

MICROCHIP TECHNOLOGY INC  
 Form 4  
 November 17, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 LITTLE MITCHELL R

2. Issuer Name and Ticker or Trading Symbol  
 MICROCHIP TECHNOLOGY INC  
 [MCHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/15/2015

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP, WW Sales and Appns.

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	11/15/2015			M	6,094	A	\$ 45.95
Common Stock	11/15/2015			F	2,322	D	\$ 45.95

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

Edgar Filing: MICROCHIP TECHNOLOGY INC - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 45.95	11/15/2015		M	6,094	(1) (1)	Common Stock	6,094

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE MITCHELL R C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, WW Sales and Appns.	

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

11/17/2015

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The restricted stock units will vest in full on November 15, 2016 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. m of discounts, concessions or commissions from J.P. Morgan Securities Inc. and/or from purchasers of shares for whom the dealers may act as agents or to whom they may sell as principal.

Sales under this prospectus may involve "short sales" of our common stock, which means that J.P. Morgan Securities Inc. may not own the shares at the time of sale or settlement. J.P. Morgan Securities Inc. intends to borrow such shares from securities lenders for delivery to purchasers in this offering, and will pay customary fees to the lenders for this service. J.P. Morgan Securities Inc. may use shares obtained by JPMorgan Chase or its



affiliates upon exercise of options purchased in connection with the Stock Option Liquidity Program to return shares to the securities lenders.

We have agreed to indemnify J.P. Morgan Securities Inc., JPMorgan Chase and their affiliates against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to amounts in respect of such liability.

We estimate that our total expenses for the offering will be approximately \$1,000,000, including expenses related to the registration of the shares of Class A Common Stock and Class A Special Common Stock. Some or all of these expenses will be allocated among the Eligible Optionees participating in the Program. JPMorgan Chase, J.P. Morgan Securities Inc. and their affiliates will bear their own expenses in connection with this offering.

From time to time in the ordinary course of their respective businesses, J.P. Morgan Securities Inc., JPMorgan Chase, and their affiliates have engaged in and may in the future engage in investment or commercial banking transactions with us or our affiliates. Because more than 10% of the net proceeds of this offering will be paid to J.P. Morgan Securities Inc. or its affiliates, this offering is being conducted pursuant to an exemption from Rule 2710 of the Conduct Rules of the National Association of Securities Dealers, Inc.

Additional information related to the plan of distribution may be provided in one or more supplemental prospectuses. You should read this prospectus and any applicable supplemental prospectus supplement carefully before you invest.

#### **ARRANGEMENTS WITH JPMORGAN CHASE AND J.P. MORGAN SECURITIES INC.**

We have entered into the following agreements with JPMorgan Chase or J.P. Morgan Securities Inc. that, in summary, relate to the role and activities of JPMorgan Chase and J.P. Morgan Securities Inc. in connection with the Stock Option Liquidity Program, including the advisory role of J.P. Morgan Securities Inc., JPMorgan Chase and J.P. Morgan Securities Inc. s market activities in connection with the registration agreement as described under Plan of Distribution and the terms of the options to be purchased by JPMorgan Chase from us in connection with the Stock Option Liquidity Program. The underlying class of common stock, notional amounts, exercise prices and time to maturity of the options purchased from us by JPMorgan Chase will be identical to the options sold to us by eligible optionees who elect to participate in the Stock Option Liquidity Program. The options purchased by JPMorgan Chase will also include terms typically found in equity option transactions entered into between sophisticated financial counterparties at arm s length (such as automatic exercise of in-the-money options at maturity, detailed anti-dilution adjustment provisions for dividends and adjustment provisions for mergers, tender offers, nationalizations, insolvencies and de-listings).

