominees for director alongside management's nominees in the proxy statement, and the proposals do not present shareholders with conflicting decisions such that a reasonable shareholder could not logically vote in favor of both proposals…
>
> In the preceding examples, the board of directors may have to consider the effects of both proposals if both the company and shareholder proposals are approved by shareholders. We do not believe, however, that such a decision represents the kind of "direct conflict" the rule was designed to address.

In *The AES Corporation* (Dec. 19, 2017) there was no proponent rebuttal in the 15-days between the no action request and the Staff letter. According to SLB 14 (July 13, 2001) the role of Staff in the no-action process is as follows:

> Our role begins when we receive a no-action request from a company. In these no-action requests, companies often assert that a proposal is excludable under one or more parts of rule 14a-8. We analyze each of the bases for exclusion that a company asserts, as well as any arguments that the shareholder chooses to set forth, and determine whether we concur in the company's view.

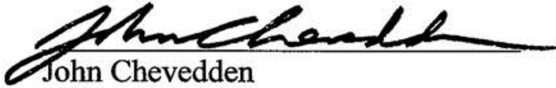
Although the company cited AES as precedent, it is a poor example, since the proponent did not address the meaning of "direct conflict" according to SLB 14H. As the Council of Institutional Investors stated in their January 31, 2018 letter to William H. Hinman, Director of the Division of Corporation Finance regarding the AES no-action:

> Contrary to staff's view in the AES letter, AES's shareowners could logically vote for the shareholder proposal and management proposal. In our view, a shareowner vote for both proposals would signal that shareowners favor AES's existing special meeting bylaw generally, but prefer that the "25% of the outstanding shares of common stock" provision be replaced by "10%." If the total votes resulted in both proposals passing, the existing AES bylaw would remain in effect and AES's board and management would presumably know that shareowners preferred a 10% rather than a 25% voting threshold for special meetings.
>
> In fact, shareholders at five companies in 2016-17 voted on nonbinding shareholder proposals to set 10% or 15% thresholds for special meetings, even as management

proposals were up for approval to provide for special meeting rights at 25% thresholds. The management proposals were supported by an average of 83% of shares voted, at the same time that two of the shareholder proposals were approved and three received more than 50% support. We believe that boards of the five companies have no reason for confusion on the message from holders of substantial portions of shares that those holders preferred lower thresholds as indicated in the shareholder proposals.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,


John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

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JOHN CHEVEDDEN

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February 11, 2018

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 1 Rule 14a-8 Proposal
Skyworks Solutions Inc. (SWKS)
Special Shareholder Meeting Improvement
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 12, 2018 no-action request.

This is to point out that the company could have asked for (i)(10) relief but did not.
The wide-ranging ramifications of this in regard to this no action request and to other no action requests will be addressed in the coming week.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2018 proxy.

Sincerely,

John Chevedden

cc: Robert Terry <Robert.Terry@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

[SWKS – Rule 14a-8 Proposal, November 3, 2017 | Revised December 4, 2017]12-4
[This line and any line above it is not for publication.]

Proposal [4] – Special Shareholder Meeting Improvement

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board's current power to call a special meeting.

This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle such as the election of directors. More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.

Skyworks Solutions shareholders thus do not have the full right to call a special meeting that is available under Delaware law. Plus a shareholder right to act by written consent is totally lacking at Skyworks Solutions. It is therefore important to have the full shareholder right to call a special meeting to make up for our total lack of a right to act by written consent.

A more functional shareholder ability to call a special meeting would put shareholders in a better position to ask for improvement in the makeup of our board of directors after the 2018 annual meeting. Shareholders can benefit from such improvements.

David Aldrich, our Chairman, had 17-years long-tenure. Long-tenure can impair the independence of a Chairman no matter how well qualified. And independence is priceless attribute in a Chairman.

David McLachlan at age 78 was our Lead Director and also had 17-years long-tenure. Unfortunately Mr. McLachlan was also on our Governance and Nomination Committee. It is sadly ironic that this Committee would be in charge of nominating a replacement for Mr. Aldrich and Mr. McLachlan.

The Governance Committee was also responsible for the mediocre and consequently failed management "effort" in 2016 to change our outdated rules that made a majority vote of shareholders meaningless on certain important shareholder issues. This was shortly after we voted 76% in favor of this needed improvement.

Any claim that a shareholder right to call a special meeting can be costly – may be largely moot. When shareholders have a good reason to call a special meeting – our board should be able to take positive responding action to make a special meeting unnecessary.

Please vote to increase management accountability to shareholders:
Special Shareholder Meeting Improvement – Proposal [4]
[The line above is for publication.]

Lillian Brown

+1 202 663 6743 (t)
+1 202 663 6363 (f)
lillian.brown@wilmerhale.com

February 6, 2018

Via E-mail to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Skyworks Solutions, Inc.
Exclusion of Stockholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

We are writing to supplement our January 12, 2018 request (the "No-Action Request") that the Staff advise Skyworks Solutions, Inc. (the "Company") that it will not recommend any enforcement action to the Commission if the Company excludes the stockholder proposal and statement in support thereof relating to the right of stockholders to call special meetings of stockholders (collectively, the "Stockholder Proposal") submitted by John Chevedden (the "Proponent") from its Proxy Materials pursuant to Rule 14a-8(i)(9), on the basis that the Stockholder Proposal directly conflicts with a Company proposal to be submitted to stockholders at the 2018 Annual Meeting of Stockholders. Capitalized terms used but not defined in this letter shall have the meanings provided in the No-Action Request.

In the No-Action Request, we outlined the basis for exclusion of the Stockholder Proposal in reliance upon Rule 14a-8(i)(9) and noted that the Board intended to (a) adopt amendments to the Third Amended and Restated By-laws of the Company (the "By-laws") to provide the Company's record stockholders, acting on their own behalf or on behalf of the beneficial owners, owning shares that represent at least 25% of the outstanding shares of Company capital stock with the ability to require the Company to call a special meetings of its stockholders (the "Special Meeting Provision") and (b) provide the Company's stockholders with an opportunity at the 2018 Annual Meeting of Stockholders to ratify the Special Meeting Provision. In the No-Action Request, which

we incorporate by reference herein, we advised the Staff that the Company would notify the Staff by a supplemental letter of the Board's actions in this regard.

We write to confirm that at a meeting held on January 31, 2018, the Board approved an amendment to Article II, Section 3, of the By-laws to adopt the Special Meeting Provision. A copy of the amended By-laws, as filed with the Commission as an exhibit to the Company's Quarterly Report on Form 10-Q on February 5, 2018, is attached to this letter as Exhibit A. The Company will provide its stockholders with an opportunity at the 2018 Annual Meeting of Stockholders to ratify the Special Meeting Provision (the "Company Proposal").

Rule 14a-8(i)(9) Analysis

As described in the No-Action Request, Rule 14a-8(i)(9) provides that a stockholder proposal may be excluded from a company's proxy statement if "the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." The Stockholder Proposal requests that the Company implement a special meeting provision with a 10% ownership threshold, which is in direct conflict with the Company Proposal seeking ratification of the Special Meeting Provision with a 25% ownership threshold. It would be impossible for a stockholder to logically vote for the Stockholder Proposal and the Company Proposal, as a vote for one proposal would be tantamount to a vote against the other proposal. Because the Company Proposal and the Stockholder Proposal seek to take mutually exclusive approaches, presenting both proposals in the Proxy Materials could result in directly conflicting mandates for the Board if both proposals receive sufficient votes to be adopted. The Board would not know whether the Company's stockholders desire amendments to the By-laws that comport with the 10% ownership threshold requested by the Proponent, or retention of the 25% ownership threshold in the Special Meeting Provision.

Further, the Staff has granted no-action relief under Rule 14a-8(i)(9) this season in analogous situations, on the basis that the proposal at issue "directly conflicts with management's proposal because a reasonable shareholder could not logically vote in favor of both proposals." *See CF Industries Holdings, Inc.* (January 30, 2018) (concurring in exclusion under Rule 14a-8(i)(9) of a proposal requesting adoption of a 10% threshold for stockholders to call a special meeting where the company planned to submit a competing management proposal to its stockholders that sought stockholder ratification of the company's existing special meeting provision, including the 25% ownership threshold) and *The AES Corporation* (December 19, 2017) (same). Similar to *CF Industries*, *AES* and other precedent cited in the No-Action Request, the Stockholder Proposal directly conflicts with the Company Proposal to be submitted to the Company's stockholders for approval at the 2018 Annual Meeting. Accordingly, consistent with the letters cited above and in the No-Action Request, the Company believes the Stockholder Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(9).

Conclusion

Based on the foregoing, we respectfully request that the Staff concur that it will take no action if the Company excludes the Stockholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(9), on the basis that the Stockholder Proposal would directly conflict with the Company Proposal to be submitted to the Company's stockholders at the 2018 Annual Meeting of Stockholders.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Stockholder Proposal from its Proxy Materials, please do not hesitate to contact me at lillian.brown@wilmerhale.com or (202) 663-6743, or Robert J. Terry, Senior Vice President and General Counsel of Skyworks Solutions, Inc., at robert.terry@skyworksinc.com. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,

Lillian Brown

Enclosure

cc: John Chevedden

Robert J. Terry

EXHIBIT A

EXHIBIT 3.1

THIRD AMENDED AND RESTATED
BY-LAWS OF
SKYWORKS SOLUTIONS, INC., AS AMENDED

ARTICLE I

OFFICES

SECTION 1 Registered Office in Delaware; Resident Agent. The address of the Corporation's registered office in the State of Delaware and the name and address of its resident agent in charge thereof are as filed with the Secretary of State of the State of Delaware.

SECTION 2 Other Offices. The Corporation may also have an office or offices at such other place or places either within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation requires.

ARTICLE II

MEETINGS OF STOCKHOLDERS

SECTION 1 Place of Meetings. All meetings of the stockholders of the Corporation shall be held at such place, within or without the State of Delaware, as may from time to time be designated by resolution passed by the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meetings shall not be held at any place, but may instead be held solely by means of remote communication.

SECTION 2 Annual Meeting. An annual meeting of the stockholders for the election of directors and for the transaction of such other proper business, notice of which was given in the notice of meeting, shall be held on a date and at a time as may from time to time be designated by resolution passed by the Board of Directors.

SECTION 3 Special Meetings.

(A) A special meeting of the stockholders for any purpose or purposes may be called at any time by the Board of Directors pursuant to a resolution adopted by a majority of the whole Board. A special meeting of the stockholders shall be called by the Secretary upon written request to the Secretary (each such request, a "Special Meeting Request" and such meeting, a "Stockholder Requested Special Meeting") by one or more Requesting Stockholder(s) (as defined below) representing in the aggregate at least 25% of the outstanding shares of common stock of the Corporation which shares are determined to be "Net Long Shares" (as defined below) (the "Requisite Percentage"), who have held such shares continuously for at least one year prior to the date such Special Meeting Request is delivered to the Corporation (such period, the "One-Year Period"), and who have complied in full with the requirements set forth in these By-laws. A special meeting of stockholders may be held at such date, time and place, if any, within or without the State of Delaware as may be designated by the Board of Directors; provided, however, that the date of any Stockholder Requested Special Meeting shall be not more than 120 days after the date that the Secretary has received one or more valid Special Meeting Request(s) satisfying the requirements set forth in these By-laws for the calling of a Stockholder Requested Special Meeting (provided that, if any documentary evidence required by these By-laws is not simultaneously delivered with one or more Stockholder Meeting Request(s) under the circumstances expressly permitted by these By-laws, then the date of the Stockholder Requested Special Meeting shall be not more than 120 days after the date that all such documentary evidence is received by the Secretary in compliance with these

By-laws). In fixing a date, time and place, if any, for any special meeting of stockholders, the Board of Directors may consider such factors as it deems relevant, including without limitation, the nature of the matters to be considered, the facts and circumstances related to any request for a meeting and any plan of the Board of Directors to call an annual meeting or special meeting. The Corporation may postpone, reschedule or cancel any previously scheduled special meeting of stockholders.

