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

SCHEDULE TO

**AMENDMENT NO. 3
(RULE 14D-100)**

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

APPLIED MICRO CIRCUITS CORPORATION

(Names of Subject Company)

MONTANA MERGER SUB I, INC.

(Purchaser)

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

(Parent of Purchaser)

(Names of Filing Persons)

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

03822W406
(CUSIP Number of Class of Securities)

**John Croteau
President and Chief Executive Officer
MACOM Technology Solutions Holdings, Inc.
100 Chelmsford Street
Lowell, MA 01851
(978) 656-2500**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Clay Simpson
Vice President, General Counsel &
Secretary
MACOM Technology
Solutions Holdings, Inc.
100 Chelmsford Street
Lowell, Massachusetts
01851
(978) 656-2500

Marko Zatylny
Ropes & Gray LLP
800 Boylston Street
Boston,
Massachusetts 02199
(617) 951-7000

L. William Caraccio
Vice President, General Counsel &
Secretary
Applied Micro Circuits Corporation
4555 Great America
Parkway, 6th Floor
Santa Clara, California
95054
(408) 542-8600

Jorge del Calvo
Pillsbury Winthrop
Shaw Pittman LLP
2550 Hanover Street
Palo Alto, California 94304
(650) 233-4500

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$789,182,975.75	\$ 91,466.31***

* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on the product of (i) \$8.45, the average of the high and low sales prices per share of Applied Micro Circuits Corporation ("AppliedMicro") common stock on December 14, 2016, as reported by Nasdaq, and (ii) 93,394,435, the estimated number of shares of AppliedMicro common stock to be exchanged in the transaction.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals 0.0001159 multiplied by the estimated transaction valuation.

*** Previously paid

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: \$57,847.46
Form or Registration No.: Form S-4

Filing Party: MACOM Technology Solutions Holdings, Inc.
Date Filed: December 21, 2016

Amount Previously Paid: \$33,618.85
Form or Registration No.: Schedule TO-T

Filing Party: MACOM Technology Solutions Holdings, Inc.
Date Filed: December 21, 2016

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:

This Amendment No. 3 to Schedule TO (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the "SEC") on December 21, 2016 (together with any subsequent amendments and supplements thereto, the "Schedule TO") by MACOM Technology Solutions Holdings, Inc. ("MACOM"), a Delaware corporation, and Montana Merger Sub I, Inc. (the "Purchaser"), a Delaware corporation and a wholly owned subsidiary of MACOM. The Schedule TO relates to the offer by the Purchaser to exchange for each outstanding share of common stock, \$0.01 par value per share, of Applied Micro Circuits Corporation ("AppliedMicro"), a Delaware corporation, (a) \$3.25 in cash and (b) 0.1089 shares of MACOM common stock, par value \$0.001 per share, plus cash in lieu of any fractional shares of MACOM common stock, in each case without interest (together, the "transaction consideration") (collectively, subject to the terms and conditions set forth in the Prospectus/Offer and the related Letter of Transmittal, and together with any amendments or supplements thereto, the "Offer").

MACOM filed with the SEC a Registration Statement on Form S-4 on December 21, 2016 and Amendment No. 1 to the Registration Statement on Form S-4 on January 18, 2017 (as amended, the "Registration Statement"), relating to the offer and sale of shares of MACOM common stock to be issued to holders of shares of AppliedMicro common stock validly tendered in the Offer and not properly withdrawn. The terms and conditions of the Offer are set forth in the Prospectus/Offer, which is a part of the Registration Statement and filed as Exhibit (a)(4) to the Schedule TO (as it may be amended from time to time, the "Prospectus/Offer"), and the related Letter of Transmittal, which is filed as Exhibit (a)(1)(A) to the Schedule TO (the "Letter of Transmittal"). Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer and the Letter of Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by MACOM or the Purchaser, is expressly incorporated into the Schedule TO by reference in response to items 1 through 11 of the Schedule TO and is supplemented by the information specifically provided for in the Schedule TO.

All information regarding the Offer as set forth in the Schedule TO, including all exhibits and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith. Capitalized terms used but not defined in this Amendment have the meanings ascribed to them in the Schedule TO.

Items 1 through 11.

Items 1 through 11 are hereby amended and supplemented by adding the following text thereto:

"At 12:00 a.m. midnight, Eastern time, at the end of January 25, 2017, the Offer expired as scheduled and was not extended. The Purchaser was advised by American Stock Transfer & Trust Company, LLC, the depository and exchange agent for the Offer, that as of the expiration of the offer, a total of 64,466,896 shares of AppliedMicro common stock were validly tendered in the Offer and not properly withdrawn, representing approximately 73.6% of AppliedMicro's outstanding shares. The number of shares of AppliedMicro common stock validly tendered and not properly withdrawn pursuant to the Offer satisfied the minimum condition to the Offer, and all other conditions to the Offer were satisfied. Accordingly, the Purchaser accepted for exchange, and will promptly exchange, all 64,466,896 shares of AppliedMicro common stock validly tendered and not properly withdrawn.