**Engagement Letter.** We entered into an engagement letter with J.P. Morgan Securities Inc. under which J.P. Morgan Securities Inc. is providing us with financial advisory services in connection with structuring, analysis and evaluation of the Stock Option Liquidity Program. In exchange for these services, we agreed to designate J.P. Morgan Securities Inc. as the exclusive counterparty in the Stock Option Liquidity Program. We also agreed to indemnify JPMorgan Chase against certain liabilities relating to or arising out of activities performed or services furnished pursuant to the engagement letter. We have agreed with JPMorgan Chase that if the total Gross Payments for Eligible Options participating under the Program exceed an agreed upon amount, we will pay JPMorgan Chase for a portion of its expenses relating to the Program, based on a formula. Similarly, if the total Gross Payments are less than an agreed upon amount, JPMorgan Chase will reimburse us for a portion of our expenses relating to the Program, based on a formula.

**Program Agreement.** We entered into a program agreement with JPMorgan Chase under which we established certain structural terms related to the Stock Option Liquidity Program (excluding the terms of our payments to participating eligible optionees). These structural terms include pricing, the length of the election period and averaging period and the events that may result in an

-9-

---

extension of the election or averaging period or termination of the Stock Option Liquidity Program. The underlying class of common stock, notional amounts, exercise prices and time to maturity of the options purchased from us by JPMorgan Chase will be identical to the options sold to us by Eligible Optionees who elect to participate in the Stock Option Liquidity Program. The options purchased by JPMorgan Chase will also include terms typically found in equity option transactions entered into between sophisticated financial counterparties at arm's length. We agreed to indemnify JPMorgan Chase for certain liabilities related to the Stock Option Liquidity Program, including liabilities relating to our withdrawal or termination of the Stock Option Liquidity Program, liabilities under federal securities laws relating to the notice of Stock Option Liquidity Program and certain other disclosure documents related to the Stock Option Liquidity Program, and liabilities resulting from breaches of representations and warranties made by us to JPMorgan Chase regarding the Stock Option Liquidity Program. If the Stock Option Liquidity Program is terminated or if the averaging period is composed of fewer than ten trading days, we will also agree to reimburse JPMorgan Chase for some or all of its losses incurred in connection with various market activities and JPMorgan Chase will agree to pay us some or all of its gains from such market activities.

**Registration Agreement.** We entered into a registration agreement with JPMorgan Chase and J.P. Morgan Securities Inc. under which we will agree to take certain steps (including, among other things, filing with the SEC the registration statement of which this prospectus forms a part) in order to enable J.P. Morgan Securities Inc. to make sales of up to 41,995,751 shares of our Class A Common Stock and up to 276,731 shares of our Class A Special Common Stock. This registration statement initially was filed on September 21, 2004. The number of shares that J.P. Morgan Securities Inc. offers will be equal to the number of shares underlying all of the options purchased by JPMorgan Chase from us in connection with the Stock Option Liquidity Program.

## DESCRIPTION OF COMMON STOCK

The statements made under this caption include summaries of certain provisions contained in our articles of incorporation and by-laws. These statements do not purport to be complete and are qualified in their entirety by reference to such articles of incorporation and by-laws.

We have three classes of common stock outstanding: Class A Common Stock, \$0.01 par value per share; Class A Special Common Stock, \$0.01 par value per share; and Class B Common Stock, \$0.01 par value per share. There are currently authorized 7.5 billion shares of Class A Common Stock, 7.5 billion shares of Class A Special Common Stock and 75 million shares of Class B Common Stock. At the close of business on June 30, 2004 there were outstanding 1.359 billion shares of Class A Common Stock, 866.8 million shares of Class A Special Common Stock and 9.4 million shares of Class B Common Stock.

### Dividends

Subject to the preferential rights of any preferred stock then outstanding, Holders of our Class A Common Stock, Class A Special Common Stock, and Class B Common Stock are entitled to receive, from time to time, when, as and if declared, in the discretion of our Board, such cash dividends as our Board may from time to time determine, out of such funds as are legally available therefore, in proportion to the number of shares held by them, respectively, without regard to class.