For purposes of determining the Requisite Percentage, "Net Long Shares" mean those shares of common stock of the Corporation as to which the stockholder(s) of record making the Special Meeting Request or beneficial owner(s), if any, on whose behalf the Special Meeting Request is being made (each such record owner and beneficial owner, a "Requesting Stockholder") is deemed to "own" (as such term is defined in subparagraphs (A)(3)(g)-(h) of ARTICLE II, Section 8 of these By-laws). Whether shares constitute "Net Long Shares" and any other questions relating to the validity of any Special Meeting Request or of compliance with the requirements set forth in these By-laws shall be decided in good faith by the Board of Directors.

(B) In order for a Stockholder Requested Special Meeting to be called, one or more Special Meeting Requests must be signed and dated by the record holders of shares representing in the aggregate at least the Requisite Percentage who have held such shares continuously for the One-Year Period and by each of the beneficial owners, if any, on whose behalf the Special Meeting Request is being made. Each Special Meeting Request shall be delivered to the Secretary at the Corporation's principal executive offices and shall be accompanied by a written notice setting forth the information required by paragraph (A)(2) of ARTICLE II, Section 8 of these By-laws. In addition to the foregoing, a Special Meeting Request must include: (1) documentary evidence of the number of Net Long Shares owned by the Requesting Stockholder(s) as of the date on which the Special Meeting Request is delivered to the Secretary and documentary evidence that such shares have been held continuously for the One-Year Period, provided that, if the stockholder submitting the Special Meeting Request is not the beneficial owner of such shares, then to be valid, the Special Meeting Request must also include documentary evidence (or, if not simultaneously provided with the Special Meeting Request, such documentary evidence must be delivered to the Secretary within 10 days after the date on which the Special Meeting Request is delivered to the Secretary) of the number of Net Long Shares owned by the beneficial owner(s) as of the date on which the Special Meeting Request is delivered to the Secretary and documentary evidence that such shares have been held for the One-Year Period; (2) a representation that the Requesting Stockholder(s) intends to continue to satisfy the Requisite Percentage through the date of the Stockholder Requested Special Meeting and an agreement by the Requesting Stockholder(s) to promptly notify the Corporation upon any decrease occurring between the date on which the Special Meeting Request is delivered to the Secretary and the date of the Stockholder Requested Special Meeting in the number of Net Long Shares owned by such stockholder; and (3) an acknowledgment of the Requesting Stockholder(s) that any decrease after the date on which the Special Meeting Request is delivered to the Secretary in the number of Net Long Shares held by such stockholder shall be deemed a revocation of the Special Meeting Request with respect to such shares and that such shares will no longer be included in determining whether the Requisite Percentage has been satisfied.

Each Requesting Stockholder is required to update and supplement the Special Meeting Request delivered pursuant to this Section 3, if necessary, so that the information provided or required to be provided in such notice, including the information specified in paragraph (A)(2) of ARTICLE II, Section 8 of these By-laws, shall be true and correct as of the record date for determining the stockholders entitled to receive notice of the Stockholder Requested Special Meeting, and such update and supplement shall be received by the Secretary at the principal executive offices of the Corporation not later than 5 business days after the record date for determining the stockholders entitled to receive notice of such

meeting. In addition to the foregoing, the Requesting Stockholder(s) shall promptly provide any other information reasonably requested by the Corporation.

(C) In determining whether a special meeting of stockholders has been requested by Requesting Stockholder(s) holding shares representing in the aggregate at least the Requisite Percentage who have held such shares continuously for the One-Year Period, multiple Special Meeting Requests delivered to the Secretary will be considered together only if (1) each Special Meeting Request identifies substantially the same purpose or purposes of the special meeting and substantially the same matters proposed to be acted on at the special meeting (which, if such purpose is the election or removal of directors, changing the size of the Board of Directors and/or the filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors, will mean that the exact same person or persons are proposed for election or removal in each relevant Stockholder Meeting Request), and (2) such Special Meeting Requests have been dated and delivered to the Secretary within 60 days of the earliest dated Special Meeting Request. A stockholder may revoke a Special Meeting Request at any time by written revocation delivered to the Secretary. If, following such revocation (or any deemed revocation hereunder), at any time before the time of the Stockholder Requested Special Meeting, the remaining unrevoked requests from stockholders (if any) represent in the aggregate less than the Requisite Percentage, the Board of Directors, in its discretion, may cancel the special meeting.

(D) At any Stockholder Requested Special Meeting, the business transacted shall be limited to the purpose(s) stated in the Special Meeting Request; provided, however, that the Board of Directors shall have the authority in its discretion to submit additional matters to the stockholders and to cause other business to be transacted. Notwithstanding the foregoing provisions of this Section 3, a Special Meeting Request shall not be valid and a Stockholder Requested Special Meeting shall not be called or held if: (1) the Special Meeting Request does not comply with these By-laws; (2) the business specified in the Special Meeting Request is not a proper subject for stockholder action under applicable law; (3) the Board of Directors has called or calls for an annual or special meeting of stockholders to be held within 120 days after the Secretary receives the Special Meeting Request and the Board of Directors determines that the business of such meeting includes (among any other matters properly brought before the annual or special meeting) the business specified in the Special Meeting Request; (4) the Special Meeting Request is received by the Secretary during the period commencing 90 days prior to the anniversary date of the prior year's annual meeting of stockholders and ending on the date of the final adjournment of the next annual meeting of stockholders; (5) an identical or substantially similar item (a "Similar Item") was presented at any meeting of stockholders held within 90 days prior to receipt by the Secretary of the Special Meeting Request (and, for purposes of this clause (5), the nomination, election or removal of directors shall be deemed a "Similar Item" with respect to all items of business involving the nomination, election or removal of directors, the changing of the size of the Board of Directors and the filling of vacancies and/or newly created directorships); (6) a Similar Item, other than the nomination, election or removal of directors, was presented at an annual or special meeting of stockholders held not more than 12 months prior to receipt by the Secretary of the Special Meeting Request; or (7) the Special Meeting Request was made in a manner that involved a violation of Regulation 14A under the Exchange Act (as defined in paragraph (A)(2) of ARTICLE II, Section 8 of these By-laws), or other applicable law.

(E) Except to the extent previously determined by the Board of Directors in connection with a Stockholder Requested Special Meeting or any related Special Meeting Request, the chairperson of the Stockholder Requested Special Meeting shall determine at such meeting whether any proposed business or other matter to be transacted by the stockholders has not been properly brought before the special meeting and, if he or she should so determine, the chairperson shall declare that such proposed business or other matter was not properly brought before the meeting and such business or other matter shall not be presented for stockholder action at the meeting. In addition, notwithstanding the foregoing

provisions of this Section 3, unless otherwise required by law, if the Requesting Stockholder(s) (or a qualified representative of the stockholder (as defined below)) does not appear at the special meeting to present a nomination or other proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 3 and paragraph (A)(3) of ARTICLE II, Section 8 of these By-laws, to be considered a "qualified representative" a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a written instrument executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such written instrument or electronic transmission, or a reliable reproduction of the written instrument or electronic transmission, at the meeting of stockholders.

SECTION 4 Notice of Meetings. Except as otherwise provided by law, written notice of each meeting of the stockholders, whether annual or special, shall be mailed, postage prepaid, or sent by electronic transmission, not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting, at the stockholder's address as it appears on the records of the Corporation. Every such notice shall state the place, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person or by proxy and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.

SECTION 5 List of Stockholders. The Secretary shall, from information obtained from the transfer agent, prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting: (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours, at the principal place of business of the Corporation. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to stockholders of the Corporation. If the meeting is to be held at a specified place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of the meeting. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list referred to in this section or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

SECTION 6 Quorum. At each meeting of the stockholders, the holders of a majority of the issued and outstanding stock of the Corporation present either in person or by proxy shall constitute a quorum for the transaction of business except where otherwise provided by law or by the Certificate of Incorporation or by these By-laws for a specified action. Except as otherwise provided by law, in the absence of a quorum, a majority in interest of the stockholders of the Corporation present in person or by proxy and entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until stockholders holding the requisite amount of stock shall be present or represented. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at a meeting as originally called, and only those

stockholders entitled to vote at the meeting as originally called shall be entitled to vote at any adjournment or adjournments thereof. The absence from any meeting of the number of stockholders required by law or by the Certificate of Incorporation or by these By-laws for action upon any given matter shall not prevent action at such meeting upon any other matter or matters which may properly come before the meeting, if the number of stockholders required in respect of such other matter or matters shall be present.

SECTION 7 Organization. At every meeting of the stockholders the Chief Executive Officer, or in the absence of the Chief Executive Officer, a director or an officer of the Corporation designated by the Board, shall act as Chairman of the meeting. The Secretary, or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary at all meetings of the stockholders. In the absence from any such meeting of the Secretary and the Assistant Secretaries, the Chairman may appoint any person to act as Secretary of the meeting.

SECTION 8 Notice of Stockholder Business and Nominations.

(A) Annual Meetings of Stockholders.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation's notice of meeting, (b) by or at the direction of the Board of Directors, (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this By-law, who is entitled to vote at the meeting and who complies with the notice procedures set forth in paragraph (A)(2) of this By-law, or (d) by any Eligible Stockholder (as defined in clause (a) of paragraph (A)(3) of this By-law) who complies with the procedures set forth in paragraph (A)(3) and whose Stockholder Nominee (as defined in clause (a) of paragraph (A)(3) of this By-law) is included in the Corporation's proxy materials for the relevant annual meeting.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this By-law, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the case of the annual meeting to be held in 2003 or in the event that the date of the annual meeting is more than 30 days before or after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 14a-11 thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial

owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner and (ii) the class and number of shares of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner.

Notwithstanding anything in the second sentence of paragraph (A)(2) of this By-law to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this By-law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

(3) Proxy Access.

(a) Subject to the provisions of this paragraph (A)(3) of this By-law, the Corporation shall include in its proxy statement (including its form of proxy) for an annual meeting of stockholders the name of any stockholder nominee for election to the Board of Directors submitted pursuant to this paragraph (A)(3) of this By-law (each a "Stockholder Nominee") provided (i) timely written notice of such Stockholder Nominee satisfying this paragraph (A)(3) of this By-law ("Notice") is delivered to the Corporation by or on behalf of a stockholder or stockholders that, at the time the Notice is delivered, satisfy the ownership and other requirements of this paragraph (A)(3) of this By-law (such stockholder or stockholders, and any person on whose behalf they are acting, the "Eligible Stockholder"), (ii) the Eligible Stockholder expressly elects in writing at the time of providing the Notice to have its nominee included in the Corporation's proxy statement pursuant to this paragraph (A)(3) of this By-law, and (iii) the Eligible Stockholder and the Stockholder Nominee otherwise satisfy the requirements of this paragraph (A)(3) of this By-law and the director qualifications requirements set forth in the Corporation's Corporate Governance Guidelines and any other document(s) setting forth qualifications for directors.

(b) To be timely, an Eligible Stockholder's notice must be received in writing by the Secretary of the Corporation at the principal executive offices of the Corporation not less than 120 days nor more than 150 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than thirty (30) days, or delayed (other than as a result of adjournment) by more than sixty (60) days, from the first anniversary of the preceding year's annual meeting, or if no annual meeting was held in the preceding year, a stockholder's notice must be so received not earlier than the 150th day prior to such annual meeting and not later than the close of business on the later of (i) the 120th day prior to such annual meeting and (ii) the tenth day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs. In no event shall the public announcement of any adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of an Eligible Stockholder's notice as described above.

