

MICROSEMI CORP
Form 8-K/A
December 16, 2015

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

FORM 8-K/A
Amendment No. 2

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 27, 2015

MICROSEMI CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	0-8866 (Commission File Number)	95-2110371 (IRS Employer Identification No.)
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One Enterprise, Aliso Viejo, California (Address of principal executive offices)	92656 (Zip Code)
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Registrant's telephone number, including area code (949) 380-6100
(Former name or former address, if changed since last report.)

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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EXPLANATORY NOTE

As previously reported on a Current Report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2015 (the "Initial Form 8-K"), on April 28, 2015, Microsemi Corporation ("Microsemi", "we", "our", and similar terms) through our indirect wholly-owned subsidiary LLIU100 Acquisition Corp. ("Purchaser"), completed the acquisition of Vitesse Semiconductor Corporation ("Vitesse").

This Amendment No. 2 to Form 8-K is being filed to amend Item 9.01 of the Initial Form 8-K to include the financial statements of Vitesse and the pro forma financial information relating to Microsemi's acquisition of Vitesse. As part of Amendment No. 1 to the Form 8-K, Microsemi previously filed the audited financial statements of Vitesse as of September 30, 2014 and September 30, 2013 and for each of the three years ended September 30, 2014, the unaudited interim financial statements of Vitesse as of December 31, 2014 and for the three months ended December 31, 2014 and 2013 and the unaudited pro forma financial information as of December 28, 2014, for the 12 months ended September 28, 2014 and for the three months and December 28, 2014. The information in this Amendment No. 2 to the Form 8-K, should be read in conjunction with the Initial Form 8-K and Amendment No. 1 to the Form 8-K.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statement and Exhibits

(a) Financial statements of businesses acquired.

The following unaudited interim financial statements are filed herewith as Exhibit 99.5:

• Unaudited consolidated balance sheet of Vitesse as of March 31, 2015; and

Unaudited consolidated statements of operations of Vitesse for the three months and six months ended March 31, 2015 and March 31, 2014, unaudited consolidated statements of cash flows for the six months ended March 31, 2015 and March 31, 2014, and the unaudited statement of stockholders' equity for the six months ended March 31, 2015.

(b) Pro forma financial information.

The following unaudited pro forma condensed combined financial information and related notes are filed herewith as Exhibit 99.6:

• Unaudited pro forma condensed combined balance sheet as of March 31, 2015; and

• Unaudited pro forma condensed combined statement of operations for the six months ended March 31, 2015.

(d) Exhibits

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of March 17, 2015, by and among Microsemi Corporation, LLIU100 Acquisition Corp. and Vitesse Semiconductor Corporation (incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K (File No.000-08866) filed by Microsemi Corporation on March 18, 2015).*
10.1	Incremental Joinder Agreement, dated as of April 28, 2015, by and among Microsemi Corporation, the incremental lenders party thereto and Bank of America, N.A., as administrative agent, collateral agent, issuing lender and swingline lender.*
23.1	Consent of Independent Registered Public Accounting Firm.*
99.1	Joint press release issued by Microsemi Corporation and Vitesse Semiconductor Corporation on April 28, 2015.*
99.2	Audited Financial Statements of Vitesse.*
99.3	Unaudited Financial Statements of Vitesse.*
99.4	Unaudited Pro Forma Condensed Combined Financial Information.*
99.5	Unaudited Financial Statements of Vitesse, filed herewith.
99.6	Unaudited Pro Forma Condensed Combined Financial Information, filed herewith.

* Previously filed

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.

Microsemi Corporation

By /s/ John W. Hohener
John W. Hohener
Executive Vice President, Chief Financial Officer,
Secretary and Treasurer
(Principal Financial and Accounting Officer and duly
authorized to sign on behalf of the Registrant)

Date: December 15, 2015

EXHIBIT INDEX

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