
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): May 22, 2012

M/A-COM Technology Solutions Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-35451
(Commission
File Number)

27-0306875
(I.R.S. Employer
Identification No.)

100 Chelmsford Street
Lowell, Massachusetts
(Address of principal executive offices)

01851
(Zip Code)

Registrant's telephone number, including area code: (978) 656-2500

Not Applicable

(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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Item 7.01. Regulation FD Disclosure.

On May 22, 2012, M/A-COM Technology Solutions Holdings, Inc. (the "Company") will present at the Barclays Global Technology, Media and Telecommunications Conference in New York, New York. The presentation, which will be webcast live at 1:45 p.m. Eastern Time, may be accessed from the Investors section of the Company's website at www.macomtech.com. A copy of the presentation slideshow is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | M/A-COM Technology Solutions Holdings, Inc. Presentation at Barclays Global Technology, Media and Telecommunications Conference on May 22, 2012. |

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.

M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

Dated: May 22, 2012

By: /s/ Conrad Gagnon
Conrad Gagnon
Chief Financial Officer

EXHIBIT INDEX

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M/A-COM Technology Solutions Holdings

May 22, 2012



Forward-Looking Statement Safe Harbor and Use of Non-GAAP Financial Measures

This presentation will include forward-looking statements by us within the meaning of the Private Securities Litigation Reform Act of 1995, and any related Q&A discussion may include such statements as well. Forward-looking statements are statements about future results or events. These statements may relate to, among other things, our future growth, net revenue, gross margin, operating margin, earnings, cash flow, capital expenditures, working capital and other financial items, or our target operating model, business strategy, goals and expectations concerning our market position, future operations or other topics. We may use the words "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "forecast", "guidance", "target model" and similar terms and phrases when making forward-looking statements.

Our forward-looking statements are subject to assumptions, risks and uncertainties, and are not guarantees of future results. Actual results may differ materially from the outcomes stated or implied by our forward-looking statements based on any assumptions and risk factors we may mention today or otherwise, and based on the risk factors set forth in our Quarterly Report on Form 10-Q filed with the SEC on May 10, 2012, which is publicly-available on the SEC's EDGAR database. We undertake no obligation to update any information contained in these statements at a later date.

Any references we make to our projected future financial results "announced as of May 8, 2012" are not intended to update, revise or reaffirm that projection as of today.

We will make references in this presentation to certain financial information calculated on a basis other than in accordance with accounting principles generally accepted in the United States (GAAP), including certain gross margin and operating margin figures calculated to exclude amortization, non-cash compensation expense, accretion of contingent consideration and/or restructuring charges required to be included by GAAP. An appendix at the end of this presentation includes a reconciliation of each non-GAAP figure presented herein to the most comparable GAAP figure. Our fiscal year end is the Friday closest to September 30th.

M/A-COM Tech Snapshot

Provider of high-performance analog semiconductor solutions for use in wireless and wireline applications across the RF, microwave & millimeterwave spectrum



- 60-year heritage of innovation
- \$310M of FY 2011 revenue
- 2,700+ products across 38 product lines
- 6,000+ customers worldwide
- Global, multi-channel sales strategy
- Differentiated "Fab-Lite" model

Large and Growing End Markets

- Numerous applications in each primary market
- >\$30 B market opportunity with projected 14% CAGR⁽¹⁾