(c) In addition to including the name of the Stockholder Nominee in the Corporation's proxy statement for the annual meeting, the Corporation also shall include (i) the information concerning the Stockholder Nominee and the Eligible Stockholder that is required to be disclosed in the Corporation's proxy statement pursuant to Section 14 of the Exchange Act and the rules

and regulations promulgated thereunder and (ii) if the Eligible Stockholder so elects, a Statement (defined below) (collectively, the "Required Information"). Nothing in this paragraph (A)(3) of this By-law shall limit the Corporation's ability to solicit against and include in its proxy statement its own statements relating to any Stockholder Nominee.

(d) The number of Stockholder Nominees (including Stockholder Nominees that were submitted by an Eligible Stockholder for inclusion in the Corporation's proxy statement pursuant to this paragraph (A)(3) of this By-law but either are subsequently withdrawn or that the Board of Directors decides to nominate (a "Board Nominee")) appearing in the Corporation's proxy statement with respect to an annual meeting of stockholders shall not exceed the greater of (i) two or (ii) 20% of the number of directors in office as of the last day on which notice of a nomination may be received pursuant to this paragraph (A)(3) of this By-law (the "Final Proxy Access Nomination Date") or, if such amount is not a whole number, the closest whole number below 20% (such greater number, the "Permitted Number"); provided, however, that (A) the Permitted Number shall be reduced by the number of director candidates for which the Corporation shall have received one or more valid notices that a stockholder intends to nominate director candidates at an annual meeting of stockholders pursuant to paragraph (A)(2) of this By-law, but only to the extent the Permitted Number after such reduction equals or exceeds one, (B) any director in office as of the nomination deadline who was included in the Corporation's proxy statement as a Stockholder Nominee for any of the two preceding annual meetings and whom the Board of Directors decides to nominate for election to the Board of Directors also will be counted against the Permitted Number, and (C) in the event that one or more vacancies for any reason occurs on the Board of Directors at any time after the Final Proxy Access Nomination Date and before the date of the applicable annual meeting of stockholders and the Board of Directors resolves to reduce the size of the Board of Directors in connection therewith, the Permitted Number shall be calculated based on the number of directors in office as so reduced.

(e) In the event that the number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this paragraph (A)(3) of this By-law exceeds the Permitted Number, each Eligible Stockholder shall select one Stockholder Nominee for inclusion in the Corporation's proxy statement until the Permitted Number is reached, going in order of the amount (greatest to least) of the Corporation's capital stock entitled to vote on the election of directors as disclosed in the Notice. If the Permitted Number is not reached after each Eligible Stockholder has selected one Stockholder Nominee, this selection process shall continue as many times as necessary, following the same order each time, until the Permitted Number is reached.

(f) An Eligible Stockholder must have owned (as defined below) continuously for at least three years as of the date of Notice a number of shares that represents 3% or more of the Corporation's outstanding shares of capital stock entitled to vote in the election of directors (the "Required Shares") as of both the date the Notice is received by the Corporation in accordance with this paragraph (A)(3) of this By-law and the record date for determining stockholders entitled to vote at the annual meeting and must continue to own the Required Shares through the annual meeting date. For purposes of satisfying the ownership requirement under this paragraph (A)(3) of this By-law, the shares of the Corporation's capital stock owned by one or more stockholders, or by the person or persons who own shares of the Corporation's capital stock and on whose behalf any stockholder is acting, may be aggregated, provided that (i) the number of stockholders and other persons whose ownership of shares is aggregated for such purpose shall not exceed 20, (ii) each stockholder or other person whose shares are aggregated shall have held such shares continuously for at least three years as of the date of Notice, and (iii) a group of two or more funds that are (A) under common management and investment control, (B) under common management and funded primarily by the same employer (or by a group of related

employers that are under common control), or (C) a "group of investment companies," as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended, shall be treated as one stockholder or person for this purpose. Whenever an Eligible Stockholder consists of a group of stockholders and/or other persons, any and all requirements and obligations for an Eligible Stockholder set forth in this paragraph (A)(3) of this By-law must be satisfied by and as to each such stockholder or other person, except that shares may be aggregated to meet the Required Shares as provided in this paragraph (A)(3) of this By-law. With respect to any one particular annual meeting, no stockholder or other person may be a member of more than one group of persons constituting an Eligible Stockholder under this paragraph (A)(3) of this By-law.

(g) For purposes of this paragraph (A)(3) of this By-law, an Eligible Stockholder shall be deemed to "own" only those outstanding shares of the Corporation's capital stock as to which the person possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares; provided that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (x) sold by such person or any of its affiliates in any transaction that has not been settled or closed, (y) borrowed by such person or any of its affiliates for any purposes or purchased by such person or any of its affiliates pursuant to an agreement to resell, or (z) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by such person or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of the Corporation's capital stock, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (A) reducing in any manner, to any extent or at any time in the future, such person's or affiliates' full right to vote or direct the voting of any such shares, and/or (B) hedging, offsetting or altering to any degree gain or loss arising from the full economic ownership of such shares by such person or affiliate. A person shall "own" shares held in the name of a nominee or other intermediary so long as the person retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares.

(h) A person's ownership of shares shall be deemed to continue during any period in which (i) the person has loaned such shares, provided that the person has the power to recall such loaned shares on five business days' notice and provides a representation that it will promptly recall, and promptly recalls, such loaned shares upon being notified that any of its Stockholder Nominees will be included in the Corporation's proxy statement, or (ii) the person has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the person. The terms "owned," "owning" and other variations of the word "own" shall have correlative meanings. For purposes of this paragraph (A)(3) of this By-law, the term "affiliate" shall have the meaning ascribed thereto in the regulations promulgated under the Exchange Act.

(i) An Eligible Stockholder must provide with its Notice the following in writing to the Secretary: (i) one or more written statements from the record holder of the shares (and from each intermediary through which the shares are or have been held during the requisite three-year holding period) verifying that, as of a date within seven calendar days prior to the date the Notice is received by the Corporation, the Eligible Stockholder owns, and has owned continuously for the preceding three years, the Required Shares, and the Eligible Stockholder's agreement to provide (A) within five business days after the record date for the annual meeting, written statements from the record holder and intermediaries verifying the Eligible Stockholder's continuous ownership of the Required Shares through the record date and (B) immediate notice if the Eligible Stockholder ceases to own any of the Required Shares prior to the date of the applicable annual meeting of stockholders; (ii) documentation satisfactory

to the Corporation demonstrating that a group of funds qualifies to be treated as one stockholder or person for purposes of this paragraph (A)(3) of this By-law, if applicable; (iii) a representation that the Eligible Stockholder (including each member of any group of stockholders and/or persons that together is an Eligible Stockholder hereunder) (A) intends to continue to own the Required Shares through the date of the annual meeting, (B) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control of the Corporation, and does not presently have such intent, (C) has not nominated and will not nominate for election to the Board of Directors at the annual meeting any person other than the Stockholder Nominee(s) being nominated pursuant to this paragraph (A)(3) of this By-law, (D) has not engaged and will not engage in, and has not and will not be, a "participant" in another person's "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting other than its Stockholder Nominee(s) or a Board Nominee, (E) will not distribute to any stockholder any form of proxy for the annual meeting other than the form distributed by the Corporation, and (F) has provided and will provide facts, statements and other information in all communications with the Corporation and its stockholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; (iv) the written consent of each Stockholder Nominee to be named in the Corporation's proxy statement as a nominee and to serve as a director if elected; (v) a copy of the Schedule 14N that has been filed with the SEC as required by Rule 14a-18 under the Exchange Act; (vi) the information required to be provided by paragraph (A)(2) of this By-law, as applicable; (vii) in the case of a nomination by a group of stockholders that together is an Eligible Stockholder, the designation by all group members of one group member that is authorized to act on behalf of all members of the nominating stockholder group with respect to the nomination and matters related thereto, including withdrawal of the nomination; and (viii) an undertaking that the Eligible Stockholder agrees to (A) assume all liability stemming from any legal or regulatory violation arising out of the Eligible Stockholder's communications with the Corporation's stockholders or out of the information that the Eligible Stockholder provides to the Corporation, (B) indemnify and hold harmless the Corporation and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers or employees in connection with the Eligible Stockholder's nomination and/or efforts to elect its nominee(s) pursuant to this paragraph (A)(3) of this By-law, (C) file with the SEC any solicitation materials relating to the annual meeting at which the Stockholder Nominee will be nominated, regardless of whether any such filing is required under Section 14 of the Exchange Act and the rules and regulations promulgated thereunder or whether any exemption from filing is available for such solicitation or other communication under Section 14 of the Exchange Act and the rules and regulations promulgated thereunder, and any other communication with the Corporation's stockholders that is required to be filed under applicable law, and (D) comply with all other applicable laws, rules, regulations and listing standards with respect to any solicitation in connection with the annual meeting.

(j) The Eligible Stockholder may include with its Notice a written statement for inclusion in the Corporation's proxy statement for the annual meeting, not to exceed 500 words per Stockholder Nominee, in support of each Stockholder Nominee's candidacy (the "Statement"). Notwithstanding anything to the contrary contained in this Article II, the Corporation may omit from its proxy statement any information or Statement that it believes would violate Rule 14a-9 under the Exchange Act or any other applicable law, rule, regulation or listing standard.

(k) Each Stockholder Nominee must (i) provide within five business days of the Corporation's request an executed agreement, in a form deemed satisfactory to the Corporation, that (A) the Stockholder Nominee has read and agrees to adhere to the Corporation's Corporate Governance

Guidelines and all other Corporation policies and guidelines applicable to directors, including with regard to securities trading, (B) the Stockholder Nominee is not and will not become a party to (1) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (2) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, and (C) the Stockholder Nominee is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification (a "Compensation Agreement") in connection with such person's nomination or candidacy for director and/or service as a director that has not been disclosed to the Corporation; (ii) complete, sign and submit all questionnaires required of the Corporation's Board of Directors within five business days of receipt of each such questionnaire from the Corporation; and (iii) provide within five business days of the Corporation's request such additional information as the Corporation determines may be necessary to permit the Board of Directors to determine whether such Stockholder Nominee meets the requirements of this paragraph (A)(3) of this By-law and/or the Corporation's requirements with regard to director qualifications and policies and guidelines applicable to directors, including whether (A) such Stockholder Nominee is independent under the audit committee and compensation committee independence requirements set forth in the rules of any U.S. exchange upon which the Corporation's capital stock is listed, the listing standards of any U.S. exchange upon which the Corporation's capital stock is listed, any applicable rules of the Securities and Exchange Commission, and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the directors (collectively, the "Independence Standards"), (B) such Stockholder Nominee has any direct or indirect relationship with the Corporation, and (C) such Stockholder Nominee has been subject to (1) any event specified in Item 401(f) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act") or (2) any order of the type specified in Rule 506(d) of Regulation D under the Securities Act.

(l) In the event that any information or communications provided by the Eligible Stockholder or Stockholder Nominee to the Corporation or its stockholders ceases to be true and correct in any respect or omits a fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, each Eligible Stockholder or Stockholder Nominee, as the case may be, shall promptly notify the Secretary of any such inaccuracy or omission in such previously provided information and of the information that is required to make such information or communication true and correct; it being understood that providing any such notification shall not be deemed to cure any defect or limit the Corporation's right to omit a Stockholder Nominee from its proxy materials as provided in this paragraph (A)(3) of this By-law.

