

**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): April 6, 2021

MACOM 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$0.001 per share	MTSI	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement

On April 6, 2021, MACOM Technology Solutions Holdings, Inc. (the “Company”) issued \$50 million aggregate principal amount of the Company’s 0.250% Convertible Senior Notes due 2026 (the “Additional Notes”), pursuant to an indenture dated as of March 25, 2021 with U.S. Bank National Association, as trustee. The Additional Notes were issued and sold to Barclays Capital Inc. (the “Initial Purchaser”) pursuant to the option to purchase the Additional Notes granted by the Company to the Initial Purchaser under the terms of a purchase agreement, dated as of March 22, 2021 (the “Purchase Agreement”).

The Additional Notes have the same terms as the Company’s 0.250% Convertible Senior Notes due 2026 that were issued on March 25, 2021, as described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 25, 2021 (the “Notes Form 8-K”).

The information set forth in Item 1.01 of the Notes Form 8-K under the heading “Note Issuance” is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

The Company offered and sold the Additional Notes to the Initial Purchaser in a private placement in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), for resale by such Initial Purchaser to “qualified institutional buyers” pursuant to the exemption from registration provided by Rule 144A under the Securities Act. None of the Additional Notes or the underlying shares of the Company’s common stock (“Common Stock”) (if the Company elects to settle conversions of the Notes through delivery of shares of Common Stock) have been registered under the Securities Act or may be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Special Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements based on the Company’s management’s beliefs and assumptions and on information currently available to our management. These forward-looking statements include, among others, statements about the convertible senior notes.

These forward-looking statements reflect the Company’s current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause those events or our actual activities or results to differ materially from those indicated by the forward-looking statements, including potential changes in market conditions and those other factors described in "Risk Factors" in the Company’s filings with the Securities and Exchange Commission (“SEC”), including its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q and other filings with the SEC. These forward-looking statements speak only as of the date of this Current Report on Form 8-K, and the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 8.01. Other Events.

On April 6, 2021, the Company issued a press release announcing that in connection with its previously announced offering of the Notes, the initial purchaser exercised its option to purchase \$50.0 million aggregate

principal amount of Additional Notes. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release dated April 7, 2021 regarding exercise of option to purchase additional notes
104	Cover Page Interactive Data File (formatted in Inline XBRL document)

MACOM Announces Execution of ‘Greenshoe’ Option to Purchase Additional \$50 Million of Convertible Senior Notes

LOWELL, MA, April 7, 2021 — MACOM Technology Solutions Holdings, Inc. (“MACOM”) (Nasdaq: MTSI), a leading supplier of semiconductor products, today announced that the initial purchaser in the company’s recent convertible notes offering transaction has exercised its option to purchase an additional \$50.0 million of convertible senior notes (the “Notes”) in connection with its March 22, 2021 announced \$400 million convertible notes offering. The ‘Greenshoe’ provided the initial purchaser the option to purchase up to \$60 million additional Notes under the same terms. No additional Notes will be issued, resulting in a total of \$450 million convertible senior notes being issued.

MACOM intends to use the incremental net proceeds for further repayment of outstanding term loans.

The offer and sale of the additional Notes and the common stock issuable upon conversion, if any, are not being registered under the Securities Act, or any state securities laws. The additional Notes and the common stock issuable upon conversion, if any, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and any applicable state securities laws.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the laws of such jurisdiction.

About MACOM

MACOM designs and manufactures semiconductor products for Telecommunication, Industrial and Defense and Data Center applications. Headquartered in Lowell, Massachusetts, MACOM has design centers and sales offices throughout North America, Europe and Asia. MACOM is certified to the ISO9001 international quality standard and ISO14001 environmental management standard.

Special Note Regarding Forward-Looking Statements

This press release contains forward-looking statements based on MACOM management’s beliefs and assumptions and on information currently available to our management. These forward-looking statements include, among others, statements about the anticipated use of proceeds.

These forward-looking statements reflect MACOM’s current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause those events or our actual activities or results to differ materially from those indicated by the forward-looking statements, including potential changes in market conditions and those other factors described in "Risk Factors" in MACOM’s filings with the Securities and Exchange Commission (“SEC”), including its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q and other filings with the SEC. These forward-looking statements speak only as of the date of this press release, and MACOM undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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