Networks – 25%



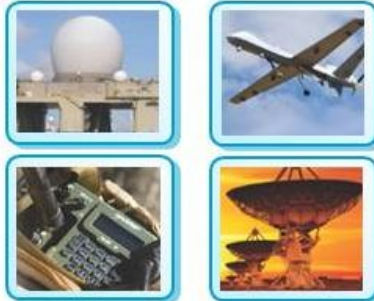
Wireless Backhaul

Fiber Optics

VSAT Terminals

CATV / Broadband

A&D – 36%



Radar – Air, Ground & Sea

Military Communications

Electronic warfare

Space & Hi-Rel

Multi-market – 39%



Automotive

Industrial & Medical

Test & Measurement

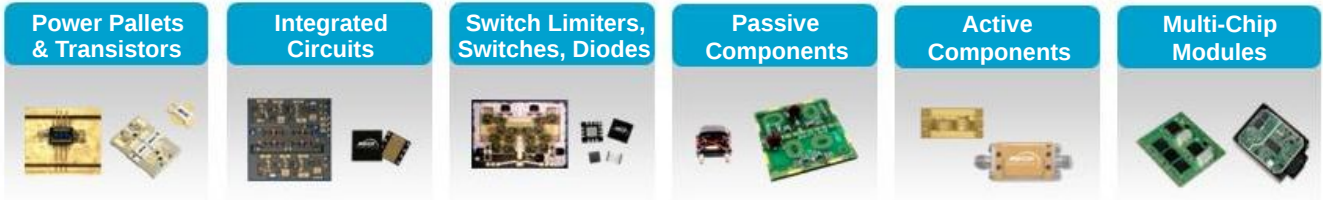
Mobile Devices

Note: Percent of Q2 FY 2012 revenue shown for primary markets. 1. Source: Frost & Sullivan, 2010-2017

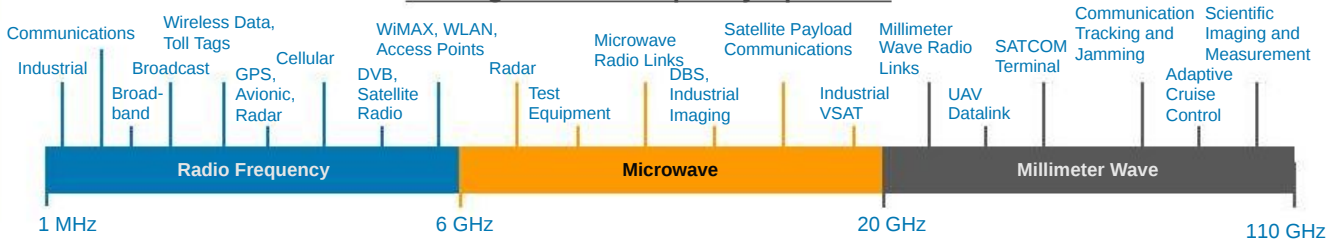
Broad & Innovative Product Portfolio

- Over 2,700 products across 38 product lines
- High performance analog products up to 100 GHz
- Long product lifecycles ranging from 5 – 10 years

Diverse Array of Products and Form Factors



Serving a Broad Frequency Spectrum



Growth Strategy with Multiple Drivers



**NEW PRODUCTS /
PRODUCT LINES**



GaN Transistors
& Smart Pallets

**INTEGRATED
SOLUTIONS**



38 GHz SmartSet

**NEW ADJACENT
MARKETS**



40G / 100G
Optoelectronics

**OPPORTUNISTIC
ACQUISITIONS**



Mimix
BROADBAND™

OPTOMAI



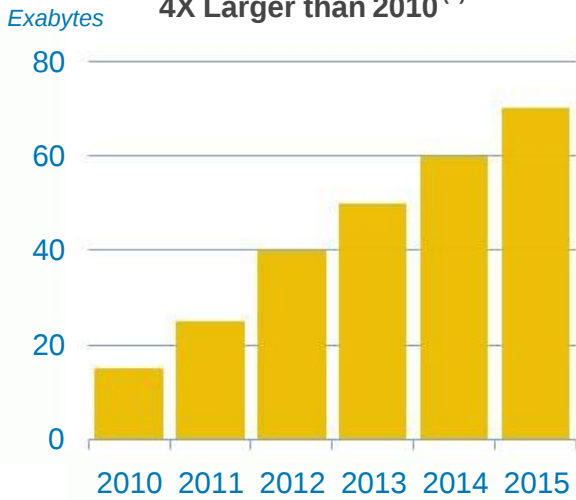
MARKET OVERVIEW



Networks Overview

Market Drivers

By 2015 Total Internet Traffic will be 4X Larger than 2010⁽¹⁾



- Proliferation of smartphones, tablets, video on demand services
- Infrastructure expansion & upgrades for greater capacity and faster speeds

1. 2010 Cisco Visual Networking index.