(m) The Corporation shall not be required to include, pursuant to this paragraph (A)(3) of this By-law, a Stockholder Nominee in its proxy statement (or, if the proxy statement has already been filed, to allow the nomination of a Stockholder Nominee, notwithstanding that proxies in respect of such vote may have been received by the Corporation) (i) if the Eligible Stockholder who has nominated such Stockholder Nominee has nominated for election to the Board of Directors at the annual meeting any person other than pursuant to this paragraph (A)(3) of this By-law, or has or is engaged in, or has been or is a "participant" in another person's, "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the annual meeting other than its Stockholder Nominee(s) or a Board Nominee, (ii) who is not independent under the Independence Standards, (iii) whose election as a member of the Board of Directors would violate or cause the Corporation to be in violation of these By-laws, the Corporation's certificate of incorporation, the

Corporation's Corporate Governance Guidelines or other document setting forth qualifications for directors, the listing standards of any U.S. exchange upon which the Corporation's capital stock is listed, or any applicable state or federal law, rule or regulation, (iv) if the Stockholder Nominee is or becomes a party to any undisclosed or prohibited Voting Commitment, (v) if the Stockholder Nominee is or becomes a party to any undisclosed Compensation Agreement, (vi) who is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, (vii) whose then-current or prior business or personal interests place such Stockholder Nominee in a conflict of interest with the Corporation or any of its subsidiaries that would cause such Stockholder Nominee to violate any fiduciary duties of directors established pursuant to Delaware law, including but not limited to the duty of loyalty and duty of care, (viii) who is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past ten years, (ix) who is subject to any order of the type specified in Rule 506(d) of Regulation D under the Securities Act, or (x) if such Stockholder Nominee or the applicable Eligible Stockholder shall have provided information to the Corporation in respect of such nomination that was untrue in any material respect or omitted to state a material fact necessary in order to make the statement made, in light of the circumstances under which they were made, not misleading or shall have breached any of its or their agreements, representations, undertakings and/or obligations pursuant to this paragraph (A)(3) of this By-law.

(n) Notwithstanding anything to the contrary set forth herein, (i) if the Eligible Stockholder shall not have satisfied in full the requirements of subsection (i) of this paragraph (A)(3) of this By-law as of the date of Notice, the Board of Directors may deem the nomination invalid and may disregard such nomination as such and (ii) if (A) the Stockholder Nominee and/or the applicable Eligible Stockholder shall have breached its or their agreements, representations, undertakings and/or obligations pursuant to this paragraph (A)(3) of this By-law, as determined by the Board of Directors or the person presiding at the annual meeting, or (B) the Eligible Stockholder (or a qualified representative thereof) does not appear at the annual meeting to present any nomination pursuant to this paragraph (A)(3) of this By-law, (x) the Board of Directors or the person presiding at the annual meeting shall be entitled to declare a nomination by an Eligible Stockholder to be invalid, and such nomination shall be disregarded notwithstanding that proxies in respect of such vote may have been received by the Corporation and (y) the Corporation shall not be required to include in its proxy statement any successor or replacement nominee proposed by the applicable Eligible Stockholder or any other Eligible Stockholder.

(o) Any Stockholder Nominee who is included in the Corporation's proxy statement for a particular annual meeting of stockholders but either withdraws from or becomes ineligible or unavailable for election at the annual meeting shall be ineligible to be included in the Corporation's proxy statement as a Stockholder Nominee pursuant to this paragraph (A)(3) of this By-law for the next two annual meetings of stockholders following the annual meeting for which the Stockholder Nominee has been nominated for election.

(B) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (a) by or at the direction of the Board of Directors or (b) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this By-law, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this By-law. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the

Board of Directors, any stockholder who shall be entitled to vote at the meeting may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this By-law shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

(C) General.

(1) Only such persons who are nominated in accordance with the procedures set forth in this By-law shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this By-law. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, the Chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this By-law and, if any proposed nomination or business is not in compliance with this By-law, to declare that such defective proposal or nomination shall be disregarded.

(2) For purposes of this By-law, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) Notwithstanding the foregoing provisions of this By-law, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this By-law. Nothing in this By-law shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock to elect directors under specified circumstances.

SECTION 9 Business and Order of Business. At each meeting of the stockholders such business may be transacted as may properly be brought before such meeting, except as otherwise provided by law or in these By-laws. The order of business at all meetings of the stockholders shall be as determined by the Chairman of the meeting.

SECTION 10 Voting. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, each stockholder shall at every meeting of the stockholders be entitled to one vote for each share of stock held by such stockholder. Any vote on stock may be given by the stockholder entitled thereto in person or by proxy appointed by an instrument in writing, subscribed (or transmitted by electronic means and authenticated as provided by law) by such stockholder or by the stockholder's attorney thereunto authorized, and delivered to the Secretary; provided, however, that no proxy shall be voted after three years from its date unless the proxy provides for a longer period. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, at all meetings of the stockholders, all matters, other than the election of directors (which is addressed in ARTICLE III, Section 3), shall be decided by the vote (which need not be by ballot) of a majority in interest of the stockholders present in person or by proxy and entitled to vote thereon, a quorum being present.

SECTION 11 Participation at Meetings Held by Remote Communication. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxy holders not physically present at a meeting of stockholders may, by means of remote communication: (A) participate in a meeting of stockholders; and (B) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication.

SECTION 12 Inspectors of Election. In advance of any meeting, of stockholders, the Board by resolution or the Chief Executive Officer shall appoint one or more inspectors of election to act at the meeting and make a written report thereof. One or more other persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is present, ready and willing to act at a meeting of stockholders, the Chairman of the meeting shall appoint one or more inspectors to act at the meeting. Unless otherwise required by law, inspectors may be officers, employees or agents of the Corporation. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector shall have the duties prescribed by law and shall take charge of the polls and, when the vote is completed, shall make a certificate of the result of the vote taken and of such other facts as may be required by law.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1 General Powers. The property, affairs and business of the Corporation shall be managed by or under the direction of its Board of Directors.

SECTION 2 Number, Qualifications, and Term of Office. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors of the Corporation shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the whole Board. A director need not be a stockholder.

SECTION 3 Election of Directors. Other than in a Contested Election Meeting (as defined below), at each meeting of the stockholders for the election of directors at which a quorum is present, a nominee for election as a director at such meeting shall be elected to the Board of Directors if the votes cast “for” such nominee’s election exceed the votes cast “against” such nominee’s election (with “abstentions” and “broker non-votes” not counted as votes “for” or “against” such nominee’s election). In a Contested Election Meeting at which a quorum is present, the directors shall be elected by a plurality vote of all votes cast for the election of directors at such Contested Election Meeting. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee. A meeting of stockholders shall be a “Contested Election Meeting” if the number of nominees for election as directors exceeds the number of directors to be elected at such meeting, as of the tenth day preceding the date of the Corporation’s first notice to stockholders of such meeting sent pursuant to ARTICLE II, Section 4 of these By-laws (the “Determination Date”); provided, however, that if in accordance with ARTICLE II, Section 8 of these By-laws stockholders are entitled to nominate persons for election as directors, including pursuant to paragraph (A)(3) of ARTICLE II, Section 8 of these By-laws, after the otherwise applicable Determination Date, the Determination Date will instead be the last day on which stockholders are entitled to nominate persons for election as director.

SECTION 4 Chairman of the Board of Directors. The Board of Directors may elect from among its members one director to serve at its pleasure as Chairman of the Board.

SECTION 5 Quorum and Manner of Acting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by law, the Certificate of Incorporation or these By-laws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum shall be obtained. Notice of any adjourned meeting need not be given. The directors shall act only as a board and the individual directors shall have no power as such.

SECTION 6 Place of Meetings. The Board of Directors may hold its meetings at such place or places within or without the State of Delaware as the Board may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 7 First Meeting. Promptly after each annual election of directors, the Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business, at the same place as that at which the annual meeting of stockholders was held or as otherwise determined by the Board. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

SECTION 8 Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

SECTION 9 Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or the Chief Executive Officer and shall be called by the Chairman of the Board, the Chief Executive Officer or the Secretary of the Corporation at the written request of three directors. Notice of each such meeting stating the time and place of the meeting shall be given to each director by mail, telephone, other electronic transmission or personally. If by mail, such notice shall be given not less than five days before the meeting; and if by telephone, other electronic transmission or personally, not less than two days before the meeting. A notice mailed at least two weeks before the meeting need not state the purpose thereof except as otherwise provided in these By-laws. In all other cases the notice shall state the principal purpose or purposes of the meeting. Notice of any meeting of the Board need not be given to a director, however, if waived by the director in writing before or after such meeting or if the director shall be present at the meeting, except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 10 Organization. At each meeting of the Board of Directors, the Chairman of the Board, or, in the absence of the Chairman of the Board, the Chief Executive Officer, or, in his or her absence, a director or an officer of the Corporation designated by the Board shall act as Chairman of the meeting. The Secretary, or, in the Secretary's absence, any person appointed by the Chairman of the meeting, shall act as Secretary of the meeting.

SECTION 11 Order of Business. At all meetings of the Board of Directors, business shall be transacted in the order determined by the Board.

SECTION 12 Resignations. Any director of the Corporation may resign at any time by giving written notice to the Chairman of the Board, the Chief Executive Officer or the Secretary of the

Corporation. The resignation of any director shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 13 Compensation. Each director shall be paid such compensation, if any, as shall be fixed by the Board of Directors.

SECTION 14 Indemnification.

(A) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or any of its majority-owned subsidiaries or is or was serving at the request of the Corporation as a director, officer, employee or agent (except in each of the foregoing situations to the extent any agreement, arrangement or understanding of agency contains provisions that supersede or abrogate indemnification under this section) of another corporation or of any partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(B) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or any of its majority-owned subsidiaries, or is or was serving at the request of the Corporation as a director, officer, employee or agent (except in each of the foregoing situations to the extent any agreement, arrangement or understanding of agency contains provisions that supersede or abrogate indemnification under this section) of another corporation or of any partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of Delaware or such other court shall deem proper.

(C) To the extent that a director, officer, employee or agent of the Corporation or any of its majority-owned subsidiaries has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (A) and (B), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by or on behalf of such person in connection therewith. If any such person is not wholly successful in any such action, suit or proceeding but is successful, on the merits or otherwise, as to

one or more but less than all claims, issues or matters therein, the Corporation shall indemnify such person against all expenses (including attorneys' fees) actually and reasonably incurred by or on behalf of such person in connection with each claim, issue or matter that is successfully resolved. For purposes of this subsection and without limitation, the termination of any claim, issue or matter by dismissal, with or without prejudice, shall be deemed to be a successful result as to such claim, issue or matter.

(D) Notwithstanding any other provision of this section, to the extent any person is a witness in, but not a party to, any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or any of its majority-owned subsidiaries, or is or was serving at the request of the Corporation as a director, officer, employee or agent (except in each of the foregoing situations to the extent any agreement, arrangement or understanding of agency contains provisions that supersede or abrogate indemnification under this section) of another corporation or of any partnership, joint venture, trust, employee benefit plan or other enterprise, such person shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by or on behalf of such person in connection therewith.

