

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO (Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Silicon Laboratories Inc.

(Name of Subject Company (Issuer))

Silicon Laboratories Inc.
(Names of Filing Persons (Issuer and Offeror))

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

826919102
(CUSIP Number of Class of Securities)

G. Tyson Tuttle, Chief Executive Officer
John C. Hollister, Chief Financial Officer
Silicon Laboratories Inc.
400 West Cesar Chavez
Austin, Texas 78701
(512) 416-8500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Person)

Copies to:

Philip Russell, Esq.
Drew Valentine, Esq.
DLA Piper LLP (US)
303 Colorado Street, Suite 3000
Austin, Texas 78701
(512) 457-7000

CALCULATION OF REGISTRATION FEE

TRANSACTION VALUATION(1)	AMOUNT OF FILING FEE(2)
\$1,000,000,000	\$109,100.00

- (1) Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase for not more than \$1.0 billion in aggregate value of shares of common stock of Silicon Laboratories Inc.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11(b) under the Securities Exchange Act of 1934, as amended, equals \$109.10 per \$1,000,000 of the value of the transaction.

- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$109,100.00 Filing Party: Silicon Laboratories Inc.
Form or Registration No.: Schedule TO Date Filed: August 3, 2021

- Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1
 issuer tender offer subject to Rule 13e-4
 going-private transaction subject to Rule 13e-3
 amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 (the "Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission by Silicon Laboratories Inc., a Delaware corporation ("Silicon Labs" or the "Company"), on August 3, 2021 and amended by Amendment No.1 filed on August 31, 2021 (as amended, the "Schedule TO") in connection with the Company's offer to purchase for cash up to \$1.0 billion in value of shares of Common Stock, par value \$0.0001 per share (each, a "Share," and collectively, the "Shares"), of the Company at price of not less than \$140.00 and not greater than \$160.00 per Share, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 3, 2021 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal" and, together with the Offer to Purchase, as they may be amended and supplemented from time to time, the "Offer").

Only those items amended or supplemented are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged. You should read this Amendment No. 2 together with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following to the end thereof:

"On September 2, 2021, the Company issued a press release announcing the final results of the Offer, which expired at 12:00 midnight, New York City time, at the end of the day on August 30, 2021. A copy of such press release is filed as Exhibit (a)(5)(E) to this Schedule TO and is incorporated herein by reference."

Item 12. Exhibits

Exhibit

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| (a)(1)(A) | Offer to Purchase, dated August 3, 2021.** |
| (a)(1)(B) | Letter of Transmittal (including IRS Form W-9).** |
| (a)(1)(C) | Notice of Guaranteed Delivery.** |
| (a)(1)(D) | Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated August 3, 2021.** |
| (a)(1)(E) | Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated August 3, 2021.** |
| (a)(2) | Not Applicable. |
| (a)(3) | Not Applicable. |
| (a)(4) | Not Applicable. |
| (a)(5)(A) | Summary Advertisement, dated August 3, 2021.** |
| (a)(5)(B) | Press release announcing Tender Offer, dated August 3, 2021.** |
| (a)(5)(C) | Frequently Asked Question for Employees.** |
| (a)(5)(D) | Press release announcing preliminary results of the Tender Offer, dated August 31, 2021.** |
| (a)(5)(E) | Press release announcing final results of the Tender Offer, dated September 2, 2021.* |
| (b) | Not Applicable. |
| (d)(1) | Form of Indemnification Agreement between the Company and each of its directors and executive officers (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K filed February 3, 2021). |
| (d)(2) | Silicon Laboratories Inc. 2009 Stock Incentive Plan, as amended and restated on April 20, 2017 (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K filed February 3, 2021). |
| (d)(3) | Silicon Laboratories Inc. 2009 Employee Stock Purchase Plan, as amended and restated on April 20, 2017 (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K filed February 3, 2021). |

Exhibit

- (d)(4) Form of Restricted Stock Units Grant Notice and Global Restricted Stock Units Award Agreement under the Company's 2009 Stock Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K filed February 3, 2021).
- (d)(5) Form of Market Stock Units Grant Notice and Global Market Stock Units Award Agreement under the Company's 2009 Stock Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K filed February 3, 2021).
- (d)(6) Form of Stock Option Grant Notice and Global Stock Option Award Agreement under the Company's 2009 Stock Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K filed February 3, 2021).
- (d)(7) Form of Performance Stock Units Grant Notice and Global PSU Award Agreement under the Company's 2009 Stock Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K filed February 3, 2021).
- (d)(8) CEO Change in Control Agreement dated October 23, 2018 between Silicon Laboratories Inc. and G. Tyson Tuttle (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K filed February 3, 2021).
- (d)(9) Silicon Laboratories Inc. Form of Change in Control Agreement (incorporated by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K filed February 3, 2021).
- (d)(10) Silicon Laboratories Inc. 2020 Bonus Plan (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K filed February 3, 2021).
- (g) Not Applicable.
- (h) Not Applicable.

