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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 25, 2017

MACOM Technology Solutions Holdings, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

001-35451
(Commission
File Number)

27-0306875
(I.R.S. Employer
Identification No.)

100 Chelmsford Street
Lowell, Massachusetts 01851
(Address of Principal Executive Offices and Zip Code)

(978) 656-2500
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On January 26, 2017, MACOM Technology Solutions Holdings, Inc., a Delaware corporation (“MACOM”) completed the previously announced acquisition of Applied Micro Circuits Corporation, a Delaware corporation (“AMCC”) pursuant to the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”), dated November 21, 2016, by and among MACOM, AMCC, Montana Merger Sub I, Inc., a Delaware corporation and a wholly owned subsidiary of MACOM (“Purchaser”), and MACOM Connectivity Solutions, LLC (f/k/a Montana Merger Sub II, LLC), a Delaware limited liability company and a wholly owned subsidiary of MACOM (“LLC Sub”).

As previously disclosed, pursuant to the Merger Agreement, Purchaser commenced an exchange offer (the “Offer”) to purchase all of the outstanding shares of common stock, par value \$0.01 per share, of AMCC (the “AMCC Stock”), with each share of AMCC Stock accepted by Purchaser in the Offer to be exchanged for (i) \$3.25 in cash and 0.1089 shares of MACOM common stock, par value \$0.001 per share, plus cash in lieu of any fractional shares, in each case, without interest ((i) and (ii) together, the “Transaction Consideration”) upon the terms and subject to the conditions set forth in the Prospectus/Offer dated December 21, 2016 (and any amendments and supplements thereto), and the related Letter of Transmittal.

The Offer expired at 12:00 a.m. midnight, Eastern Time, at the end of January 25, 2017 (the “Expiration Time”). The depository and exchange agent for the Offer advised that, as of the Expiration Time, a total of 64,466,896 shares of AMCC Stock had been validly tendered and not properly withdrawn pursuant to the Offer, which tendered shares of AMCC Stock represented approximately 73.6% of the outstanding shares of AMCC Stock as of the Expiration Time. Purchaser accepted for exchange all such shares of AMCC Stock validly tendered and not properly withdrawn pursuant to the Offer.

On January 26, 2017, pursuant to the terms and conditions of the Merger Agreement, MACOM completed its acquisition of AMCC when (i) Purchaser merged with and into AMCC (the “First Merger”), with AMCC surviving the First Merger and (ii) immediately following the First Merger, AMCC, as the surviving company of the First Merger, merged with and into LLC Sub (the “Second Merger” and together with the First Merger, the “Mergers”), with LLC Sub surviving the Second Merger as a wholly owned subsidiary of MACOM (the “Surviving Company”). AMCC and MACOM intended, for U.S. federal income tax purposes, for the Offer and the Mergers, taken together, to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The First Merger was governed by Section 251(h) of the Delaware General Corporation Law (the “DGCL”), with no stockholder vote required to consummate the First Merger. At the effective time of the First Merger (the “Effective Time”), each share of AMCC Stock (other than shares, if any, of AMCC Stock owned by AMCC, MACOM, Purchaser, LLC Sub or other subsidiaries of MACOM, which were canceled and ceased to exist) was converted into the right to receive the Transaction Consideration.

The cash portion of the Transaction Consideration and related costs and expenses were funded from cash on hand.

The foregoing descriptions of the Offer, the Mergers and the Merger Agreement in this Item 2.01 do not purport to be complete and are subject to and qualified in their entirety by reference to the full text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to MACOM’s Current Report on Form 8-K, filed with the Securities and Exchange Commission (the “SEC”) on November 21, 2016 and incorporated herein by reference.

Item 8.01. Other Events.