(E) Indemnification under subsections (A) and (B) shall be made only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in subsections (A) and (B). Such determination shall be made (1) if a Change of Control (as hereinafter defined) shall not have occurred, (a) with respect to a person who is a present or former director or officer of the Corporation, (i) by the Board of Directors by a majority vote of the Disinterested Directors (as hereinafter defined), even though less than a quorum, or (ii) if there are no Disinterested Directors or, even if there are Disinterested Directors, a majority of such Disinterested Directors so directs, by (x) Independent Counsel (as hereinafter defined) in a written opinion to the Board of Directors, a copy of which shall be delivered to the claimant, or (y) the stockholders of the Corporation; or (b) with respect to a person who is not a present or former director or officer of the Corporation, by the chief executive officer of the Corporation or by such other officer of the Corporation as shall be designated from time to time by the Board of Directors; or (2) if a Change of Control shall have occurred, by Independent Counsel selected by the claimant in a written opinion to the Board of Directors, a copy of which shall be delivered to the claimant, unless the claimant shall request that such determination be made by or at the direction of the Board of Directors (in the case of a claimant who is a present or former director or officer of the Corporation) or by an officer of the Corporation authorized to make such determination (in the case of a claimant who is not a present or former director or officer of the Corporation), in which case it shall be made in accordance with clause (1) of this sentence. Any claimant shall be entitled to be indemnified against the expenses (including attorneys' fees) actually and reasonably incurred by such claimant in cooperating with the person or entity making the determination of entitlement to indemnification (irrespective of the determination as to the claimant's entitlement to indemnification) and, to the extent successful, in connection with any litigation or arbitration with respect to such claim or the enforcement thereof.

(F) If a Change of Control shall not have occurred, or if a Change of Control shall have occurred and a director, officer, employee or agent requests pursuant to clause (2) of the second sentence in subsection (E) that the determination as to whether the claimant is entitled to indemnification be made by or at the direction of the Board of Directors (in the case of a claimant who is a present or former director or officer of the Corporation) or by an officer of the Corporation authorized to make such determination (in the case of a claimant who is not a present or former director or officer of the Corporation), the claimant shall be conclusively presumed to have been determined pursuant to subsection (E) to be entitled to indemnification if (1) in the case of a claimant who is a present or former director or

officer of the Corporation, (a) (i) within fifteen days after the next regularly scheduled meeting of the Board of Directors following receipt by the Corporation of the request therefor, the Board of Directors shall not have resolved by majority vote of the Disinterested Directors to submit such determination to (x) Independent Counsel for its determination or (y) the stockholders for their determination at the next annual meeting, or any special meeting that may be held earlier, after such receipt, and (ii) within sixty days after receipt by the Corporation of the request therefor (or within ninety days after such receipt if the Board of Directors in good faith determines that additional time is required by it for the determination and, prior to expiration of such sixty-day period, notifies the claimant thereof), the Board of Directors shall not have made the determination by a majority vote of the Disinterested Directors, or (b) after a resolution of the Board of Directors, timely made pursuant to clause (a)(i)(y) above, to submit the determination to the stockholders, the stockholders meeting at which the determination is to be made shall not have been held on or before the date prescribed (or on or before a later date, not to exceed sixty days beyond the original date, to which such meeting may have been postponed or adjourned on good cause by the Board of Directors acting in good faith), or (2) in the case of a claimant who is not a present or former director or officer of the Corporation, within sixty days after receipt by the Corporation of the request therefor (or within ninety days after such receipt if an officer of the Corporation authorized to make such determination in good faith determines that additional time is required for the determination and, prior to expiration of such sixty-day period, notifies the claimant thereof), an officer of the Corporation authorized to make such determination shall not have made the determination; provided, however, that this sentence shall not apply if the claimant has misstated or failed to state a material fact in connection with his or her request for indemnification. Such presumed determination that a claimant is entitled to indemnification shall be deemed to have been made (I) at the end of the sixty-day or ninety-day period (as the case may be) referred to in clause (1)(a)(ii) or (2) of the immediately preceding sentence or (II) if the Board of Directors has resolved on a timely basis to submit the determination to the stockholders, on the last date within the period prescribed by law for holding such stockholders meeting (or a postponement or adjournment thereof as permitted above).

(G) Expenses (including attorneys' fees) incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to a present or former director or officer of the Corporation, promptly after receipt of a request therefor stating in reasonable detail the expenses incurred, and to a person who is not a present or former director or officer of the Corporation as authorized by the chief executive officer of the Corporation or such other officer of the Corporation as shall be designated from time to time by the Board of Directors; provided that in each case the Corporation shall have received an undertaking by or on behalf of the present or former director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this section.

(H) The Board of Directors shall establish reasonable procedures for the submission of claims for indemnification pursuant to this section, determination of the entitlement of any person thereto and review of any such determination. Such procedures shall be set forth in an appendix to these By-laws and shall be deemed for all purposes to be a part hereof.

(I) For purposes of this section,

(1) "Change of Control" means any of the following:

(a) The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (i) the then outstanding shares of common stock of the Corporation (the "Outstanding Corporation Common Stock")

or (ii) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors (the "Outstanding Corporation Voting Securities"); provided, however, that for purposes of this subparagraph (a), the following acquisitions shall not constitute a Change of Control: (w) any acquisition directly from the Corporation, (x) any acquisition by the Corporation, (y) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Corporation or any corporation controlled by the Corporation or (z) any acquisition pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this Paragraph 13(I)(1); or

(b) Individuals who, as of the date of the Distribution, constitute the Board of Directors (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board of Directors; provided, however, that any individual becoming a director subsequent to that date whose election, or nomination for election by the Corporation's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual who was a Stockholder Nominee or whose initial assumption of office otherwise occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board of Directors; or

(c) Consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Corporation or the acquisition of assets of another entity (a "Corporate Transaction"), in each case, unless, following such Corporate Transaction, (i) all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Corporation Common Stock and Outstanding Corporation Voting Securities immediately prior to such Corporate Transaction beneficially own, directly or indirectly, more than 60% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Corporate Transaction (including, without limitation, a corporation which as a result of such transaction owns the Corporation or all or substantially all of the Corporation's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Corporate Transaction, of the Outstanding Corporation Common Stock and Outstanding Corporation Voting Securities, as the case may be, (ii) no Person (excluding any employee benefit plan (or related trust) of the Corporation or of such corporation resulting from such Corporate Transaction) beneficially owns, directly or indirectly, 20% or more of, respectively, the then outstanding shares of common stock of the corporation resulting from such Corporate Transaction or the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Corporate Transaction and (iii) at least a majority of the members of the board of directors of the corporation resulting from such Corporate Transaction were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board of Directors, providing for such Corporate Transaction; or

(d) Approval by the Corporation's stockholders of a complete liquidation or dissolution of the Corporation.

(2) "Disinterested Director" means a director of the Corporation who is not and was not a party to an action, suit or proceeding in respect of which indemnification is sought by a director, officer, employee or agent.

(3) "Independent Counsel" means a law firm, or a member of a law firm, that (i) is experienced in matters of corporation law; (ii) neither presently is, nor in the past five years has been, retained to represent the Corporation, the director, officer, employee or agent claiming

indemnification or any other party to the action, suit or proceeding giving rise to a claim for indemnification under this section, in any matter material to the Corporation, the claimant or any such other party, and (iii) would not, under applicable standards of professional conduct then prevailing, have a conflict of interest in representing either the Corporation or such director, officer, employee or agent in an action to determine the Corporation's or such person's rights under this section.

(J) The indemnification and advancement of expenses herein provided, or granted pursuant hereto, shall not be deemed exclusive of any other rights to which any of those indemnified or eligible for advancement of expenses may be entitled under any agreement, vote of stockholders or Disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. Notwithstanding any amendment, alteration or repeal of this section or any of its provisions, or of any of the procedures established by the Board of Directors pursuant to subsection (H) hereof, any person who is or was a director, officer, employee or agent of the Corporation or any of its majority-owned subsidiaries or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of any partnership, joint venture, employee benefit plan or other enterprise shall be entitled to indemnification in accordance with the provisions hereof and thereof with respect to any action taken or omitted prior to such amendment, alteration or repeal except to the extent otherwise required by law.

(K) No indemnification shall be payable pursuant to this section with respect to any action against the Corporation commenced by an officer, director, employee or agent unless the Board of Directors shall have authorized the commencement thereof or unless and to the extent that this section or the procedures established pursuant to subsection (H) shall specifically provide for indemnification of expenses relating to the enforcement of rights under this section and such procedures.

SECTION 15 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of any partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of Section 14 of this Article III.

ARTICLE IV

COMMITTEES

SECTION 1 Appointment and Powers. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more directors of the Corporation (or in the case of a special-purpose committee, one or more directors of the Corporation), which, to the extent provided in said resolution or in these By-laws and not inconsistent with Section 141 of the Delaware General Corporation Law, as amended, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 2 Term of Office and Vacancies. Each member of a committee shall continue in office until a director to succeed him or her shall have been elected and shall have qualified, or until he or she

ceases to be a director or until he or she shall have resigned or shall have been removed in the manner hereinafter provided. Any vacancy in a committee shall be filled by the vote of a majority of the whole Board of Directors at any regular or special meeting thereof.

SECTION 3 Alternates. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

SECTION 4 Organization. Unless otherwise provided by the Board of Directors, each committee shall appoint a chairman. Each committee shall keep a record of its acts and proceedings and report the same from time to time to the Board of Directors.

SECTION 5 Resignations. Any regular or alternate member of a committee may resign at any time by giving written notice to the Chairman of the Board, the Chief Executive Officer or the Secretary of the Corporation. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6 Removal. Any regular or alternate member of a committee may be removed with or without cause at any time by resolution passed by a majority of the whole Board of Directors at any regular or special meeting.

SECTION 7 Meetings. Regular meetings of each committee, of which no notice shall be necessary, shall be held on such days and at such places as the chairman of the committee shall determine or as shall be fixed by a resolution passed by a majority of all the members of such committee. Special meetings of each committee will be called by the Secretary at the request of any two members of such committee, or in such other manner as may be determined by the committee. Notice of each special meeting of a committee shall be mailed to each member thereof at least two days before the meeting or shall be given personally or by telephone or other electronic transmission at least one day before the meeting. Every such notice shall state the time and place, but need not state the purposes of the meeting. No notice of any meeting of a committee shall be required to be given to any alternate.

SECTION 8 Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of a committee (including alternates when acting in lieu of regular members of such committee) shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee. The members of each committee shall act only as a committee and the individual members shall have no power as such.

SECTION 9 Compensation. Each regular or alternate member of a committee shall be paid such compensation, if any, as shall be fixed by the Board of Directors.

ARTICLE V

OFFICERS

SECTION 1 Officers. The officers of the Corporation shall be a Chief Executive Officer, a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents, Senior Vice Presidents or otherwise as may be designated by the Board), a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person. The Board of Directors may also from time to time elect such other officers as it deems necessary.

SECTION 2 Term of Office. Each officer shall hold office until his or her successor shall have been duly elected and qualified in his or her stead, or until his or her death or until he or she shall have resigned or shall, have been removed in the manner hereinafter provided.

SECTION 3 Additional Officers; Agents. The Chief Executive Officer or the President may from time to time appoint and remove such additional officers and agents as may be deemed necessary. Such persons shall hold office for such period, have such authority, and perform such duties as provided in these By-laws or as the Chief Executive Officer or the President may from time to time prescribe. The Board of Directors or the Chief Executive Officer or the President may from time to time authorize any officer to appoint and remove agents and employees and to prescribe their powers and duties.

SECTION 4 Salaries. Unless otherwise provided by resolution passed by a majority of the whole Board, the salaries of all officers elected by the Board of Directors shall be fixed by the Board of Directors.

SECTION 5 Removal. Except where otherwise expressly provided in a contract authorized by the Board of Directors, any officer may be removed, either with or without cause, by the vote of a majority of the Board at any regular or special meeting or, except in the case of an officer elected by the Board, by any superior officer upon whom the power of removal may be conferred by the Board or by these By-laws.

SECTION 6 Resignations. Any officer elected by the Board of Directors may resign at any time by giving written notice to the Chairman of the Board, the Chief Executive Officer, the President or the Secretary. Any other officer may resign at any time by giving written notice to the Chief Executive Officer or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise, shall be filled for the unexpired portion of the term in the manner provided in these By-laws for regular election or appointment to such office.

