

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

**SCHEDULE TO  
(RULE 14d-100)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**MINDSPEED TECHNOLOGIES, INC.**  
(Name of Subject Company)

**MICRO MERGER SUB, INC.**  
(Offeror)

**M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.**  
(Parent of Offeror)  
(Names of Filing Persons)

**COMMON STOCK, \$0.01 PAR VALUE**  
(Title of Class of Securities)

**602682205**  
(CUSIP Number of Class of Securities)

**John Croteau**  
**President and Chief Executive Officer**  
**M/A-COM Technology Solutions Holdings, Inc.**  
**100 Chelmsford Street**  
**Lowell, Massachusetts 01851**  
**(978) 656-2500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*With a copy to:*

**Jason Day**  
**Jeffery A. Beuche**  
**Perkins Coie LLP**  
**1900 Sixteenth Street, Suite 1400**  
**Denver, Colorado 80202**  
**(303) 291-2300**

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
N/A*	N/A*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This filing relates solely to preliminary communications made before the commencement of a tender offer (the "Offer") by Micro Merger Sub, Inc., a Delaware corporation ("Purchaser") and a wholly-owned subsidiary of M/A-COM Technology Solutions Holdings, Inc., a Delaware corporation ("MACOM"), to purchase all of the shares of common stock, par value \$0.01 per share (the "Shares"), of Mindspeed Technologies, Inc., a Delaware corporation ("Mindspeed"), that are issued and outstanding at a price of \$5.05 per Share, net to the seller in cash, without interest, less any applicable withholding taxes (the "Offer Price"), pursuant to an Agreement and Plan of Merger, dated as of November 5, 2013, by and among Purchaser, MACOM, and Mindspeed.

#### **ADDITIONAL INFORMATION**

The tender offer for the outstanding shares of common stock of Mindspeed described in these communications has not yet commenced. These communications are not an offer to purchase any shares of Mindspeed or a solicitation of an offer to sell securities. At the time the tender offer is commenced, MACOM and Purchaser will file a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, with the Securities and Exchange Commission ("SEC"), and Mindspeed will file a solicitation/recommendation statement on Schedule 14D-9 with the SEC. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Such materials will be made available to Mindspeed stockholders at no expense to them. In addition, such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

#### **EXHIBIT INDEX**

Exhibit 99.1          Presentation to Mindspeed Employees, dated November 6, 2013

**MINDSPEED**

**MACOM**™



## **MACOM CEO Presentation to Mindspeed Employees**

November 6, 2013

## Forward-Looking Statement Safe Harbor and Use of Non-GAAP Financial Measures

This presentation contains forward-looking statements based on management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include, among others, statements concerning the Mindspeed transaction, including those regarding the potential date of closing of the acquisition, and any potential benefits and synergies, strategic plans, divestitures, restructuring, cost savings, accretion, and financial and business expectations associated with the acquisition, as well as any other statements regarding our plans, beliefs or expectations regarding the transaction or its future business or financial results. Forward-looking statements include all statements that are not historical facts and generally may be identified by terms such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "seeks," "should," "will," "would" or similar expressions and the negatives of those terms.

Our forward-looking statements are subject to assumptions, risks and uncertainties, and are not guarantees of future results. Actual results may differ materially from the outcomes stated or implied by our forward-looking statements based on any assumptions and risk factors we may mention today or otherwise, including the factors set forth in the press release we issued today related to the Mindspeed acquisition, our Quarterly Report on Form 10-Q filed with the SEC on August 5, 2013, and other information we file with the SEC, which are publicly-available on the SEC's EDGAR database located at [www.sec.gov](http://www.sec.gov). We undertake no obligation to update these statements at a later date. All projections in this presentation were made as of November 5, 2013, are not being updated or reaffirmed as of any later date, and MACOM undertakes no obligation to update them at any future date.

We make references in this presentation to certain financial information calculated on a basis other than in accordance with accounting principles generally accepted in the United States (GAAP). These non-GAAP measures are provided to enhance the user's overall understanding of the MACOM financial information as well as potential impact of the Mindspeed acquisition. Non-GAAP financial information excludes amortization intangibles, share-based and other non-cash compensation expense, restructuring charges, certain litigation costs, changes in the carrying values of liabilities measured at fair value, contingent consideration, certain other cash costs, other non-cash expenses, earn-out costs, exited leased facility costs and certain income tax items. Management does not believe that the excluded items are reflective of underlying performance. The exclusion of these and other similar items from non-GAAP presentation should not be interpreted as implying that these items are non-recurring, infrequent or unusual. Management believes this non-GAAP financial information provides additional insight into on-going performance and has therefore chosen to provide this information for a more consistent basis of comparison and to help evaluate the results of on-going operations and enable more meaningful period to period comparisons. These non-GAAP measures are provided in addition to, and not as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. Reconciliations between certain GAAP and non-GAAP financial data can be found in our earnings press release issued on November 5, 2013.