Applications

Wireless Backhaul



Fiber Optics



CATV / Broadband



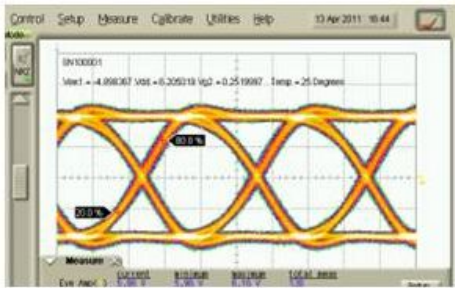
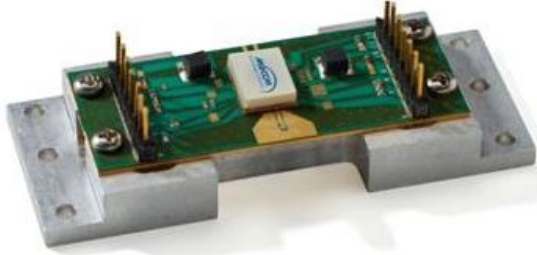
Satellite Internet



Key Customers



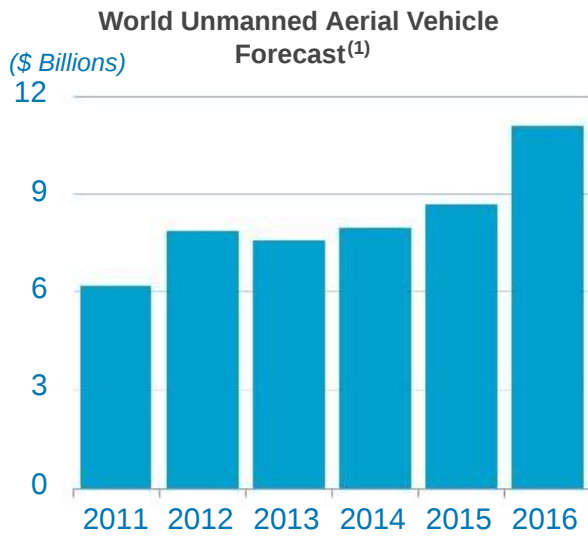
Networks Product Highlight: Optoelectronics



- Multiple design wins for modulator driver and TIA products for 100G
- Ramp in production with 100G long haul customer
- At OFC, our EML driver used in customer demonstration of 100GbE CFP2
- Ovum forecasts double digit CAGR for 100G ramping in late CY 2012 thru 2013

Aerospace & Defense Overview

Market Drivers



- UAV market to double over next decade⁽¹⁾
- Electronic content growth in A&D – phased array radars with 1000s of T/R modules

1. The Teal Group.

Applications

Radar



Military Communications



Space & Hi-Rel



Electronic Warfare



Key Customers

HARRIS

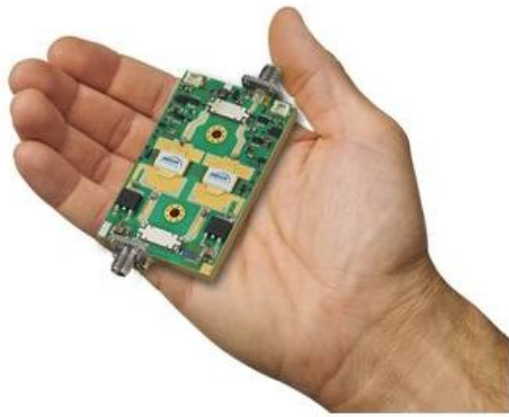
**Rockwell
Collins**



ITT

THALES

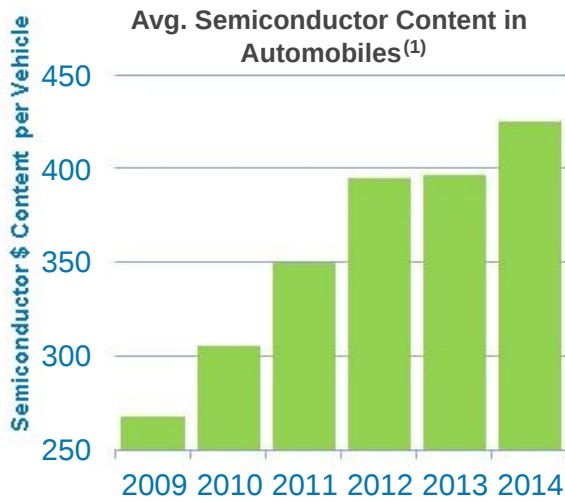
A&D Product Highlight: GaN Smart Pallet



- GaN Smart Pallet incorporates hybrid PA technologies & intelligent bias circuitry
- Compact module optimizes performance, reliability and cost for customer
- Sole source design win with US Defense customer for mortar locating radar
- 20 units to be delivered this year with full rate production slated for CY 2014