SECTION 8 Chief Executive Officer. Subject to the control of the Board of Directors, the Chief Executive Officer shall have general and overall charge of the business and affairs of the Corporation and of its officers. The Chief Executive Officer shall keep the Board of Directors appropriately informed on the business and affairs of the Corporation. The Chief Executive Officer shall preside at all meetings of the stockholders and shall enforce the observance of the rules of order for the meetings of the stockholders and of the By-laws of the Corporation.

SECTION 9 President. The President shall be the chief operating officer of the Corporation and, subject to the control of the Chief Executive Officer, shall direct and be responsible for the operation of the business and affairs of the Corporation. The President shall keep the Chief Executive Officer and the Board of Directors appropriately informed on the business and affairs of the Corporation. In the case of the absence or disability of the Chief Executive Officer, the President shall perform all the duties and functions and execute all the powers of, and be subject to all the restrictions upon, the Chief Executive Officer.

SECTION 10 Executive and Senior Vice Presidents. One or more Executive or Senior Vice Presidents shall, subject to the control of the Chief Executive Officer, have lead accountability for components or functions of the Corporation as and to the extent designated by the Chief Executive

Officer. Each Executive or Senior Vice President shall keep the Chief Executive Officer appropriately informed on the business and affairs of the designated components or functions of the Corporation.

SECTION 11 Vice Presidents. The Vice Presidents shall perform such duties as may from time to time be assigned to them or any of them by the Chief Executive Officer.

SECTION 12 Secretary. The Secretary shall keep or cause to be kept in books provided for the purpose the minutes of the meetings of the stockholders, of the Board of Directors and of any committee constituted pursuant to Article IV of these By-laws. The Secretary shall be custodian of the corporate seal and see that it is affixed to all documents as required and attest the same. The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her.

SECTION 13 Assistant Secretaries. At the request of the Secretary, or in the Secretary's absence or disability, the Assistant Secretary designated by the Secretary shall perform all the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. The Assistant Secretaries shall perform such other duties as from time to time may be assigned to them.

SECTION 14 Treasurer. The Treasurer shall have charge of and be responsible for the receipt, disbursement and safekeeping of all funds and securities of the Corporation. The Treasurer shall deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws. From time to time and whenever requested to do so, the Treasurer shall render statements of the condition of the finances of the Corporation to the Board of Directors. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her.

SECTION 15 Assistant Treasurers. At the request of the Treasurer, or in the Treasurer's absence or disability, the Assistant Treasurer designated by the Treasurer shall perform all the duties of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. The Assistant Treasurers shall perform such other duties as from time to time may be assigned to them.

SECTION 16 Certain Agreements. The Board of Directors shall have power to authorize or direct the proper officers of the Corporation, on behalf of the Corporation, to enter into valid and binding agreements in respect of employment, incentive or deferred compensation, stock options, and similar or related matters, notwithstanding the fact that a person with whom the Corporation so contracts may be a member of its Board of Directors. Any such agreement may validly and lawfully bind the Corporation for a term of more than one year, in accordance with its terms, notwithstanding the fact that one of the elements of any such agreement may involve the employment by the Corporation of an officer, as such, for such term.

ARTICLE VI

AUTHORIZATIONS

SECTION 1 Contracts. The Board of Directors, except as otherwise provided in these By-laws, may authorize any officer, employee or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2 Loans. No loan shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless authorized by the Board of Directors.

SECTION 3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, employee or employees, of the Corporation as shall from time to time be determined in accordance with authorization of the Board of Directors.

SECTION 4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time designate, or as may be designated by any officer or officers of the Corporation to whom such power may be delegated by the Board, and for the purpose of such deposit the officers and employees who have been authorized to do so in accordance with the determinations of the Board may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation.

SECTION 5 Proxies. Except as otherwise provided in these By-laws or in the Certificate of Incorporation, and unless otherwise provided by resolution of the Board of Directors, the Chief Executive Officer or any other officer may from time to time appoint an attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as a stockholder or otherwise in any other corporation any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporations, or to consent in writing to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such vote or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as such officer may deem necessary or proper in the premises.

ARTICLE VII

SHARES AND THEIR TRANSFER

SECTION 1 Shares of Stock. Certificates for shares of the stock of the Corporation shall be in such form as shall be approved by the Board of Directors. They shall be numbered in the order of their issue, by class and series, and shall be signed by the Chief Executive Officer or a Vice President, and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation. If a share certificate is countersigned (1) by a transfer agent other than the Corporation or its employee, or (2) by a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a share certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue. The Board of Directors may by resolution or resolutions provide that some or all of any or all classes or series of the shares of stock of the Corporation shall be uncertificated shares. Notwithstanding the preceding sentence, every holder of uncertificated shares, upon request, shall be entitled to receive from the Corporation a certificate representing the number of shares registered in such stockholder's name on the books of the Corporation.

SECTION 2 Record Ownership. A record of the name and address of each holder of the shares of the Corporation, the number of shares held by such stockholder, the number or numbers of any share certificate or certificates issued to such stockholder and the number of shares represented thereby, and the date of issuance of the shares held by such stockholder shall be made on the Corporation's books. The Corporation shall be entitled to treat the holder of record of any share of stock (including any holder registered in a book-entry or direct registration system maintained by the Corporation or a transfer agent or a registrar designated by the Board of Directors) as the holder in fact thereof and accordingly shall not

be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as required by law.

SECTION 3 Transfer of Stock. Shares of stock shall be transferable on the books of the Corporation by the holder of record of such stock in person or by such person's attorney or other duly constituted representative, pursuant to applicable law and such rules and regulations as the Board of Directors shall from time to time prescribe. Any shares represented by a certificate shall be transferable upon surrender of such certificate with an assignment endorsed thereon or attached thereto duly executed and with such guarantee of signature as the Corporation may reasonably require.

SECTION 4 Lost, Stolen and Destroyed Certificates. The Corporation may issue a new certificate of stock or may register uncertificated shares, if then authorized by the Board of Directors, in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such person's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate, the issuance of such new certificate or the registration of such uncertificated shares.

SECTION 5 Transfer Agent and Registrar; Regulations. The Corporation shall, if and whenever the Board of Directors shall so determine, maintain one or more transfer offices or agencies, each in charge of a transfer agent designated by the Board of Directors, where the shares of the stock of the Corporation shall be directly transferable, and also one or more registry offices, each in charge of a registrar designated by the Board of Directors, where such shares of stock shall be registered, and no certificate for shares of the stock of the Corporation, in respect of which a registrar and transfer agent shall have been designated, shall be valid unless countersigned by such transfer agent and registered by such registrar. The Board of Directors may also make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration of shares of stock of the Corporation and concerning the registration of pledges of uncertificated shares.

SECTION 6 Fixing Record Date. For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed, (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held and (2) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 7 Examination of Books by Stockholders. The Board of Directors shall, subject to the laws of the State of Delaware, have power to determine from time to time, whether and to what extent and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any book or document of the Corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the Corporation.

ARTICLE VIII

NOTICE

SECTION 1 Manner of Giving Written Notice.

(A) Any notice in writing required by law or by these By-laws to be given to any person shall be effective if delivered personally, by depositing the same in the post office or letter box in a postpaid envelope addressed to such person at such address as appears on the books of the Corporation or by a form of electronic transmission consented to by such person to whom the notice is to be given. Any such consent shall be deemed revoked if (i) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (ii) such inability becomes known to the Secretary or an Assistant Secretary of the Corporation or to the transfer agent, or other person responsible for the giving of notice; provided however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(B) Notice by mail shall be deemed to be given at the time when the same shall be mailed and notice by other means shall be deemed given when actually delivered (and in the case of notice transmitted by a form of electronic transmission, such notice shall be deemed given (i) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (a) such posting and (b) the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the stockholder).

SECTION 2 Waiver of Notice. Whenever any notice is required to be given to any person, a waiver thereof by such person in writing or transmitted by electronic means (and authenticated if and as required by law), whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IX

SEAL

SECTION 1 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal” and “Delaware”.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall end on the Friday closest to September 30 in each year.

APPENDIX

PROCEDURES FOR SUBMISSION
AND DETERMINATION OF CLAIMS FOR INDEMNIFICATION
PURSUANT TO ARTICLE III, SECTION 14 OF THE BY-LAWS.

SECTION 1 Purpose. The Procedures for Submission and Determination of Claims for Indemnification Pursuant to Article III, Section 14 of the By-laws (the “Procedures”) are to implement the provisions of Article III, Section 14 of the By-laws of the Corporation (the “By-laws”) in compliance with the requirement of subsection (H) thereof.

SECTION 2 Definitions. For purposes of these Procedures:

(A) All terms that are defined in Article III, Section 14 of the By-laws shall have the meanings ascribed to them therein when used in these Procedures unless otherwise defined herein.

(B) "Expenses" include all reasonable attorneys' fees, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, or being or preparing to be a witness in, a Proceeding; and shall also include such retainers as counsel may reasonably require in advance of undertaking the representation of an Indemnitee in a Proceeding.

(C) "Indemnitee" includes any person who was or is, or is threatened to be made, a witness in or a party to any Proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or any of its majority-owned subsidiaries or is or was serving at the request of the Corporation as a director, officer, employee or agent (except in each of the foregoing situations to the extent any agreement, arrangement or understanding of agency contains provisions that supersede or abrogate indemnification under Article III, Section 14 of the By-laws) of another corporation or of any partnership, joint venture, trust, employee benefit plan or other enterprise.

(D) "Proceeding" includes any action, suit, arbitration, alternative dispute resolution mechanism, investigation, administrative hearing or any other proceeding, whether civil, criminal, administrative or investigative, except one initiated by an Indemnitee unless the Board of Directors shall have authorized the commencement thereof.

SECTION 3 Submission and Determination of Claims.

(A) To obtain indemnification or advancement of Expenses under Article III, Section 14 of the By-laws, an Indemnitee shall submit to the Secretary of the Corporation a written request therefor, including therein or therewith such documentation and information as is reasonably available to the Indemnitee and is reasonably necessary to permit a determination as to whether and what extent the Indemnitee is entitled to indemnification or advancement of Expenses, as the case may be. The Secretary shall, promptly upon receipt of a request for indemnification, advise the Board of Directors (if the Indemnitee is a present or former director or officer of the Corporation) or the officer of the Corporation authorized to make the determination as to whether an Indemnitee is entitled to indemnification (if the Indemnitee is not a present or former director or officer of the Corporation) thereof in writing if a determination in accordance with Article III, Section 14(E) of the By-laws is required.

(B) Upon written request by an Indemnitee for indemnification pursuant to Section 3(A) hereof, a determination with respect to the Indemnitee's entitlement thereto in the specific case, if required by the By-laws, shall be made in accordance with Article III, Section 14(E) of the By-laws, and, if it is so determined that the Indemnitee is entitled to indemnification, payment to the Indemnitee shall be made within ten days after such determination. The Indemnitee shall cooperate with the person, persons or entity making such determination, with respect to the Indemnitee's entitlement to indemnification, including providing to such person, persons or entity upon reasonable advance request any documentation or information which is not privileged or otherwise protected from disclosure and which is reasonably available to the Indemnitee and reasonably necessary to such determination.