Our fiscal year end is the Friday closest to September 30th. Fiscal year 2014 will be a 53-week year and the first quarter of fiscal year 2014 will have 14 weeks.



## Tender Offer Information

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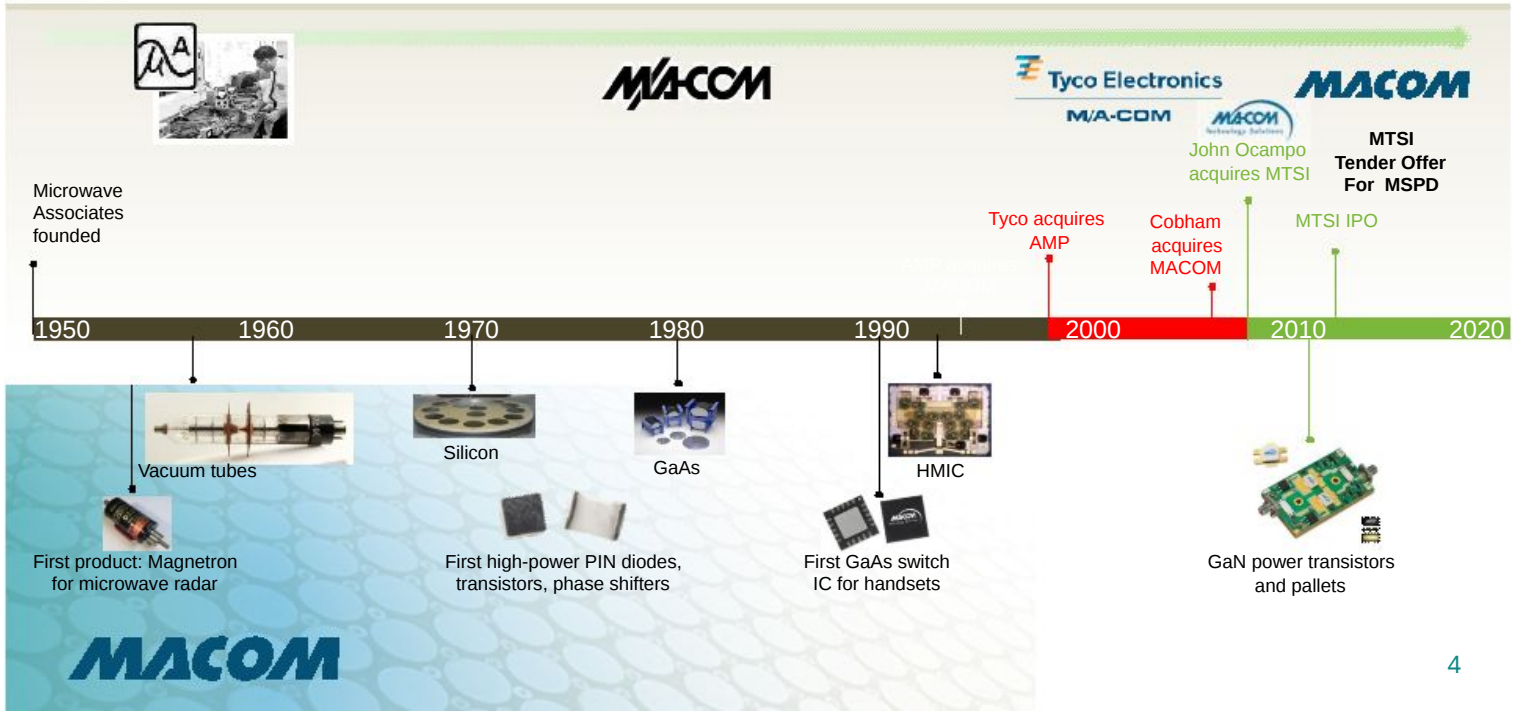
The tender offer for the outstanding shares of common stock of Mindspeed described in this communication has not yet commenced. This presentation is for informational purposes only and is not an offer to purchase any shares of Mindspeed or a solicitation of an offer to sell securities. At the time the tender offer is commenced, we will file a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, with the SEC and Mindspeed will file a solicitation/recommendation statement on Schedule 14D-9 with the SEC. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Such materials will be made available to Mindspeed stockholders at no expense to them. In addition, such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

The logo for MACOM, featuring the word "MACOM" in a bold, blue, sans-serif font. The background of the slide is a light blue gradient with a pattern of overlapping, rounded rectangular shapes that resemble a mesh or a cellular structure.