Multi-market Overview

Market Drivers



- Increasing semiconductor content per automobile – 9% CAGR⁽¹⁾
- Solutions for medical imaging, life sciences, and test & measurement
- Broad portfolio of catalog products

1. IC Insights. 9% CAGR from 2010-2014.

Applications



Key Customers



SIEMENS



Agilent Technologies

Multi-market Highlight: Automotive



Ford "Sync" GPS Module



ADAS Prototype with NAVTEQ Maps

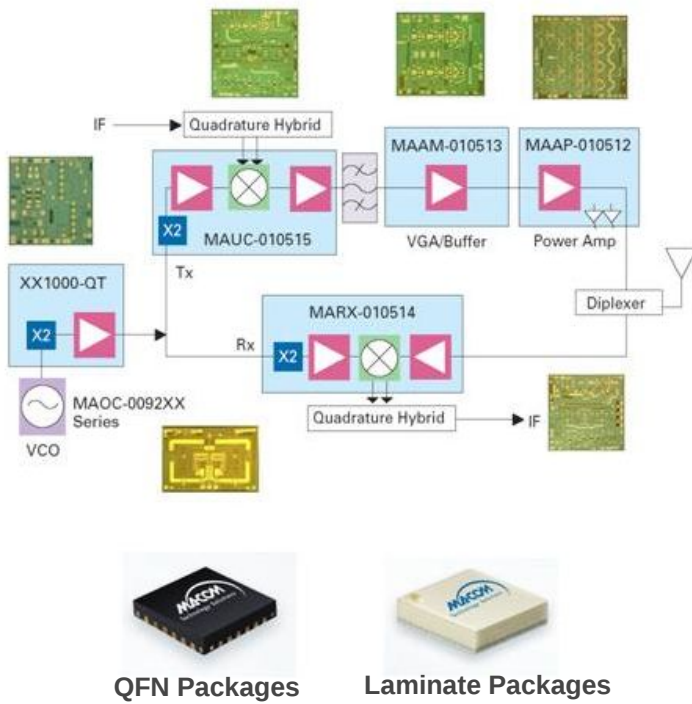
- Ford is only >10% customer for patented GPS "Sync" Module
- Module enables dead reckoning feature & eliminates need for antenna fin
- Marketing ADAS prototype with NAVTEQ for energy efficiency & enhanced safety
- Other automotive applications include sensor products for short range radar

COMPETITIVE ADVANTAGE



Advanced R&D Capabilities

42 GHz SmartSet for Wireless Backhaul



- System level approach to solutions that enable fast time to market for customer
- Combines unique modeling, IC design, integration & packaging capabilities
- A leader in RF front end architecture for wireless backhaul with “SmartSet” solution
- Innovation in surface mount packaging allows use of high volume manufacturing

Differentiated “Fab-Lite” Model

- **Owning a fab is a competitive advantage**
 - Proprietary process technologies
 - Assurance of supply
 - Control over quality
 - Strategic for US A&D customers
- **Outsourcing enhances attractiveness of financial model**
 - Variable cost structure
 - Outsourcing of excess demand
 - Low capital expenditures

Internal Process Technologies

- ✓ AlGaAs Diodes
- ✓ GaAs MESFET
- ✓ GaAs pHEMT
- ✓ HMIC Technology
- ✓ Silicon Bipolar
- ✓ Silicon Diodes
- ✓ Silicon LDMOS
- ✓ Silicon MOSFET

External Process Technologies

- ✓ GaAs HBT
- ✓ GaAs HFET
- ✓ GaAs MESFET
- ✓ GaAs pHEMT
- ✓ GaN on SiC
- ✓ InP HBT
- ✓ RF CMOS
- ✓ SiGe



