

APPLIED MICRO CIRCUITS CORP  
Form 425  
November 29, 2016

Filed by MACOM Technology Solutions Holdings, Inc.  
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Subject Company: Applied Micro Circuits Corporation

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**Nov 29, 2016**

### **MACOM to Webcast Town Hall Meeting on November 30**

**LOWELL, Mass.** MACOM Technology Solutions Holdings, Inc. (NASDAQ:MTSI) ( **MACOM** ), a leading supplier of high-performance analog RF, microwave, millimeterwave and photonic semiconductor products, and Applied Micro Circuits Corporation (NASDAQ:AMCC) ( **AppliedMicro** ), a global leader in Connectivity and Computing solutions for next-generation cloud infrastructure and Data Center, today announced that a webcast will be made available for the upcoming Town Hall Meeting in Boston on November 30<sup>th</sup>.

MACOM's President and CEO, John Croteau, together with AppliedMicro's President and CEO, Dr. Paramesh Gopi, as well as several other MACOM executives are scheduled to host Town Hall Meetings from 11:30 a.m. to 1:00 p.m. at the Boston Harbor Hotel in Boston on November 30, at the Millennium Broadway Hotel in New York on December 1, and at the InterContinental Hotel in San Francisco on December 2. The purpose of these events is to discuss MACOM's proposed acquisition of AppliedMicro and provide an in-depth look at MACOM's expanding market position in Cloud Data Center and Enterprise Networking, including how the addition of AppliedMicro's Connectivity portfolio further enhances MACOM's opportunity.

A live audio webcast of the Company's presentation in Boston on November 30 will be available on the Investor Relations section of MACOM's website at <http://ir.macom.com> beginning at approximately 11:30am EST. Subsequent to the event, the Company expects to make an archived replay of the presentation available within approximately 24 hours.

Institutional investors or sell-side analysts interested in attending the event in person must be pre-registered and should contact [ir@macom.com](mailto:ir@macom.com), as space is limited.

### **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 photonic 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.

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### **About AppliedMicro**

AppliedMicro is a global leader in computing and connectivity solutions for next-generation cloud infrastructure and data centers. AppliedMicro delivers silicon solutions that dramatically lower total cost of ownership. Corporate headquarters are located in Santa Clara, California. [www.apm.com](http://www.apm.com).

### **Forward-Looking Statements**

**DISCLOSURE NOTICE:** This document contains forward-looking information related to MACOM, AppliedMicro and the proposed acquisition of AppliedMicro by MACOM that involves substantial risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Forward-looking statements in this document include, among other things, statements about the potential benefits of the proposed acquisition. Risks and uncertainties include, among other things, risks related to the satisfaction of the conditions to closing the acquisition (including the failure to obtain necessary regulatory approvals) in the anticipated timeframe or at all, including uncertainties as to how many of AppliedMicro's stockholders will tender their shares in the tender offer and the possibility that the acquisition does not close; risks related to the ability to realize the anticipated benefits of the acquisition, including the possibility that the expected benefits from the proposed acquisition will not be realized or will not be realized within the expected time period; the risk that the businesses will not be integrated successfully; disruption from the transaction making it more difficult to maintain business, contractual and operational relationships; negative effects of this announcement or the consummation of the proposed acquisition on the market price of MACOM's common stock and on MACOM's operating results; significant transaction costs; unknown liabilities; the risk of litigation and/or regulatory actions related to the proposed acquisition;

other business effects, including the effects of industry, market, economic, political or regulatory conditions; future exchange and interest rates; changes in tax and other laws, regulations, rates and policies; future business combinations or disposals; the uncertainties inherent in research and development, including the ability to sustain and increase the rate of growth in revenues for AppliedMicro's products; and competitive developments.

A further description of risks and uncertainties relating to MACOM and AppliedMicro can be found in their respective Annual Reports on Form 10-K for the fiscal years ended September 30, 2016 and March 31, 2016, respectively, and in their subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the U.S. Securities and Exchange Commission (the "SEC") and available at [www.sec.gov](http://www.sec.gov).

The information contained in this document is as of November 29, 2016. Neither MACOM nor AppliedMicro assumes any obligation to update forward-looking statements contained in this document as the result of new information or future events or developments.

### **Additional Information and Where to Find It**

The exchange offer for the outstanding shares of AppliedMicro stock in connection with MACOM's proposed acquisition of AppliedMicro described in this communication has not yet commenced. This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for any materials that MACOM and its offering subsidiary, Montana Merger Sub I, Inc. ("Purchaser"), will file with the SEC.

Purchaser plans to file a Tender Offer Statement on Schedule TO, together with other related exchange offer documents, including a letter of transmittal, in connection with the offer; AppliedMicro plans to file a Recommendation Statement on Schedule 14D-9 in connection with the offer; and MACOM plans to file a Registration Statement on Form S-4 that will serve as a prospectus for MACOM stock to be issued as consideration in the offer and the acquisition. These documents will contain important information about MACOM, AppliedMicro and the acquisition. AppliedMicro stockholders are urged to read these documents carefully and in their entirety when they become available before making any decision regarding exchanging their shares. These documents will be made available to AppliedMicro stockholders at no expense to them and will also be available for free at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies may be obtained for free by contacting MACOM's investor relations department at 949-224-3874 or AppliedMicro's investor relations department at (415) 217-4962.

In addition to the SEC filings made in connection with the transaction, each of MACOM and AppliedMicro files annual, quarterly and current reports and other information with the SEC. You may read and copy any reports or other such filed information at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. MACOM's and AppliedMicro's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

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