On January 26, 2017, MACOM issued press releases announcing the expiration and results of the Offer and the completion of the Mergers. Copies of these press releases are attached as Exhibit 99.1 and Exhibit 99.2 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.**(a) Financial Statements of Businesses Acquired.**

The financial statements of AMCC required by Item 9.01(a) to this Current Report on Form 8-K are incorporated herein by reference to AMCC's Annual Report on Form 10-K for the year ended March 31, 2016 and to AMCC's Quarterly Report on Form 10-Q for each quarter ended June 30, 2016 and September 30, 2016.

(b) Pro Forma Financial Information.

The pro forma financial information required by Item 9.01(b) to this Current Report on Form 8-K is incorporated herein by reference to the unaudited pro forma condensed combined balance sheet as of September 30, 2016 and the unaudited pro forma condensed combined statement of operations for the year ended September 30, 2016, in each case included in MACOM's Registration Statement on Form S-4/A filed with the SEC on January 18, 2017.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger and Reorganization, dated as of November 21, 2016, by and among MACOM Technology Solutions Holdings, Inc., Montana Merger Sub I, Inc., MACOM Connectivity Solutions, LLC (f/k/a Montana Merger Sub II, LLC) and Applied Micro Circuits Corporation (incorporated by reference to Exhibit 2.1 to Form 8-K filed by MACOM Technology Solutions Holdings, Inc. with the SEC on November 21, 2016).
23.1	Consent of KPMG LLP, as independent registered public accounting firm to Applied Micro Circuits Corporation.
99.1	Press Release issued by MACOM Technology Solutions Holdings, Inc., dated January 26, 2017 (incorporated by reference to Exhibit (a)(5)(K) to MACOM's Amendment No. 3 to the Tender Offer Statement on Schedule TO filed by MACOM on January 26, 2017).
99.2	Press Release issued by MACOM Technology Solutions Holdings, Inc., dated January 26, 2017.
99.3	Audited Consolidated Financial Statements of Applied Micro Circuits Corporation (incorporated by reference to Applied Micro Circuits Corporation's Annual Report on Form 10-K for the year ended March 31, 2016).

- 99.4 Unaudited Consolidated Interim Financial Statements of Applied Micro Circuits Corporation (incorporated by reference to AMCC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016).
- 99.5 Unaudited Consolidated Interim Financial Statements of Applied Micro Circuits Corporation (incorporated by reference to AMCC's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016).
- 99.6 Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2016 and the Unaudited Pro Forma Condensed Combined Statements of Operations for the fiscal year ended September 30, 2016 (incorporated by reference to MACOM's Registration Statement on Form S-4/A filed with the SEC on January 18, 2017).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

Date: January 26, 2017

By: /s/ John Croteau

Name: John Croteau

Title: President and Chief Executive Officer

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99.6	Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2016 and the Unaudited Pro Forma Condensed Combined Statements of Operations for the fiscal year ended September 30, 2016 (incorporated by reference to MACOM's Registration Statement on Form S-4/A filed with the SEC on January 18, 2017).

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Applied Micro Circuits Corporation:

We consent to the incorporation by reference in the registration statements on Form S-8 (Nos. 333-180219; 333-193098; and 333-209610) and Form S-3 (Nos. 133-188728; and 333-201827) of MACOM Technology Solutions Holdings, Inc. of our report dated May 20, 2016, with respect to the consolidated balance sheets of Applied Micro Circuits Corporation and its subsidiaries as of March 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, cash flows and financial statement schedule for each of the years in the three-year period ended March 31, 2016, and the effectiveness of internal control over financial reporting as of March 31, 2016, which report appears in the Form 8-K of MACOM Technology Solutions Holdings, Inc. dated January 26, 2017.

/s/ KPMG LLP

Santa Clara, California
January 26, 2017



Jan 26, 2017

MACOM Successfully Completes Acquisition of AppliedMicro

LOWELL, Mass. – MACOM Technology Solutions Holdings, Inc. (NASDAQ: MTSI) (“MACOM”), a leading supplier of high-performance RF, microwave, millimeterwave, and lightwave semiconductor products, today announced that it has successfully completed its previously announced acquisition of Applied Micro Circuits Corporation (NASDAQ: AMCC) (“AppliedMicro”).