Holders of our Class A Common Stock, Class A Special Common Stock, and Class B Common Stock will also be entitled to receive, from time to time, when, as and if declared by our Board, such dividends of our stock or other property as our Board may determine, out of such funds as are legally available therefore. However, stock dividends on, or stock splits of, any class of common stock will not be paid or issued unless paid or issued on all classes of our common stock, in which case they will be paid or issued only in shares of that class; provided, however, that stock

dividends on, or stock splits of, our Class B Common Stock may also be paid or issued in shares of our Class A Special Common Stock.

We do not intend to pay dividends on our common stock for the foreseeable future.

### Voting Rights

Except as required by law, holders of our Class A Special Common Stock are not entitled to vote. When holders of our Class A Special Common Stock are entitled to vote by applicable law, each share of our Class A Special Common Stock has the same number of votes as each share of our Class A Common Stock.

On all matters submitted for a vote of holders of all classes of our voting stock, holders of our Class A Common Stock in the aggregate hold 66 2/3% of the aggregate voting power of our capital stock.

Each share of our Class A Common Stock has the number of votes equal to a quotient the numerator of which is the excess of (1) the Total Number of Votes (as defined below in this paragraph) over (2) the sum of (A) the Total Number of B Votes (as defined below in this paragraph) and (B) the Total Number of Other Votes (as defined below in this paragraph) and the denominator of which is the number of outstanding shares of our Class A Common Stock.

Total Number of Votes on any record date is equal to a quotient the numerator of which is the Total Number of B Votes on such record date and the denominator of which is the B Voting Percentage (as defined below in this paragraph) on such record date. Total Number of B Votes on any record date is equal to the product of (1) 15 and (2) the number of outstanding shares of our Class B Common Stock on such record date. Total Number of Other Votes on any record date means the aggregate number of votes to which holders of all classes of our capital stock other than holders of our Class A Common Stock and our Class B Common Stock are entitled to cast on such record date in an election of directors. B Voting Percentage on any record date means the portion (expressed as a percentage) of the total number of votes to which all holders of our Class B Common Stock are entitled to cast on such record date in an election of directors. Initially, the B Voting Percentage will be 33 1/3%.

As a result of the formula for determining the votes per share of our Class A Common Stock, on all matters submitted for a vote of holders of one or more classes of our voting stock, holders of our Class B Common Stock in the aggregate will hold 33 1/3% of the aggregate voting power of our capital stock, regardless of the number of shares of our Class A Common Stock or any other class of our capital stock outstanding at any time. If the number of shares of our Class B Common Stock outstanding is reduced for any reason (e.g., by repurchase or conversion), the aggregate voting power of our Class B Common Stock will be proportionately reduced.

Each share of our Class B Common Stock has 15 votes.

### Approval Rights

Except as required by law, holders of Class A Special Common Stock and Class A Common Stock have no specific approval rights over any corporate actions.

Holders of our Class B Common Stock have an approval right over (1) any merger of us with another company or any other transaction, in each case that requires our shareholders' approval under applicable law, or any other transaction that would result in any person or group owning shares representing in excess of 10% of the aggregate voting power of the resulting or surviving corporation, or any issuance of securities (other than pursuant to director or officer stock option or purchase plans) requiring our shareholders' approval under the rules and regulations of any stock exchange or quotation system; (2) any issuance of our Class B Common Stock or any securities exercisable or exchangeable for or convertible into our Class B Common Stock; and (3) charter or bylaw amendments (such as a charter amendment to opt in to any of the Pennsylvania antitakeover statutes) and other actions (such as the adoption, amendment or redemption of a shareholder rights plan) that limit the rights of holders of our Class B Common Stock or any subsequent transferee of our Class B Common Stock to transfer, vote or otherwise exercise rights with respect to our capital stock.