(C) If entitlement to indemnification is to be made by Independent Counsel pursuant to Article III, Section 14 (E) of the By-laws, the Independent Counsel shall be selected as provided in this Section 3(C). If a Change of Control shall not have occurred, the Independent Counsel shall be selected by the Board of Directors, and the Corporation shall give written notice to the Indemnitee advising the

Indemnitee of the identity of the Independent Counsel so selected. If a Change of Control shall have occurred, the Independent Counsel shall be selected by the Indemnitee (unless the Indemnitee shall request that such selection be made by the Board of Directors, in which event the immediately preceding sentence shall apply), and the Indemnitee shall give written notice to the Corporation advising it of the identity of the Independent Counsel so selected. In either event, the Indemnitee or the Corporation, as the case may be, may, within seven days after such written notice of selection shall have been given, deliver to the Corporation or to the Indemnitee, as the case may be, a written objection to such selection. Such objection may be asserted only on the ground that the Independent Counsel so selected does not meet the requirements of "Independent Counsel" as defined in Article III, Section 14 of the By-laws, and the objection shall set forth with particularity the factual basis of such assertion. If such written objection is made, the Independent Counsel so selected may not serve as Independent Counsel unless and until a court has determined that such objection is without merit. If, within twenty days after the next regularly scheduled Board of Directors meeting following submission by the Indemnitee of a written request for indemnification pursuant to Section 3(A) hereof, no Independent Counsel shall have been selected and not objected to, either the Corporation or the Indemnitee may petition the Court of Chancery of the State of Delaware or other court of competent jurisdiction for resolution of any objection which shall have been made by the Corporation or the Indemnitee to the other's selection of Independent Counsel and/or for the appointment as Independent Counsel of a person selected by the Court or by such other person as the Court shall designate, and the person with respect to whom an objection is favorably resolved or the person so appointed shall act as Independent Counsel under Article III, Section 14(E) of the By-laws. The Corporation shall pay any and all reasonable fees and expenses (including without limitation any advance retainers reasonably required by counsel) of Independent Counsel incurred by such Independent Counsel in connection with acting pursuant to Article III, Section 14(E) of the By-laws, and the Corporation shall pay all reasonable fees and expenses (including without limitation any advance retainers reasonably required by counsel) incident to the procedures of Article III, Section 14(E) of the By-laws and this Section 3(C), regardless of the manner in which Independent Counsel was selected or appointed. Upon the delivery of its opinion pursuant to Article III, Section 14 of the By-laws or, if earlier, the due commencement of any judicial proceeding or arbitration pursuant to Section 4(A)(3) of these Procedures, Independent Counsel shall be discharged and relieved of any further responsibility in such capacity (subject to the applicable standards of professional conduct then prevailing).

(D) If a Change of Control shall have occurred, in making a determination with respect to entitlement to indemnification under the By-laws, the person, persons or entity making such determination shall presume that an Indemnitee is entitled to indemnification under the By-laws if the Indemnitee has submitted a request for indemnification in accordance with Section 3(A) hereof, and the Corporation shall have the burden of proof to overcome that presumption in connection with the making by any person, persons or entity of any determination contrary to that presumption.

SECTION 4 Review and Enforcement of Determination.

(A) In the event that (1) advancement of Expenses is not timely made pursuant to Article III, Section 14(G) of the By-laws, (2) payment of indemnification is not made pursuant to Article III, Section 14(C) or (D) of the By-laws within ten days after receipt by the Corporation of written request therefor, (3) a determination is made pursuant to Article III, Section 14 (E) of the By-laws that an Indemnitee is not entitled to indemnification under the By-laws, (4) the determination of entitlement to indemnification is to be made by Independent Counsel pursuant to Article III, Section 14(E) of the By-laws and such determination shall not have been made and delivered in a written opinion within ninety days after receipt by the Corporation of the written request for indemnification, or (5) payment of indemnification is not made within ten days after a determination has been made pursuant to Article III, Section 14(E) of the By-laws that an Indemnitee is entitled to indemnification or within ten days after

such determination is deemed to have been made pursuant to Article III, Section 14(F) of the By-laws, the Indemnitee shall be entitled to an adjudication in an appropriate court of the State of Delaware, or in any other court of competent jurisdiction, of the Indemnitee's entitlement to such indemnification or advancement of Expenses. Alternatively, the Indemnitee, at his or her option, may seek an award in arbitration to be conducted by a single arbitrator pursuant to the rules of the American Arbitration Association. The Indemnitee shall commence such proceeding seeking an adjudication or an award in arbitration within one year following the date on which the Indemnitee first has the right to commence such proceeding pursuant to this Section 4(A). The Corporation shall not oppose the Indemnitee's right to seek any such adjudication or award in arbitration.

(B) In the event that a determination shall have been made pursuant to Article III, Section 14(E) of the By-laws that an Indemnitee is not entitled to indemnification, any judicial proceeding or arbitration commenced pursuant to this Section 4 shall be conducted in all respects as a de novo trial, or arbitration, on the merits and the Indemnitee shall not be prejudiced by reason of that adverse determination. If a Change of Control shall have occurred, the Corporation shall have the burden of proving in any judicial proceeding or arbitration commenced pursuant to this Section 4 that the Indemnitee is not entitled to indemnification or advancement of Expenses, as the case may be.

(C) If a determination shall have been made or deemed to have been made pursuant to Article III, Section 14 (E) or (F) of the By-laws that an Indemnitee is entitled to indemnification, the Corporation shall be bound by such determination in any judicial proceeding or arbitration commenced pursuant to this Section 4, absent (1) a misstatement or omission of a material fact in connection with the Indemnitee's request for indemnification, or (2) a prohibition of such indemnification under applicable law.

(D) The Corporation shall be precluded from asserting in any judicial proceeding or arbitration commenced pursuant to this Section 4 that the procedures and presumptions of these Procedures are not valid, binding and enforceable, and shall stipulate in any such judicial proceeding or arbitration that the Corporation is bound by all the provisions of these Procedures.

(E) In the event that an Indemnitee, pursuant to this Section 4, seeks to enforce the Indemnitee's rights under, or to recover damages for breach of, Article III, Section 14 of the By-laws or these Procedures in a judicial proceeding or arbitration, the Indemnitee shall be entitled to recover from the Corporation, and shall be indemnified by the Corporation against, any and all expenses (of the types described in the definition of Expenses in Section 2 of these Procedures) actually and reasonably incurred in such judicial proceeding or arbitration, but only if the Indemnitee prevails therein. If it shall be determined in such judicial proceeding or arbitration that the Indemnitee is entitled to receive part but not all of the indemnification or advancement of Expenses sought, the expenses incurred by the Indemnitee in connection with such judicial proceeding or arbitration shall be appropriately prorated.

SECTION 5 Amendments. These Procedures may be amended at any time and from time to time in the same manner as any By-law of the Corporation in accordance with the Certificate of Incorporation; provided, however, that notwithstanding any amendment, alteration or repeal of these Procedures or any provision hereof, any Indemnitee shall be entitled to utilize these Procedures with respect to any claim for indemnification arising out of any action taken or omitted prior to such amendment, alteration or repeal except to the extent otherwise required by law.

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January 12, 2018

Via E-mail to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Skyworks Solutions, Inc.
Exclusion of Stockholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

We are writing on behalf of our client, Skyworks Solutions, Inc. (the "Company"), which received a stockholder proposal and statement in support thereof relating to the right of stockholders to call special meetings of stockholders (collectively, the "Stockholder Proposal") from John Chevedden (the "Proponent") for inclusion in the proxy statement to be distributed to the Company's stockholders in connection with its 2018 Annual Meeting of Stockholders (the "Proxy Materials").

The Company respectfully requests that the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Stockholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(9) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on the basis that the Stockholder Proposal directly conflicts with a Company proposal to be submitted to stockholders at the 2018 Annual Meeting of Stockholders.

Pursuant to Rule 14a-8(j) of the Exchange Act and Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB 14D"), the Company is submitting electronically to the Commission this letter and the Stockholder Proposal and related correspondence (attached as Exhibit A to this letter), and is

concurrently sending a copy to the Proponent, no later than eighty calendar days before the Company intends to file its definitive Proxy Materials with the Commission.

Background

On December 4, 2017, the Company received the Stockholder Proposal[1] from the Proponent. The Stockholder Proposal states, in relevant part:

> Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board's current power to call a special meeting.
>
> This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. A shareholder right to call a special meeting and to act by written consent and [sic] are 2 complimentary [sic] ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle such as the election of directors. More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.
>
> ***

The Board of Directors of the Company (the "Board") intends, on or around January 30, 2018, to adopt amendments to the Third Amended and Restated By-laws of the Company (the "By-laws") to provide the Company's record stockholders, acting on their own behalf or on behalf of the beneficial owners, owning shares that represent at least 25% of the outstanding shares of Company capital stock with the ability to require the Company to call a special meetings of its stockholders (the "Special Meeting Provision"). The Company intends to provide stockholders with an opportunity at the 2018 Annual Meeting of Stockholders to ratify the amendments implementing the Special Meeting Provision.

[1] The Company received a revised version of the Stockholder Proposal from the Proponent on December 4, 2017, which replaced the stockholder proposal and supporting statement submitted by the Proponent on November 3, 2017. This revised version is the subject of this no-action request.

Basis for Exclusion

The Stockholder Proposal May Be Excluded Pursuant to Rule 14a-8(i)(9) Because It Directly Conflicts with the Company Proposal to be Submitted to Stockholders for Approval at the 2018 Annual Meeting.

The Company respectfully requests that the Staff concur in its view that the Stockholder Proposal may be excluded from its 2018 Proxy Materials pursuant to Rule 14a-8(i)(9), which provides that a stockholder proposal may be excluded from a company's proxy statement if "the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." As set out in Staff Legal Bulletin No. 14H (October 22, 2015) ("SLB 14H"), a proposal will be viewed as directly conflicting for purposes of Rule 14a-8(i)(9) if the conflict between the two proposals is such that the company's stockholders could not "logically vote for" both proposals.

By the time the Proxy Materials are filed, the Board will have adopted the Special Meeting Provision with a 25% ownership threshold, and the Company plans to include a proposal in its Proxy Materials (the "Company Proposal") seeking stockholder ratification of that Special Meeting Provision. We are submitting this letter before the actual adoption of the Special Meeting Provision to address the timing requirements of Rule 14a-8(j). Once formal action has been taken by the Board to adopt the Special Meeting Provision and to approve a proposal for stockholders to ratify the Special Meeting Provision, the Company will notify the Staff that these actions have been taken and provide the full text of the Special Meeting Provision for which the Company will be seeking stockholder ratification.[2]

[2] The Staff has consistently granted no-action requests pursuant to Rule 14a-8(i)(9) in circumstances where a company's initial no-action request letter indicated that the company intended to take certain actions, and the company followed this initial submission with a supplemental notification to the Staff confirming that such action had been taken and a proposal would be put before the company's stockholders to ratify the Board action (or otherwise) that would directly conflict with the stockholder proposal at issue. *See, e.g.*, *Illumina, Inc.* (March 18, 2016) (in which the Staff concurred in exclusion of a proposal requesting to eliminate and replace supermajority provisions in the company's charter and bylaws with a simple majority voting standard, where the company indicated in its initial no-action request letter that its board was expected to approve, and confirmed in a supplemental letter to the Staff that its board had approved, a proposal to seek ratification of existing bylaw and charter provisions related to the company's existing supermajority voting requirements at the same annual meeting); *The Boeing Company* (February 25, 2014, *recon. denied* March 14, 2014) (in which the Staff concurred in exclusion of a proposal requesting an amendment to the company's clawback policy, where the company indicated in its initial no-action request letter that its board was expected to approve, and confirmed in a supplemental letter to the Staff that its board had approved, a proposal for stockholders to approve amendments to the company's amended and restated incentive compensation plans with clawback language at the same annual meeting); *Duke Energy Corporation* (March 2, 2012) (in which the Staff concurred in exclusion of a proposal requesting to eliminate and replace supermajority provisions in the company's charter and bylaws with a simple majority voting standard, where the company indicated in its initial no-action request letter that its board was expected to approve, and confirmed in a supplemental letter to the Staff that its board had approved, a proposal to amend the company's charter to reduce the supermajority voting percentage, which the company planned to submit for stockholder approval at the same annual meeting).