John Croteau, MACOM’s President and Chief Executive Officer stated, “I am pleased to announce the completion of this transaction. AppliedMicro’s leadership in MACsec and 100G to 400G single-Lambda PAM4 positions MACOM as a preferred supplier to major Enterprise and Cloud Data Center providers, many of whom are adopting the technologies this year. MACOM will now be able to support customers with all of the requisite semiconductor content for optical networks—analogue, photonic and mixed signal PHY—from the switch to fiber for long haul, metro, access, backhaul and data centers.”

Commenting further Mr. Croteau noted, “With the transaction now closed, MACOM plans to promptly engage with previously identified potential buyers toward a near-term divestment of AppliedMicro’s well-positioned Compute business. As previously stated, this portion of the business does not strategically align with our long-term product focus, but we feel confident a successful transaction can be consummated.”

Exchange Offer Information

The exchange offer to acquire all of the issued and outstanding shares of AppliedMicro common stock in exchange for \$3.25 in cash and 0.1089 shares of MACOM common stock per share, in each case, without interest and less any applicable withholding, expired at 12:00 a.m. midnight, Eastern time, at the end of January 25, 2017. The depositary for the exchange offer has informed MACOM that a total of 64,466,896 shares of AppliedMicro common stock, representing approximately 73.6% of AppliedMicro’s outstanding shares of common stock, were validly tendered and not validly withdrawn pursuant to the exchange offer. All shares that were validly tendered and not validly withdrawn in the exchange offer have been accepted for payment in accordance with the terms of the exchange offer and applicable law.

After the successful completion of the exchange offer for all outstanding shares of AppliedMicro, a wholly owned subsidiary of MACOM has been merged with and into AppliedMicro, followed by a merger of AppliedMicro with and into another MACOM subsidiary. As a result of the completed mergers, AppliedMicro became a wholly owned subsidiary of MACOM. In connection with the merger, all shares of AppliedMicro common stock not validly tendered into the exchange offer have been cancelled and converted into the right to receive merger consideration in the same amounts offered in the exchange offer. Under Section 251(h) of the General Corporation Law of the State of Delaware, no vote of AppliedMicro’s stockholders was required to consummate the merger. AppliedMicro shares will cease to be traded on the NASDAQ Global Select Market.

About MACOM

MACOM enables a better-connected and safer world by delivering breakthrough semiconductor technologies for optical, wireless and satellite networks that satisfy society's insatiable demand for information.

Today, MACOM powers the infrastructure that millions of lives and livelihoods depend on every minute to communicate, transact business, travel, stay informed and be entertained. Our technology increases the speed and coverage of the mobile Internet and enables fiber optic networks to carry previously unimaginable volumes of traffic to businesses, homes and datacenters.

Keeping us all safe, MACOM technology enables next-generation radars for air traffic control and weather forecasting, as well as mission success on the modern networked battlefield.

MACOM is the partner of choice to the world's leading communications infrastructure, aerospace and defense companies, helping solve their most complex challenges in areas including network capacity, signal coverage, energy efficiency and field reliability, through its best-in-class team and broad portfolio of analog RF, microwave, millimeterwave, and lightwave semiconductor products.

MACOM is a pillar of the semiconductor industry, thriving for more than 60 years of daring to change the world for the better, through bold technological strokes that deliver true competitive advantage to customers and superior value to investors.

Headquartered in Lowell, Massachusetts, MACOM is certified to the ISO9001 international quality standard and ISO14001 environmental management standard. MACOM has design centers and sales offices throughout North America, Europe, Asia and Australia.

MACOM, M/A-COM, M/A-COM Technology Solutions, M/A-COM Tech, Partners in RF & Microwave, and related logos are trademarks of MACOM. All other trademarks are the property of their respective owners. For more information about MACOM, please visit www.macom.com follow [@MACOMtweets](https://twitter.com/MACOMtweets) on Twitter, join MACOM on [LinkedIn](https://www.linkedin.com/company/macom), or visit the MACOM [YouTube Channel](https://www.youtube.com/channel/UC...).