FINANCIAL OVERVIEW

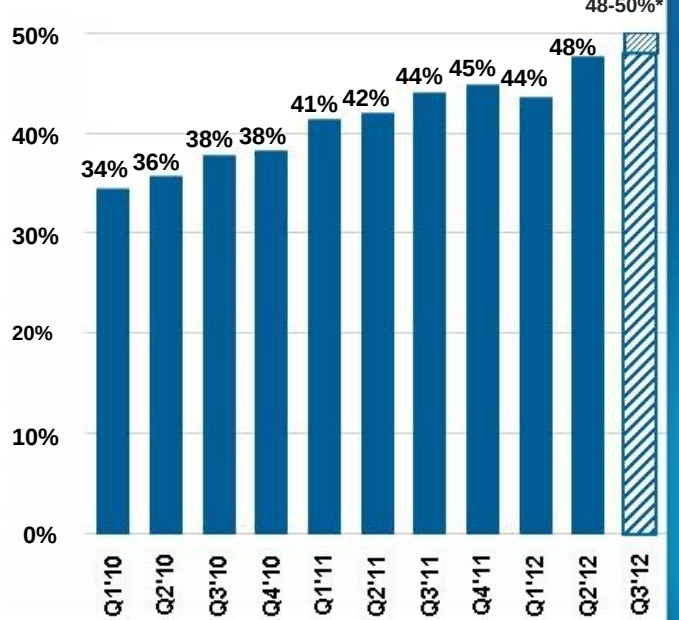
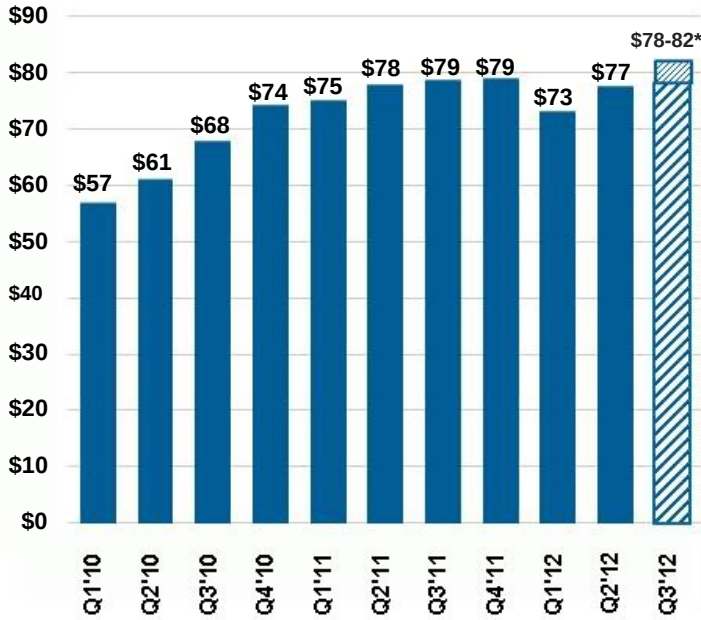


Revenue and Gross Margin Expansion

Revenue by Fiscal Quarter

Gross Margin** by Fiscal Quarter

(\$ in millions)



* Q3 FY 2012 guidance announced as of May 8, 2012

** Non-GAAP: Excludes amortization and non-cash compensation expenses.

2-Year Target Operating Model

(\$ in millions / % of revenue)

| | FY 2010 | FY 2011 | Q2 FY 2012 | Target Model |
|------------------------------------|---------|---------|------------|---------------------|
| Revenue | \$260 | \$310 | \$77 | Above Market Growth |
| Gross Margin ⁽¹⁾ | 37% | 43% | 48% | 55% – 60% |
| Operating Margin ⁽¹⁾⁽²⁾ | 10% | 17% | 23% | 30% – 35% |