The Proponent is requesting that the Company implement a special meeting provision with a 10% ownership threshold, which is in direct conflict with the Company Proposal seeking ratification of the Special Meeting Provision with a 25% ownership threshold. The Stockholder Proposal will directly conflict with the Company Proposal such that the Company's stockholders could not logically vote for both the Stockholder Proposal and the Company Proposal (*i.e.*, a vote for one proposal would be tantamount to a vote against the other proposal), as contemplated by SLB 14H. In SLB 14H, the Staff provided examples of situations in which a reasonable stockholder could not logically vote for both a management and stockholder proposal. For example, proposals would directly conflict where a company seeks stockholder approval of a merger, and a stockholder proposal asks stockholders to vote against the merger. Similarly, a stockholder proposal that asks for separation of the company's chairman and chief executive officer would directly conflict with a management proposal seeking approval of a bylaw provision requiring the chief executive officer to be the chair at all times. The direct conflict between the share ownership thresholds of the Stockholder Proposal and the Company Proposal, therefore, falls squarely within the examples used by the Staff in SLB 14H. A stockholder could not logically vote for the Company Proposal to ratify the Special Meeting Provision, including the 25% ownership threshold, and also vote for the Stockholder Proposal to implement a special meeting provision with a 10% ownership threshold.

As recently as this season, the Staff granted no-action relief in an analogous situation. In *The AES Corporation* (December 19, 2017), the Staff concurred in exclusion under Rule 14a-8(i)(9) of a proposal that, like the Stockholder Proposal, requested that the board "take the steps necessary (unilaterally if possible) to amend [the company's] bylaws and each appropriate governing document to give holders in the aggregate of 10% of [the company's] outstanding common stock the power to call a special shareowner meeting." Similar to the Company's request in this letter, AES planned to submit a competing management proposal to its stockholders that sought stockholder ratification of the 25% ownership threshold included in AES Corporation's existing special meeting provision, and the Staff concurred in exclusion on the basis that the stockholder proposal "directly conflicts with management's proposal because a reasonable shareholder could not logically vote in favor of both proposals." The Staff has also concurred in exclusion on the same basis with respect to other proposals. *See, e.g.*, *Huron Consulting Group Inc.* (January 4, 2017) (in which the Staff concurred in exclusion under Rule 14a-8(i)(9) where the stockholder proposal requested immediate disengagement and replacement of the company's independent registered public accounting firm, which conflicted with the company's plans to seek stockholder ratification of the company's retention of that same firm as its independent registered public accounting firm); *Illumina, Inc.* (March 18, 2016) (in which the Staff concurred in exclusion under Rule 14a-8(i)(9) where the stockholder proposal sought to eliminate and replace supermajority provisions in the company's charter and bylaws with a simple majority voting standard, which conflicted with the company's plans to seek ratification of existing bylaw and charter provisions related to the company's existing supermajority voting requirements at the same annual meeting); *Herley Industries, Inc.* (November 20, 2007) (in which the Staff concurred in exclusion under Rule 14a-8(i)(9) where the stockholder proposal sought to amend the company's bylaws to provide for a

majority vote standard for the election of directors, when the company intended to submit for stockholder approval at the same annual meeting a proposal to amend its bylaws to maintain the plurality vote standard that was in place and add a director resignation policy).

The Company Proposal seeks stockholder ratification of the Special Meeting Provision with a 25% ownership threshold that would directly conflict with the Stockholder Proposal to adopt a special meeting provision with a 10% ownership threshold. As was the case in *AES*, *Huron, Illumina* and *Herley*, it would be impossible for a stockholder to logically vote for the Stockholder Proposal and the Company Proposal, as a vote for one proposal would be tantamount to a vote against the other proposal. Because the Company Proposal and the Stockholder Proposal seek to take mutually exclusive approaches, presenting both proposals in the Proxy Materials could result in directly conflicting mandates for the Board if both proposals receive sufficient votes to be adopted. The Board would not know whether the Company's stockholders desire amendments to the By-laws that comport with the 10% ownership threshold requested by the Proponent, or retention of the 25% ownership threshold in the Special Meeting Provision.

Therefore, consistent with the letters cited above, the Company believes the Stockholder Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(9).

Conclusion

Based on the foregoing, we respectfully request that the Staff concur that it will take no action if the Company excludes the Stockholder Proposal from its Proxy Materials pursuant to Rule 14a-8(i)(9), on the basis that the Stockholder Proposal would directly conflict with the Company Proposal to be submitted to stockholders at the 2018 Annual Meeting of Stockholders.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Stockholder Proposal from its Proxy Materials, please do not hesitate to contact me at lillian.brown@wilmerhale.com or (202) 663-6743, or Robert J. Terry, Senior Vice President and General Counsel of Skyworks Solutions, Inc., at robert.terry@skyworksinc.com. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit

that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Very truly yours,

Lillian Brown

Enclosures

cc: John Chevedden

Robert J. Terry

EXHIBIT A

From: ***
Sent: Friday, November 3, 2017 8:31 PM
To: Robert Terry
Cc: Daniel Ricks; Matthew Sant
Subject: Rule 14a-8 Proposal (SWKS)``
Attachments: CCE03112017_3.pdf

Dear Mr. Terry,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the large market capitalization of the company.
Sincerely,
John Chevedden

*** FISMA & OMB Memorandum M-07-16

JOHN CHEVEDDEN
***

Mr. Robert Terry
Corporate Secretary
Skyworks Solutions Inc. (SWKS)
20 Sylvan Road
Woburn, MA 01801
PH: 781-376-3000
FX: 781-376-3100

Dear Mr. Terry,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

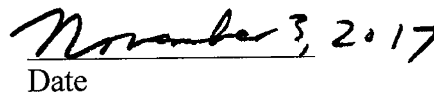
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial captializtion of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to ***

Sincerely,

John Chevedden



Date

cc: Daniel L. Ricks <Daniel.Ricks@skyworksinc.com>
Matthew Sant <Matthew.Sant@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

[SWKS – Rule 14a-8 Proposal, November 3, 2017]12-4
[This line and any line above it is not for publication.]

Proposal [4] – Shareholder Ability to Call a Special Shareholder Meeting

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board's current power to call a special meeting.

This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways (lacking at Skyworks Solutions) to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle such as the election of directors. More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.

If shareholders had the right to call a special meting perhaps our directors on their own might be motivated to see that we had better qualified directors.

David Aldrich, our Chairman, had 17-years long-tenure. Long-tenure can impair the independence of a director no matter how well qualified. And independence is an all-important qualification for a Chairman. David McLachlan at age 78 was our Lead Director and also had 17-years long-tenure. Mr. McLachlan was on our Governance and Nomination Committee. Ironically this Committee would be in charge of nominating a replacement for Mr. Aldrich and Mr. McLachlan.

The Governance Committee was also responsible for the failed mediocre effort in 2016 to change our outdated rules that made a majority vote of shareholders meaningless on certain important shareholder issues. This was after we voted 76% in favor of this needed improvement in 2015.

Any claim that a shareholder right to call a special meeting can be costly – may be largely moot. When shareholders have a good reason to call a special meeting – our board should be able to take positive responding action to make a special meeting unnecessary.

Please vote to improve the corporate governance of our company:
Shareholder Ability to Call a Special Shareholder Meeting – Proposal [4]
[The line above is for publication.]

John Chevedden, *** sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

• the company objects to factual assertions because they are not supported;
• the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
• the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
• the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email *** .

*** FISMA & OMB Memorandum M-07-16

From: ***
Sent: Friday, November 10, 2017 3:43 PM
To: Robert Terry
Cc: Daniel Ricks; Matthew Sant
Subject: Rule 14a-8 Proposal (SWKS) blb
Attachments: CCE10112017_6.pdf

Mr. Terry,
Please see the attached broker letter.
Sincerely,
John Chevedden

*** FISMA & OMB Memorandum M-07-16

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045

November 10, 2017

John R. Chevedden
***

To Whom It May Concern:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of the date of this letter, Mr. Chevedden has continuously owned no fewer than the share quantity listed in the following table in each of the following securities, since October 1, 2016:

Security name	CUSIP	Trading symbol	Share quantity
Honeywell Intl Inc	438516106	HON	100
Skyworks Solutions Inc Com	83088M102	SWKS	100
Chemed Corp New	16359R103	CHE	40
Edison Intl	281020107	EIX	100
Dana Incorporated Com	235825205	DAN	100

The securities referenced in the preceding table are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact your Private Client Group Team at 800-544-5704 for assistance.

Sincerely,

Eric Jeffries
Personal Investing Operations

Our File: W853889-10NOV17

Fidelity Brokerage Services LLC, Members NYSE, SIPC.

*** FISMA & OMB Memorandum M-07-16

From: ***
Sent: Monday, December 4, 2017 12:21 PM
To: Daniel Ricks
Cc: Robert Terry; Matthew Sant
Subject: Rule 14a-8 Proposal (SWKS)``
Attachments: CCE04122017_3.pdf

Dear Mr. Ricks,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the large market capitalization of the company.
Sincerely,
John Chevedden

*** FISMA & OMB Memorandum M-07-16

JOHN CHEVEDDEN
***

Mr. Robert Terry
Corporate Secretary
Skyworks Solutions Inc. (SWKS)
20 Sylvan Road
Woburn, MA 01801
PH: 781-376-3000
FX: 781-376-3100

REVISED 4 DEC 2017

Dear Mr. Terry,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

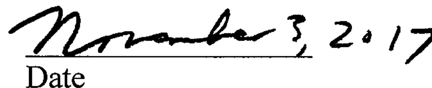
This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial captializtion of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to ***

Sincerely,

John Chevedden


Date

cc: Daniel L. Ricks <Daniel.Ricks@skyworksinc.com>
Matthew Sant <Matthew.Sant@skyworksinc.com>

*** FISMA & OMB Memorandum M-07-16

[SWKS – Rule 14a-8 Proposal, November 3, 2017 | Revised December 4, 2017]12-4
[This line and any line above it is not for publication.]

Proposal [4] – Special Shareholder Meeting Improvement

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our board's current power to call a special meeting.

This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. A shareholder right to call a special meeting and to act by written consent and are 2 complimentary ways to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle such as the election of directors. More than 100 Fortune 500 companies provide for shareholders to call special meetings and to act by written consent.

Skyworks Solutions shareholders thus do not have the full right to call a special meeting that is available under Delaware law. Plus a shareholder right to act by written consent is totally lacking at Skyworks Solutions. It is therefore important to have the full shareholder right to call a special meeting to make up for our total lack of a right to act by written consent.

A more functional shareholder ability to call a special meeting would put shareholders in a better position to ask for improvement in the makeup of our board of directors after the 2018 annual meeting. Shareholders can benefit from such improvements.

David Aldrich, our Chairman, had 17-years long-tenure. Long-tenure can impair the independence of a Chairman no matter how well qualified. And independence is priceless attribute in a Chairman.

David McLachlan at age 78 was our Lead Director and also had 17-years long-tenure. Unfortunately Mr. McLachlan was also on our Governance and Nomination Committee. It is sadly ironic that this Committee would be in charge of nominating a replacement for Mr. Aldrich and Mr. McLachlan.

The Governance Committee was also responsible for the mediocre and consequently failed management "effort" in 2016 to change our outdated rules that made a majority vote of shareholders meaningless on certain important shareholder issues. This was shortly after we voted 76% in favor of this needed improvement.

Any claim that a shareholder right to call a special meeting can be costly – may be largely moot. When shareholders have a good reason to call a special meeting – our board should be able to take positive responding action to make a special meeting unnecessary.

Please vote to increase management accountability to shareholders:
Special Shareholder Meeting Improvement – Proposal [4]
[The line above is for publication.]

***

John Chevedden, sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email
***

*** FISMA & OMB Memorandum M-07-16