Principal Shareholder

Brian L. Roberts, our President, CEO and Chairman of our Board of Directors, through his control of BRCC Holdings LLC and certain trusts, which own all outstanding shares of our Class B Common Stock, holds a

-11-

---

nondilutable 33 1/3% of the combined voting power of our stock and also has separate approval rights over certain material transactions involving us, as described above under Approval Rights. The Class B Common Stock is convertible on a share-for-share basis into Class A Common Stock or Class A Special Common Stock. As of June 30, 2004, if BRCC Holdings LLC, the trusts and Mr. Roberts were to convert the Class B Common Stock which they are deemed to beneficially own into Class A Common Stock, Mr. Roberts would beneficially own 9,447,392 shares of Class A Common Stock, which is approximately 0.7% of the Class A Common Stock that would be outstanding after the conversion.

#### Conversion of Class B Common Stock

The Class B Common Stock is convertible share for share into either the Class A Common Stock or the Class A Special Common Stock.

#### Preference on Liquidation

In the event of our liquidation, dissolution or winding up, either voluntary or involuntary, the holders of Class A Special Common Stock, Class A Common Stock and Class B Common Stock are entitled to receive, subject to any liquidation preference of any preferred stock then outstanding, our remaining assets, if any, in proportion to the number of shares held by them without regard to class.

#### Mergers, Consolidations, Etc.

Our charter provides that if in a transaction such as a merger, consolidation, share exchange or recapitalization holders of each class of our common stock outstanding do not receive the same consideration for each of their shares of our common stock (i.e., the same amount of cash or the same number of shares of each class of stock issued in the transaction in proportion to the number of shares of our common stock held by them, respectively, without regard to class), holders of each such class of our common stock will receive mirror securities (i.e., shares of a class of stock having substantially equivalent rights as the applicable class of our common stock).

#### Miscellaneous

The holders of Class A Common Stock, Class A Special Common Stock and Class B Common Stock do not have any preemptive rights. All shares of Class A Common Stock, Class A Special Common Stock and Class B Common Stock presently outstanding are, and all shares of the Class A Common Stock and Class A Special Common Stock offered hereby, or issuable upon conversion, exchange or exercise of securities offered hereby, will, when issued, be, fully paid and non-assessable. We have been advised that the Class A Common Stock and Class A Special Common Stock are exempt from existing Pennsylvania personal property tax.

The transfer agent and registrar for our Class A Special Common Stock and Class A Common Stock is Equiserve, 525 Washington Blvd., Jersey City, New Jersey 07310. Their telephone number is (888) 883-8903.

### **DESCRIPTION OF SHAREHOLDER RIGHTS PLAN**

The following description of the material terms of a rights agreement with respect to a shareholder rights plan which we entered into in connection with the completion of the Broadband acquisition is qualified by reference to the terms of the rights agreement, which is included as an exhibit to the registration statement of which this prospectus is a part.

#### The Rights

Edgar Filing: MICROCHIP TECHNOLOGY INC - Form 4

Pursuant to the rights agreement, our board declared on November 18, 2002 a dividend of one preferred stock purchase right (the Rights ) for each outstanding share of our Class A Common Stock, Class A Special Common Stock, and Class B Common Stock payable to holders of record on November 18, 2002. Shares of

-12-

---

Common Stock issued after the record date and prior to the Distribution Date will be issued with a Right attached so that all shares of Common Stock outstanding prior to the Distribution Date will have Rights attached. 2.5 million shares of Preferred Stock have been reserved for issuance upon exercise of the Rights.

Rights holders have no rights as a shareholder of the Company, including the right to vote or to receive dividends.

The rights agreement includes antidilution provisions designed to prevent efforts to diminish the effectiveness of the Rights.

The transferability and exercisability of the Rights will depend on whether a Distribution Date has occurred. A Distribution Date generally means the earlier of (1) the close of business on the tenth day after a public announcement that any person or group has become an Acquiring Person and (2) the close of business on the tenth business day after the date of the commencement of a tender or exchange offer by any person that could result in such person becoming an Acquiring Person. An Acquiring Person generally means any person or group (other than any holder of our Class B common stock or any of such holder's affiliates) who becomes the beneficial owner of our voting capital stock that represents 10% or more of the total number of votes that holders of our capital stock are entitled to cast with respect to any matter presented for a shareholder vote.

