

SEMTECH CORP  
Form 10-Q/A  
September 30, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**  
**Amendment No.1**

(Mark One)

☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the quarterly period ended July 31, 2011

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-6395

**SEMTECH CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**200 Flynn Road, Camarillo, California, 93012-8790**  
(Address of principal executive offices, Zip Code)  
**95-2119684**  
(I.R.S. Employer  
Identification No.)  
**Registrant's telephone number, including area code: (805) 498-2111**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

Number of shares of Common Stock, \$0.01 par value per share, outstanding at September 1, 2011: 66,284,462

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to the Company's Quarterly Report on Form 10-Q for the period ended July 31, 2011 (the Form 10-Q), as filed with the Securities and Exchange Commission on September 9, 2011, is to furnish Exhibit 101 to the Form 10-Q as required by Rule 405 of Regulation S-T. Exhibit 101 to this report furnishes the following items from the Company's Form 10-Q formatted in eXtensible Business Reporting Language (XBRL): (i) the unaudited Consolidated Condensed Statements of Operations for the Three and Six Months Ended July 31, 2011 and August 1, 2010, (ii) the unaudited Consolidated Condensed Balance Sheets as of July 31, 2011 and audited Consolidated Condensed Balance Sheets as of January 30, 2011, (iii) the unaudited Consolidated Condensed Statements of Cash Flows for the Six Months Ended July 31, 2011 and August 1, 2010, and (iv) the unaudited Notes to Consolidated Condensed Financial Statements.

No changes have been made to the Form 10-Q other than the furnishing of Exhibit 101 described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

**ITEM 6. Exhibits**

Documents that are not physically filed with this report are incorporated herein by reference to the location indicated.

<b>Exhibit No.</b>	<b>Description</b>	<b>Location</b>
3.1	Restated Certificate of Incorporation of Semtech Corporation	Exhibit 3.1 to our Quarterly Report on Form 10-Q for the quarterly period ended October 26, 2003
3.2	Bylaws of Semtech Corporation	Exhibit 3.2 to our Annual Report on Form 10-K for the year ended January 27, 2008
10.1	Semtech Nonqualified Executive Compensation Plan Adoption Agreement and Plan Document, as amended and restated effective October 12, 2007	Previously filed on Form 10-Q for the quarterly period ended July 31, 2011
31.1	Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended	Previously filed on Form 10-Q for the quarterly period ended July 31, 2011
31.2	Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended	Previously filed on Form 10-Q for the quarterly period ended July 31, 2011
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Exhibit 32.1 is being furnished and shall not be deemed filed )	Previously filed on Form 10-Q for the quarterly period ended July 31, 2011
32.2	Certification of the Chief Financial Officer Pursuant 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Exhibit 32.2 is being furnished and shall not be deemed filed )	Previously filed on Form 10-Q for the quarterly period ended July 31, 2011
101.INS	XBRL Instance Document*	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document*	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*	Filed herewith

\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**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, thereunto duly authorized.

SEMTECH CORPORATION

Registrant

Date: September 30, 2011

/s/ Mohan R. Maheswaran  
Mohan R. Maheswaran  
Chief Executive Officer

Date: September 30, 2011

/s/ Emeka N. Chukwu  
Emeka N. Chukwu  
Vice President Finance, Chief Financial Officer