Following the consummation of the Offer, MACOM intends to acquire the remaining shares of AppliedMicro common stock outstanding through the merger of AppliedMicro with and into the Purchaser, with AppliedMicro surviving the merger as a direct wholly owned subsidiary of MACOM. The merger will be completed pursuant to Section 251(h) of the General Corporation Law of the State of Delaware.

On January 26, 2017, MACOM issued a press release announcing the expiration and results of the Offer. A copy of the press release is attached as Exhibit (a)(5)(K) hereto and incorporated by reference herein."

Item 12. Exhibits.

Item 12 is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(K)	Press Release issued by MACOM Technology Solutions Holdings, Inc., dated January 26, 2017 (filed herewith).

SIGNATURES

After due inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 26, 2017

MONTANA MERGER SUB I, INC.

By: /s/ John Croteau

Name: John Croteau

Title: President and Chief Executive Officer

MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

By: /s/ John Croteau

Name: John Croteau

Title: President and Chief Executive Officer

Exhibit Index

**Exhibit
No.**

Description

(a)(5)(K) Press Release issued by MACOM Technology Solutions Holdings, Inc., dated January 26, 2017 (filed herewith).



Jan 26, 2017

**MACOM Accepts Shares of AppliedMicro Tendered into Exchange Offer; To Announce
First Quarter Fiscal Year 2017 Financial Results on January 31, 2017**

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 accepted for exchange all 64,466,896 shares of the common stock of Applied Micro Circuits Corporation (NASDAQ: AMCC) (“AppliedMicro”) validly tendered into the previously announced exchange offer by a wholly owned subsidiary of MACOM to acquire all of the outstanding shares of AppliedMicro for the agreed consideration of \$3.25 in cash and 0.1089 shares of MACOM common stock for each share of AppliedMicro common stock. The shares accepted represent approximately 73.6% of AppliedMicro’s outstanding shares of common stock.

The exchange offer expired at midnight, 12:00 a.m. Eastern, at the end of January 25, 2017.

As previously announced MACOM will acquire the remaining outstanding shares of AppliedMicro’s common stock through a merger of AppliedMicro with and into a direct wholly owned subsidiary of MACOM, which MACOM expects to complete prior to the opening of trading on NASDAQ on Friday, January 27, 2017.

First Quarter Fiscal Year 2017 Financial Results

In addition, MACOM today announced it will release first quarter Fiscal Year 2017 financial results on Tuesday, January 31, 2017 after the market closes. Following the press release, John Croteau, President and Chief Executive Officer, and Bob McMullan, Senior Vice President and Chief Financial Officer, will host a live audio webcast and conference call at 5:00p.m. Eastern Time.

First Quarter Fiscal Year 2017 Conference Call and Webcast Information: Date: Tuesday, January 31, 2017

Time: **5:00 p.m. Eastern Time**
 Conference Call Number: **1-877-837-3908**
 International Call Number: **+1-973-872-3000**
 Pass Code: **46453715**

The conference call replay will be available for at least five business days, beginning two hours after the call. The replay dial-in number is 1-855-859-2056, and the pass code is **46453715**. International callers should dial +1-404-537-3406 and enter the same pass code at the prompt. Additionally, the conference call will broadcast live over the Internet and can be accessed by all interested parties for approximately 90 days in the Investor Relations section of the Company’s website at <http://ir.macom.com/>.

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, including the successful closing of the AppliedMicro transaction. 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, delays or inability to close the AppliedMicro transaction, costs associated with the the AppliedMicro transaction, tender offer and financing of the AppliedMicro transaction, delays or inability to halt, suspend or cease trading of AppliedMicro on Nasdaq, delays or inability to engage with potential buyers of the Compute business or complete any of the anticipated divestiture and restructuring activities, matters arising in connection with the parties' efforts to comply with and satisfy applicable regulatory approvals and closing conditions relating to the AppliedMicro transaction, delays in or inability to complete 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, disruption to our business following the AppliedMicro transaction, the potential for weakness or less than expected strength in our catalog business, continued weakness 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 in any or all 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 MASEc, or single-Lambda PAM4 solutions or any other solution offered by us, 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.

Company Contact:

MACOM Technology Solutions Holdings, Inc.

Stephen Ferranti, 978-656-2977

Vice President of IR

stephen.ferranti@macom.com

or

Investor Relations Contacts:

Leanne K. Sievers, 949-224-3874

EVP, Investor Relations

lsievers@sheltongroup.com

or

Brett L. Perry, 214-272-0070

Vice President, Investor Relations

sheltonir@sheltongroup.com