#### Transferability

Prior to the Distribution Date, (1) the Rights will be evidenced by the certificates of the relevant underlying common stock and the registered holders of the common stock shall be deemed the registered holders of the associated Rights and (2) the Rights will be transferable only in connection with transfers of shares of the underlying common stock. After the Distribution Date, the rights agent will mail separate certificates evidencing the Rights to each holder of the relevant underlying common stock as of the close of business on the Distribution Date. Thereafter, the Rights will be transferable separately from the common stock.

#### Exercisability

The Rights will not be exercisable prior to the Distribution Date. After the Distribution Date, but prior to the occurrence of an event described below under Flip In Feature or Flip Over Feature, each Right will be exercisable to purchase for \$125 one one-thousandth of a share of our Series A Participating Cumulative Preferred Stock.

#### Flip In Feature

If any person becomes an Acquiring Person, each holder of a Right, except for the Acquiring Person or certain affiliated persons, will have the right to acquire, instead of one one-thousandth of a share of our Series A Participating Cumulative Preferred Stock, a number of shares of our Class A common stock, in each case having a market value equal to twice the exercise price of the Right. For example, if an initial purchase price of \$125 were in effect on the date that the flip in feature of the Rights were exercised, any holder of a Right, except for the person that has become an Acquiring Person or certain affiliated persons, could exercise his or her Right by paying to us \$125 in order to receive shares of our Class A common stock having a value equal to \$250.

#### Exchange Feature

At any time after a person becomes an Acquiring Person (but before any person becomes the beneficial owner of our voting capital stock representing 50% or more of the total number of votes which holders of our capital stock are entitled to cast with respect to any matter presented for a shareholder vote), our Board may exchange all or some of the Rights, except for those held by any Acquiring Person or certain affiliated persons, for our Class A common stock at an exchange ratio of one share of our Class A common stock for each Right. Use of this exchange feature means

that eligible Rights holders would not have to pay cash before receiving shares of our Class A common stock.

Flip Over Feature

If, after a person becomes an Acquiring Person, (1) we are involved in a merger or other business combination in which we are not the surviving corporation or any of our common stock is exchanged for other securities or assets or (2) we and/or one or more of our subsidiaries sell or transfer assets or earning power aggregating 50% or more of the assets or earning power of us and/or our subsidiaries, then each Right will entitle the holder, except for any Acquiring Person or certain affiliated persons, to purchase a number of shares of common stock of the other party to the transaction having a value equal to twice the exercise price of the Right.

Redemption of Rights

Our Board may redeem all of the Rights at a price of \$0.001 per Right at any time prior to the time that any person becomes an Acquiring Person. The right to exercise will terminate upon redemption, and at that time, holders of the Rights will have the right to receive only the redemption price for each Right they hold.

Amendment of Rights

For so long as the Rights are redeemable, the rights agreement may be amended in any respect. At any time when the Rights are no longer redeemable, the rights agreement may be amended in any respect that does not adversely affect Rights holders (other than any Acquiring Person and certain affiliated persons), cause the rights agreement to become amendable except as set forth in this sentence or cause the Rights again to become redeemable.

Expiration of Rights

If not previously exercised or redeemed, the Rights will expire on November 18, 2012, unless earlier exchanged.

Anti-Takeover Effects

The Rights have certain anti-takeover effects. The Rights may cause substantial dilution to a person that attempts to acquire us without a condition to such an offer that a substantial number of the Rights be acquired or that the Rights be redeemed or declared invalid. The Rights should not interfere with any merger or other business combination approved by our Board since the Rights may be redeemed by us as described above.

Taxation

While the dividend of the Rights will not be taxable to stockholders or to us, stockholders or we may, depending upon the circumstances, recognize taxable income in the event that the Rights become exercisable as set forth above.