1. Non-GAAP: Excludes amortization and non-cash compensation expenses.

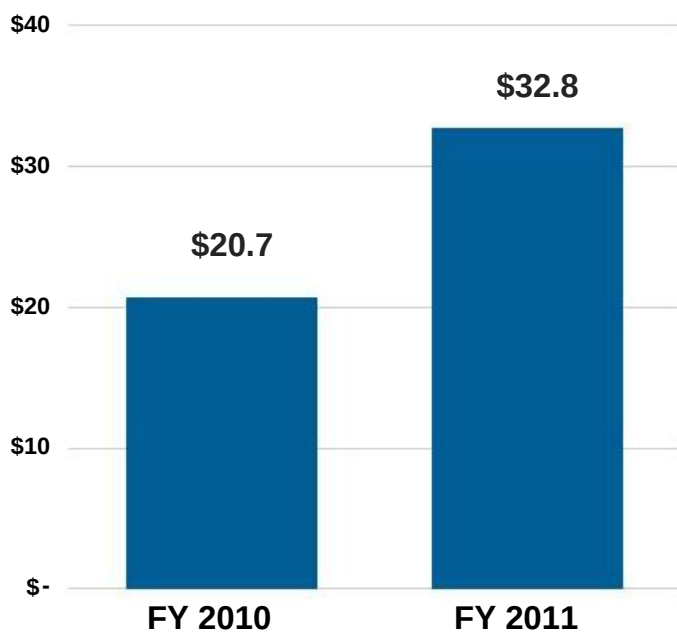
2. Non-GAAP: Also excludes accretion of contingent consideration and restructuring charges.

Strong Cash Flow & Balance Sheet

Annual Operating Cash Flow

As of March 30, 2012

(\$ in millions)



**First Half FY'12 Operating
Cash Flow - \$18.2**

Cash & Equivalents - \$74.7

Working Capital - \$130.6

Debt Free

**Unused and Available
Line of Credit - \$125.0**

Appendix



Reconciliation of GAAP to Non-GAAP Results

(\$ in thousands)

| | Q1 2010 | Q2 2010 | Q3 2010 | Q4 2010 | Q1 2011 | Q2 2011 | Q3 2011 | Q4 2011 | Q1 2012 | Q2 2012 | FY 2010 | FY 2011 |
|---------------------------------------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|-----------|-----------|
| Revenue | \$57,405 | \$61,014 | \$67,705 | \$74,173 | \$74,909 | \$77,884 | \$78,700 | \$78,802 | \$73,035 | \$77,480 | \$260,297 | \$310,295 |
| GAAP Gross Profit | \$19,419 | \$21,315 | \$25,126 | \$27,883 | \$30,614 | \$32,245 | \$34,118 | \$34,883 | \$31,415 | \$36,549 | \$93,743 | \$131,860 |
| GAAP Gross Margin | 34% | 35% | 37% | 38% | 41% | 41% | 43% | 44% | 43% | 47% | 36% | 42% |
| Amortization expense | 399 | 397 | 398 | 400 | 382 | 382 | 443 | 381 | 382 | 382 | 1,594 | 1,588 |
| Non-cash compensation expense | (16) | 54 | 101 | 55 | 54 | 102 | 134 | 45 | 36 | 42 | 194 | 335 |
| Non-GAAP Gross Profit | \$19,802 | \$21,766 | \$25,625 | \$28,338 | \$31,050 | \$32,729 | \$34,695 | \$35,309 | \$31,833 | \$36,973 | \$95,531 | \$133,783 |
| Non-GAAP Gross Margin | 34% | 36% | 38% | 38% | 41% | 42% | 44% | 45% | 44% | 48% | 37% | 43% |
| GAAP Operating Profit | | | | | | | | | | \$17,983 | \$17,854 | \$45,927 |
| GAAP Operating Margin | | | | | | | | | | 23% | 7% | 15% |
| COGS Amortization expense | | | | | | | | | | 382 | 1,594 | 1,588 |
| COGS Non-cash compensation expense | | | | | | | | | | 42 | 194 | 335 |
| R&D Non-cash compensation expense | | | | | | | | | | 118 | 208 | 258 |
| SG&A Amortization expense | | | | | | | | | | 257 | 1,095 | 1,069 |
| SG&A Non-cash compensation expense | | | | | | | | | | 303 | 1,143 | 964 |
| Accretion of contingent consideration | | | | | | | | | | (1,247) | 2,000 | 210 |
| Restructuring charges | | | | | | | | | | - | 2,234 | 1,499 |
| Non-GAAP Operating Profit | | | | | | | | | | \$17,838 | \$26,322 | \$51,850 |
| Non-GAAP Operating Margin | | | | | | | | | | 23% | 10% | 17% |