
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SEMTECH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-2119684
(I.R.S. Employer
Identification No.)

200 Flynn Road
Camarillo, California 93012-8790
(Address, including zip code, of Principal Executive Offices)

Semtech Corporation
2017 Long-Term Equity Incentive Plan
(Full title of the plan)

Paul Pickle
President and Chief Executive Officer
Semtech Corporation
200 Flynn Road
Camarillo, California 93012-8790
(805) 498-2111
(Name, address and telephone number, including area code, of agent for service)

COPY TO:

Jeffrey Walbridge, Esq.
O'Melveny & Myers LLP
610 Newport Center Drive, Suite 1700
Newport Beach, California 92660

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is filed by Semtech Corporation (the “Company” or “Registrant”) to register additional securities issuable pursuant to the Semtech Corporation 2017 Long-Term Equity Incentive Plan, as amended and restated (the “Plan”) and consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- (a) The Company’s Registration Statement on [Form S-8](#), filed with the Commission on November 29, 2017 (Commission File No. 333-221810);
- (b) The Company’s Annual Report on [Form 10-K](#) for its fiscal year ended January 29, 2023, filed with the Commission on March 30, 2023 (Commission File No. 001-06395);
- (c) The portions of the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on [April 28, 2023](#), that are incorporated by reference in Part III of the Company’s Annual Report on Form 10-K for its fiscal year ended [January 29, 2023](#) (each, Commission File No. 001-06395);
- (d) The Company’s Quarterly Reports on Form 10-Q for its fiscal quarters ended April 30, 2023, July 30, 2023, and October 29, 2023, filed with the Commission on [June 7, 2023](#), [September 13, 2023](#), and [December 6, 2023](#), respectively (each, Commission File No. 001-06395);
- (e) The Company’s Current Reports on Form 8-K, filed with the Commission on [February 27, 2023](#), [March 16, 2023](#) (with respect to Item 5.02 only), [March 20, 2023](#) (with respect to Item 1.01 only), [March 27, 2023](#) (amending the Company’s Current Report on Form 8-K filed on [January 12, 2023](#)), [April 18, 2023](#) (with respect to Item 5.02 only), [May 30, 2023](#) (with respect to Item 5.02 only), [June 9, 2023](#), [June 30, 2023](#) (with respect to Item 5.02 only), [September 8, 2023](#) (with respect to Item 5.02 only), [September 14, 2023](#), [September 20, 2023](#), [October 19, 2023](#) (with respect to Item 1.01 only), [October 26, 2023](#), [November 14, 2023](#), and [December 4, 2023](#) (each, Commission File No. 001-06395 and in each case only as to the information “filed” with the Commission thereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and not as to information “furnished” thereunder); and
- (f) The description of the Company’s Common Stock par value \$0.01 per share (the “Common Stock”), contained in its Registration Statement on Form 8-A, filed with the Commission on [July 16, 1998](#) (Commission File No. 000-14663), as modified by the description of the Common Stock contained in [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for its fiscal year ended January 26, 2020, filed with the Commission on March 20, 2020 (each, Commission File No. 001-06395), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or

deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.	Semtech Corporation 2017 Long-Term Equity Incentive Plan, as amended and restated. (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 14, 2022 (Commission File No. 001-06395) and incorporated herein by this reference.)
5.	Opinion of O'Melveny & Myers LLP (opinion re legality).
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").
107.	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camarillo, State of California, on December 6, 2023.

SEMTECH CORPORATION

By: /s/ Paul Pickle
Paul Pickle
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Paul Pickle and Mark Lin, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul Pickle</u> Paul Pickle	President, Chief Executive Officer and Director (Principal Executive Officer)	December 6, 2023
<u>/s/ Mark Lin</u> Mark Lin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 6, 2023
<u>/s/ Martin S.J. Burvill</u> Martin S.J. Burvill	Director	December 6, 2023

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rodolpho C. Cardenuto</u> Rodolpho C. Cardenuto	Director	December 6, 2023
<u>/s/ Gregory M. Fischer</u> Gregory M. Fischer	Director	December 6, 2023
<u>/s/ Saar Gillai</u> Saar Gillai	Director	December 6, 2023
<u>/s/ Rockell N. Hankin</u> Rockell N. Hankin	Director	December 6, 2023
<u>/s/ Dr. Hong Q. Hou</u> Dr. Hong Q. Hou	Director	December 6, 2023
<u>/s/ Ye Jane Li</u> Ye Jane Li	Director	December 6, 2023
<u>/s/ Paula LuPriore</u> Paula LuPriore	Director	December 6, 2023
<u>/s/ Sylvia Summers</u> Sylvia Summers	Director	December 6, 2023
<u>/s/ Paul V. Walsh, Jr.</u> Paul V. Walsh, Jr.	Director	December 6, 2023
<u>/s/ Julie Garcia Ruehl</u> Julie Garcia Ruehl	Director	December 6, 2023

O'Melveny & Myers LLP

December 6, 2023

Semtech Corporation
200 Flynn Road
Camarillo, California 93012-8790

Re: ***Registration of Securities of Semtech Corporation***

Ladies and Gentlemen:

In connection with the registration of up to 2,400,000 shares of Common Stock of Semtech Corporation, a Delaware corporation (the "Company"), par value \$0.01 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission on or about the date hereof, such Shares to be issued or delivered pursuant to the Semtech Corporation 2017 Long-Term Equity Incentive Plan, as amended and restated (the "Plan"), you have requested our opinion set forth below.

In our capacity as counsel, we have examined originals or copies of those corporate and other records of the Company we considered appropriate.

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Respectfully submitted,

/s/ O'Melveny & Myers LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 30, 2023, relating to the financial statements of Semtech Corporation and the effectiveness of Semtech Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Semtech Corporation for the year ended January 29, 2023.

/s/ Deloitte & Touche LLP

Los Angeles, California

December 6, 2023

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)**Semtech Corporation**
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value of \$0.01 per share, issuable pursuant to the Registrant's 2017 Long-Term Equity Incentive Plan	Rule 457(c) and Rule 457(h)	2,400,000	\$16.16	\$38,784,000	\$0.0001476	\$5,724.52
Total Offering Amounts					\$38,784,000		\$5,724.52
Total Fee Offsets							\$0
Net Fee Due							\$5,724.52

- (1) This Registration Statement covers, in addition to the number of shares of Semtech Corporation, a Delaware corporation (the "Company" or the "Registrant"), common stock, par value \$0.01 per share (the "Common Stock"), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Semtech Corporation 2017 Long-Term Equity Incentive Plan, as amended and restated (the "Plan"), as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on November 30, 2023, in accordance with Rule 457(c) of the Securities Act.