Series A Preferred Stock

In connection with the creation of the Rights, our Board authorized the issuance of shares of our preferred stock designated as our Series A Participating Cumulative Preferred Stock. We will design the dividend, liquidation, voting and redemption features of our Series A Participating Cumulative Preferred Stock so that the value of one-thousandth of a share of our Series A Participating Cumulative Preferred Stock approximates the value of one share of our Class A common stock. Shares of our Series A Participating Cumulative Preferred Stock will be purchasable only after the Rights have become exercisable. The rights of our Series A Participating Cumulative Preferred Stock as to dividends, liquidation and voting, and in the event of mergers or consolidations, are protected by customary antidilution provisions.



## LEGAL MATTERS

For purposes of this offering, Pepper Hamilton LLP, Philadelphia, Pennsylvania, is giving its opinion on the validity of the shares of common stock that may be issued by Comcast. Certain legal matters will be passed upon for J.P. Morgan Securities Inc. by Davis Polk & Wardwell, New York, New York.

In the ordinary course of its business Davis Polk & Wardwell provides legal advice to Comcast with respect to certain matters. As of the date of this prospectus, attorneys in Pepper Hamilton LLP who have worked on substantive matters for Comcast own shares of our common stock.

## EXPERTS

The consolidated financial statements of Comcast incorporated in this prospectus by reference from Comcast's Current Report on Form 8-K dated September 21, 2004, and the financial statement schedule of Comcast incorporated in this prospectus by reference from Comcast's Annual Report on Form 10-K for the year ended December 31, 2003, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports (which report on the financial statements expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities, and Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets), which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

## WHERE YOU CAN FIND MORE INFORMATION

**Government Filings.** We file annual, quarterly and current reports and other information with the SEC. You may read and copy any document that we file at the SEC's Public Reference Room in Washington, D.C. located at 450 Fifth Street, N.W., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to you free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) or through a link available on our web site at [www.comcast.com](http://www.comcast.com).

**Stock Market.** The Class A Common Stock and the Class A Special Common Stock are traded as National Market Securities on the Nasdaq National Market. Material filed by Comcast can be inspected at the offices of the National Association of Securities Dealers, Inc., Reports Section, 1735 K Street, N.W., Washington, D.C. 20006.

**Information Incorporated by Reference.** The SEC allows us to incorporate by reference the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede previously filed information, including information contained in this document.

We incorporate by reference the documents listed below and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of the initial registration statement of which this prospectus is a part until the offering of shares pursuant to this prospectus has been completed:

Comcast's Annual Report on Form 10-K for the year ended December 31, 2003, filed with the SEC on March 12, 2004 (the Form 10-K).





Edgar Filing: MICROCHIP TECHNOLOGY INC - Form 4

Comcast's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, filed with the SEC on May 5, 2004.

Comcast's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed with the SEC on July 30, 2004.

Comcast's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, filed with the SEC on October 29, 2004.

Comcast's Current Reports on Form 8-K, filed with the SEC on February 11, 2004, April 28, 2004, May 13, 2004 and October 19, 2004.

Comcast's Current Report on Form 8-K filed with the SEC on September 21, 2004, which contains audited consolidated financial statements for the year ended December 31, 2003 that supersede the audited consolidated financial statements contained in the Form 10-K.

The description of our capital stock incorporated in our Current Report on Form 8-K12G3 and Registration Statement on Form 8-A12G, each filed on November 18, 2002, as the same may be amended from time to time.

We are not incorporating by reference any Form 8-Ks through which we furnish, rather than file, information with the SEC.

You may request free copies of these filings by writing or telephoning us at the following address:

Investor Relations  
Comcast Corporation  
1500 Market Street  
Philadelphia, Pennsylvania 19102-2148  
From inside the United States: (866) 281-2100  
From outside the United States: (215) 981-7537

You may also review and/or download free copies of these filings at our Class A Common Stock and Class A Special Common Stock websites at [www.cmcsa.com](http://www.cmcsa.com) and [www.cmcsk.com](http://www.cmcsk.com), respectively. We are not incorporating the contents of either web site into this prospectus.