# MACOM Company Snapshot

Provider of high-performance analog semiconductor solutions for use in wireless and wireline applications across the RF, microwave & millimeterwave spectrum

- \$319 million of FY 2013 revenue
- 6,000+ customers worldwide
- Global, multi-channel sales strategy
- 2,700+ products across 37 product lines



# MACOM's Fiscal 2013: Financial Results & Model



**Incremental revenue model targets 60% gross margin contribution**

1. Non-GAAP. See summary of exclusions.  
 2. Q2 actual includes \$0.02 EPS related to CY12 tax credits.





# MACOM's Global Presence, Local Touch

- ✓ Direct sales, reps & distributors in 135 locations
- ✓ 6 R&D design centers in US, Europe, & Australia



Facility	Design, Assembly, Test, Fabrication	Facility	Sales	Facility	Design, Assembly, Test	Facility	Design	Facility	Assembly, Test	Facility	Sales, Applications, Supply Chain Quality
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COMPANY CONFIDENTIAL



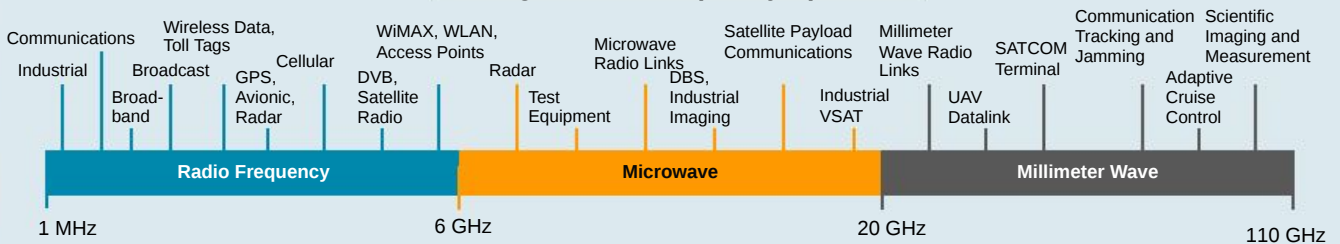
# MACOM's Broad Catalog of Specialized Products

- ✓ *Sticky, value-added technologies*
- ✓ *Advanced RF,  $\mu$ W and mmW engineering competencies*
- ✓ *Long product lifecycles*

## Diverse Array of Products and Form Factors



## Serving a Broad Frequency Spectrum



# MACOM's Large and Diverse End Markets



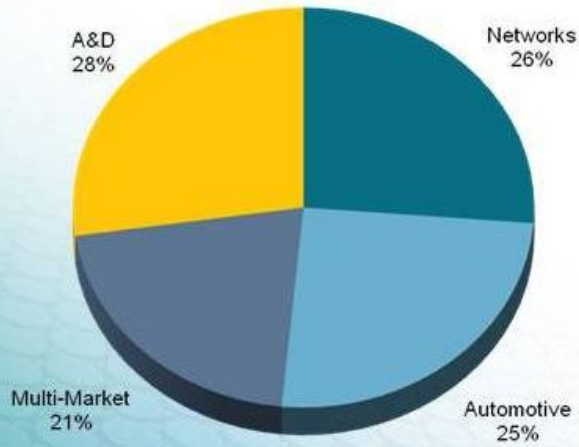
Note: Percentage of MACOM revenue for FY Q4'13.