Special Note Regarding Forward-Looking Statements

This press release contains forward-looking statements based on MACOM management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include, among others, statements concerning the AppliedMicro transaction, including those regarding any impact on MACOM and its results of operations due to the acquisition, MACOM's execution of its announced strategies regarding the acquisition, realization of synergies and proposed divestiture activity. 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.

Forward-looking statements contained in this press release reflect MACOM's current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause those events or our actual activities or results to differ materially from those expressed in any forward-

looking statement. Although MACOM believes that the expectations reflected in the forward-looking statements are reasonable, it cannot and does not guarantee future events, results, actions, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, among others, costs associated with the AppliedMicro transaction, delays or inability to halt, suspend or cease trading of AppliedMicro on Nasdaq, delays in or inability to engage with potential buyers of the Compute business or complete any of the anticipated divestiture and restructuring activities, disruption or disputes with buyers, employees, customers, suppliers or licensors arising from the acquisition or related divestiture activity, failure to achieve expected synergies and other anticipated benefits of the AppliedMicro transaction, failure to successfully integrate the AppliedMicro business or operations, disruption to our business following the AppliedMicro transaction, the potential for weakness or less than expected strength in our catalog business, in our Networks business or any of our other primary end markets, or in the optical networking market generally or PON, Enterprise or Cloud Data Center applications specifically, lower than expected demand from any of our large OEM customers based on macro-economic weakness or otherwise, the potential for defense spending cuts, program delays, cancellations or sequestration, failures or delays by customers in winning business or to make purchases from us in support of such business, inability to support customers with the requisite semiconductor content for optical or other networks, lower than expected adoption by customers and industries we serve of MACSec, or single-Lambda PAM4 solutions or any other solution offered by us, slower than expected build-out of 100G and 400G optical networks, lower than expected utilization and absorption in our manufacturing facilities, lack of success or slower than expected success in our new product development efforts, loss of business due to competitive factors, product or technology obsolescence, customer program shifts or otherwise, lower than anticipated or slower than expected customer acceptance of our new product introductions, the potential for a shift in the mix of products sold in any period toward lower-margin products or a shift in the geographical mix of our revenues, the potential for increased pricing pressure based on competitive factors, technology shifts or otherwise, the impact of any executed or abandoned acquisition, divestiture or restructuring activity, the impact of supply shortages or other disruptions in our internal or outsourced supply chain, the relative success of our cost-savings initiatives, the potential for inventory obsolescence and related write-offs, the expense, business disruption or other impact of any current or future investigations, administrative actions, litigation or enforcement proceedings we may be involved in, and the impact of any claims of intellectual property infringement or misappropriation, which could require us to pay substantial damages for infringement, expend significant resources in prosecuting or defending such matters or developing non-infringing technology, incur material liability for royalty or license payments, or prevent us from selling certain of our products, as well as those factors described in "Risk Factors" in MACOM's filings with the Securities and Exchange Commission (SEC), including its Annual Report on Form 10-K for the fiscal year ended September 30, 2016 as filed with the SEC on November 17, 2016, the Registration Statement on Form S-4 as filed with the SEC on December 21, 2016 and Amendment No. 1 to the Registration Statement on Form S-4 filed with the SEC on January 18, 2017 and those factors described in "Risk Factors" in AppliedMicro's filings with the SEC, including its Annual Report on Form 10-K for the fiscal year ended March 31, 2016 as filed with the SEC on May 20, 2016, its Quarterly Report on 10-Q for the quarter ended June 30, 2016 as filed with the SEC on August 3, 2016 and its Quarterly Report on 10-Q for the quarter ended September 30, 2016 as filed with the SEC on November 2, 2016. MACOM undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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