

SEMTECH CORP
Form 8-K
March 31, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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) March 28, 2008

Semtech Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-6395
(Commission File Number)

95-2119684
(IRS Employer Identification No.)

200 Flynn Road

Camarillo, California
(Address of Principal Executive Offices)

93012-8790
(Zip Code)

805-498-2111

(Registrant's Telephone Number, Including Area Code)

(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:

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- “ 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))

Item 8.01 Other Events.

Rockell N. Hankin, Chairman of the Board of Semtech Corporation (the "Company"), has informed the Company that he has entered into a written stock trading plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934 to sell up to 225,940 shares of the Company's common stock that will result from the exercise of an equal number of stock options with expiration dates in July 2008. The plan provides for the exercise of specified numbers of the expiring options, and sales of the resulting stock on the open market at or above prices established in the plan, at specified times from mid-April 2008 through mid-July 2008.

Currently, Mr. Hankin reports ownership of 10,000 shares of the Company's common stock, options for 406,987 shares of the Company's common stock, and 3,975 stock units that are the economic equivalent of the same number of shares of the Company's common stock, although the stock units and certain of the options have not yet vested.

Rule 10b5-1 plans are permitted under the Company's Insider Trading Policy and this plan was established during one of the Company-established windows during which employees and directors may trade in Company securities. Transactions under the plan will be reported to the Securities and Exchange Commission in accordance with applicable rules.

Except as may be required by law, the Company does not undertake to report modifications, terminations, or other activities under any publicly announced trading plan or to report trading plans established by other Company employees, officers or directors.

SIGNATURE

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.

Date: March 31, 2008

SEMTECH CORPORATION

By: /s/ Emeka Chukwu
Emeka Chukwu

Chief Financial Officer