**MACOM**

# Mindspeed Diversifies MACOM's End Market Exposure

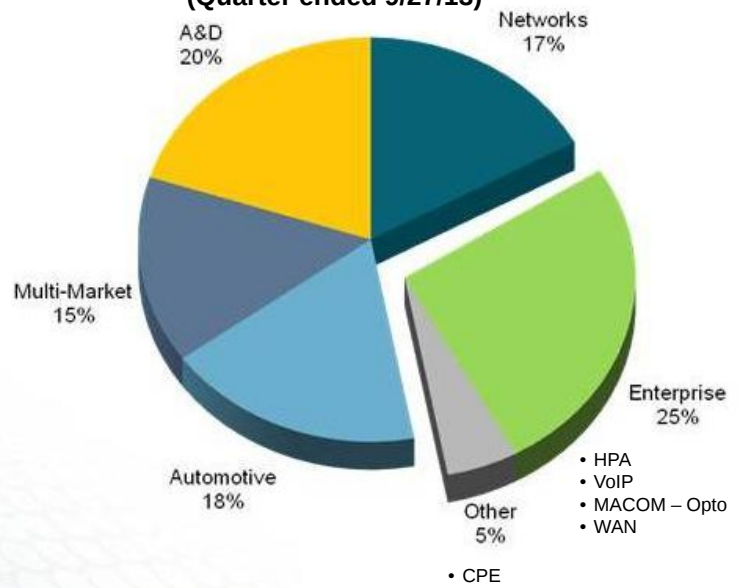
**MACOM**

**\$83.7 million**  
(Quarter ended 9/27/13)



**MACOM + MINDSPEED**

**\$115.7 million (1)**  
(Quarter ended 9/27/13)



1. Non-GAAP. Excludes Mindspeed Wireless business and non-recurring revenue related to sales of intellectual property.

**MACOM**

# Enterprise – Mindspeed's Core Strength

## Market Segments

- 100G networks in enterprise equipment
- Low-latency mega data centers
- 3G and 4K video broadcast
- Enterprise IP PBX

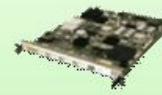


## Applications

Optical Module



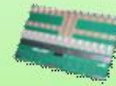
Line Card



Switch Card



Backplane

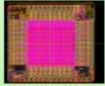


System Chassis



## Products

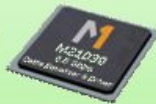
Lowest Latency Crosspoint Switches



Integrated Optical PMDs



Low Power Equalizers & Signal Conditioners



## Customers



**MACOM**



# Mindspeed and MACOM to be Positioned as a Clear Leader in 100G Physical Media Devices

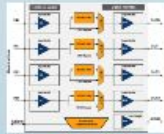
## 1 Increases Addressable Market

- Mindspeed increases SAM in 100G from ~\$100M to ~\$150M in 2015
- Adds SiGe product portfolio, moving MACOM from long haul to <10km networks
- Portfolio includes Modulator Drivers, TIAs and CDR for 100G Ethernet
  - fastest growing segment within 100G
  - estimated 80% CAGR from 2013-2018<sup>1</sup>



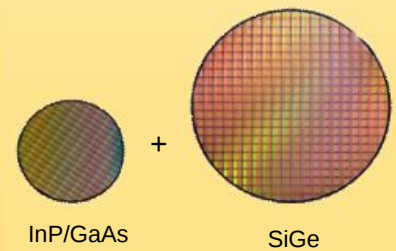
## 2 Complete Front-End Portfolio

- Enhances MACOM's ability to capture more content per BOM
  - Integrated quad modulator Driver + CDR
  - Lowest power Quad CDR
  - Quad channel 100G TIA



## 3 Multi Technology Capability

- Adds SiGe to MACOM's InP/GaAs capability



InP/GaAs

SiGe

1. Source: Ovum, August, 2013

# Combination Strengthens Relationships with Market Leaders and Expands Customer Base

## MACOM

## MINDSPEED



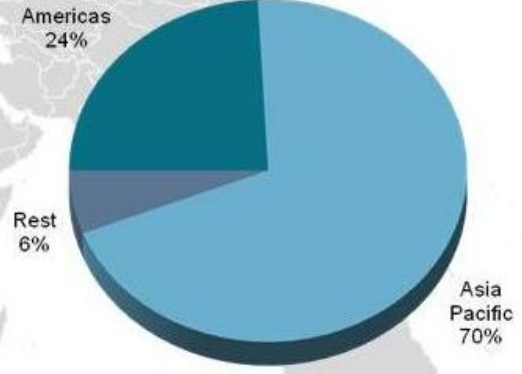
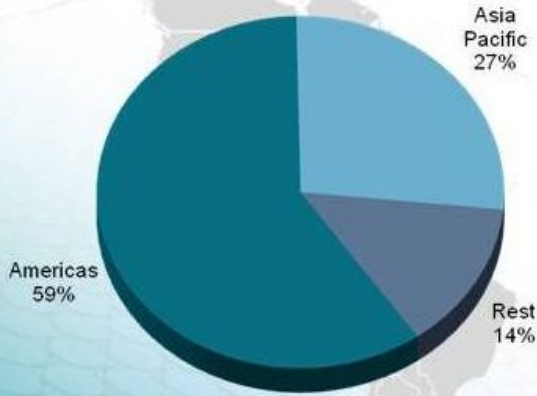
## MACOM



# Mindspeed Opens Asia Pacific Opportunities for Share Expansion

**MACOM**

**MINDSPEED**



*Note: Geographic revenue based on the quarter ended June 28, 2013 for MACOM and Mindspeed. Mindspeed revenue excludes non-recurring revenue related to sales of intellectual property.*

**MACOM**

**MACOM**<sup>TM</sup>



**Thank you.**