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS**Item 14 Other expenses of issuance and distribution

The expenses relating to the registration of the shares of Class A Common Stock and Class A Special Common stock are estimated to be as follows:

Registration fee - Securities and Exchange Commission	\$ 149,674
Accountants' fees	\$ 20,000
Legal fees	\$ 100,000
Printing fees	\$ 100,000
Miscellaneous	\$ 30,326
Total	\$ 400,000

Item 15 Indemnification of directors and officers

Sections 1741 through 1750 of Subchapter D, Chapter 17, of the Pennsylvania Business Corporation Law ( PBCL ) contain provisions for mandatory and discretionary indemnification of a corporation s directors, officers and other personnel, and related matters.

Under Section 1741 of the PBCL, subject to certain limitations, a corporation has the power to indemnify directors and officers under certain prescribed circumstances against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with an action or proceeding, whether civil, criminal, administrative or investigative (other than derivative actions), to which any such officer or director is a party or is threatened to be made a party by reason of such person being a representative of the corporation or serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, so long as the director or officer acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, such officer or director had no reasonable cause to believe his/her conduct was unlawful.

Section 1742 of the PBCL permits indemnification in derivative and corporate actions if the appropriate standard of conduct is met, except in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the corporation unless and only to the extent that the proper court determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court deems proper.

Under Section 1743 of the PBCL, indemnification is mandatory to the extent that the officer or director has been successful on the merits or otherwise in defense of any action or proceeding referred to in Section 1741 or 1742 of the PBCL.

Section 1744 of the PBCL provides that, unless ordered by a court, any indemnification under Section 1741 or 1742 of the PBCL shall be made by the corporation only as authorized in the specific case upon a determination that the representative met the applicable standard of conduct, and such determination will be made



by (i) the board of directors by a majority vote of a quorum of directors not parties to the action or proceeding, (ii) if a quorum is not obtainable, or if obtainable and a majority of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders.

Section 1745 of the PBCL provides that expenses (including attorneys' fees) incurred by an officer, director, employee or agent in defending any action or proceeding referred to in Subchapter D of Chapter 17 of the PBCL may be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. Except as otherwise provided in the corporation's bylaws, advancement of expenses must be authorized by the board of directors.

Section 1746 of the PBCL provides generally that the indemnification and advancement of expenses provided by Subchapter D of Chapter 17 of the PBCL shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office. In no event may indemnification be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 1747 of the PBCL grants a corporation the power to purchase and maintain insurance on behalf of any director or officer against any liability incurred by him in his capacity as officer or director, whether or not the corporation would have the power to indemnify him against that liability under Subchapter D of Chapter 17 of the PBCL.

Sections 1748 and 1749 of the PBCL extend the indemnification and advancement of expenses provisions contained in Subchapter D of Chapter 17 of the PBCL to successor corporations in fundamental changes and to representatives serving as fiduciaries of employee benefit plans.

Section 1750 of the PBCL provides that the indemnification and advancement of expenses provided by, or granted pursuant to, Subchapter D of Chapter 17 of the PBCL shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

Article Eleventh of the Comcast charter and Article VII of the Comcast bylaws provide that no director of Comcast will be personally liable, as such, for monetary damages (other than under criminal statutes and under laws imposing such liability on directors or officers for the payment of taxes) unless such person's conduct constitutes self-dealing, willful misconduct or recklessness. Article Twelfth of the Comcast charter also extends such protection to officers.

Article VII of the Comcast bylaws provides that each officer and director of Comcast is indemnified and held harmless by Comcast for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such officer or director in connection with any threatened, pending or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of Comcast), whether civil, criminal, administrative or investigative.

The foregoing statements are subject to the detailed provisions of the PBCL and to the applicable provisions of the Comcast charter and bylaws.

Item 16 List of exhibits

The Exhibits to this registration statement are listed in the Index to Exhibits which immediately follows the signature pages hereto.

II-2

---

Item 17 Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the 1933 Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

*provided, however,* that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by Comcast pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That for purposes of determining any liability under the 1933 Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the

Act and will be governed by the final adjudication of such issue.

II-3

---



**SIGNATURES FOR COMCAST CORPORATION**

Pursuant to the requirements of the Securities Act of 1933, Comcast Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Philadelphia, Pennsylvania, on the 3rd day of November, 2004.

## COMCAST CORPORATION

By: /s/ Arthur R. Block

\_\_\_\_\_  
 Arthur R. Block  
 Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Ralph J. Roberts	Chairman of the Executive and Finance Committee of the Board of Directors; Director	November 3, 2004
/s/ Brian L. Roberts _____ Brian L. Roberts	President, Chief Executive Officer (Principal Executive Officer) and Chairman of the Board of Directors; Director	November 3, 2004
/s/ Lawrence S. Smith _____ Lawrence S. Smith	Executive Vice President (Co-Principal Financial Officer)	November 3, 2004
/s/ John R. Alchin _____ John R. Alchin	Executive Vice President and Treasurer (Co-Principal Financial Officer)	November 3, 2004

II-4

Edgar Filing: MICROCHIP TECHNOLOGY INC - Form 4

/s/ Lawrence J. Salva	Senior Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	November 3, 2004
Lawrence J. Salva	Director	November 3, 2004
*	Director	November 3, 2004
S. Decker Anstrom	Director	November 3, 2004
*	Director	November 3, 2004
C. Michael Armstrong	Director	November 3, 2004
*	Director	November 3, 2004
Sheldon M. Bonovitz	Director	November 3, 2004
*	Director	November 3, 2004
Julian A. Brodsky	Director	November 3, 2004
*	Director	November 3, 2004
Joseph L. Castle, II	Director	November 3, 2004
*	Director	November 3, 2004
J. Michael Cook	Director	November 3, 2004
*	Director	November 3, 2004
Dr. Judith Rodin	Director	November 3, 2004
*	Director	November 3, 2004
Michael I. Sovern		

\*By: /s/ Arthur R. Block November 3,  
Arthur R. Block 2004  
Attorney-in-Fact

<u>Exhibit Number</u>	<u>Description</u>
*1	Registration Agreement dated as of October 4, 2004 between Comcast Corporation, J.P. Morgan Securities, Inc. and JPMorgan Chase Bank (Exhibit (d)(1) to our Schedule TO filed on October 8, 2004)
*4	Rights Agreement dated as of November 18, 2002 between Comcast Corporation (formerly known as AT&T Comcast Corporation) and EquiServe Trust Company, N.A., as Rights Agent, which includes the Form of Certificate of Designation of Series A Participating Cumulative Preferred Stock as Exhibit A and the Form of Right Certificate as Exhibit B (Exhibit 1 to our registration statement on Form 8-A, filed on November 18, 2002)
*5	Opinion of Pepper Hamilton LLP re: legality
23.1	Consent of Deloitte & Touche LLP
*23.2	Consent of Pepper Hamilton LLP (included in Exhibit 5)
**24	Power of Attorney
*99.1	Engagement Letter dated as of October 4, 2004, between Comcast Corporation and JPMorgan Chase Bank (Exhibit (d)(2) to our Schedule TO filed on October 8, 2004)
*99.2	Form of Call Option Transaction Confirmation to be entered into between Comcast Corporation and JPMorgan Chase Bank (Exhibit (d)(3) to our Schedule TO filed on October 8, 2004.)
*99.3	Program Agreement dated as of October 4, 2004, between Comcast Corporation and JPMorgan Chase Bank (Exhibit (d)(4) to our Schedule TO filed on October 8, 2004)

---

\* Incorporated by reference.

\*\* Previously filed.

---