* Filed herewith

** Previously filed

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SILICON LABORATORIES INC.

By: /s/ John C. Hollister

Name: John C. Hollister

Title: Chief Financial Officer

Dated: September 2, 2021

Silicon Labs Announces Final Results of Modified Dutch Auction Tender Offer

Austin, TX – September 2, 2021 — Silicon Labs (Nasdaq: SLAB) today announced final results of its “modified Dutch auction” tender offer which expired at 12:00 midnight, New York City time, at the end of the day on August 30, 2021.

Based on the final count by American Stock Transfer & Trust Company, LLC, the depositary for the tender offer (the “Depositary”), a total of 3,994,545 shares of Silicon Lab’s common stock, par value \$0.0001 per share (each share of common stock, a “Share,” and collectively, “Shares”), were properly tendered and not properly withdrawn at or below the purchase price of \$160.00 per Share.

Silicon Labs has accepted for purchase a total of 3,994,545 Shares through the tender offer at a price of \$160.00 per Share, for an aggregate cost of \$639,127,200, excluding fees and expenses relating to the tender offer. The total of 3,994,545 Shares that Silicon Labs has accepted for purchase represents approximately 8.9% of the total number of Shares outstanding as of August 30, 2021.

After paying the \$639,127,200 used for repurchases under the tender offer, Silicon Labs intends to return approximately \$1.36 billion of the proceeds from the divestiture of its infrastructure and automotive lines of business to shareholders through a combination of special dividends and/or share repurchases (including through the Silicon Labs’ repurchase program previously announced on May 19, 2021 which has a remaining authorization of approximately \$130.7 million for repurchases through December 2021).

Matthews South, LLC acted as dealer manager for the tender offer. Silicon Labs stockholders who have questions or would like additional information about the tender offer may contact the information agent for the tender offer, D.F. King & Co., Inc., toll-free at (800) 791-3320.

About Silicon Labs

Silicon Labs is a leader in secure, intelligent wireless technology for a more connected world. Silicon Labs’ integrated hardware and software platform, intuitive development tools, unmatched ecosystem and robust support make us the ideal long-term partner in building advanced industrial, commercial, home and life applications. Silicon Labs makes it easy for developers to solve complex wireless challenges throughout the product lifecycle and get to market quickly with innovative solutions that transform industries, grow economies and improve lives. To learn more about Silicon Labs, visit <http://silabs.com>.

Connect with Silicon Labs

Contact the Silicon Labs PR team at pr@silabs.com.

Forward-Looking Statements

This press release contains forward-looking statements based on Silicon Labs’ current expectations, including statements regarding the closing of the tender offer, Silicon Labs’ expectations regarding its purchase of Shares in the tender offer, and Silicon Labs’ intended future use of cash from the proceeds of the divestiture of the automotive and infrastructure lines of business (including the unused portion of the \$1.0 billion intended for the tender offer). The words “believe,” “estimate,” “expect,” “intend,” “anticipate,” “plan,” “project,” “will” and similar phrases as they relate to Silicon Labs are intended to identify such forward-looking statements. These forward-looking statements reflect the current views and assumptions of Silicon Labs and are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. Among the factors that could cause actual results to differ materially from those in the forward-looking statements are the following: the impact of COVID-19 on the U.S. and global economy, including the restrictions on travel and transportation and other actions

taken by governmental authorities and disruptions to the business of our customers or our global supply chain that have occurred or may occur in the future, the ongoing impact of COVID-19 on our employees and our ability to provide services to our customers and respond to their needs; risks that Silicon Labs may not be able to maintain its historical growth; quarterly fluctuations in revenues and operating results; difficulties developing new products that achieve market acceptance; risks associated with international activities (including trade barriers, particularly with respect to China); intellectual property litigation risks; risks associated with acquisitions and divestitures; product liability risks; difficulties managing Silicon Labs' distributors, manufacturers and subcontractors; dependence on a limited number of products; absence of long-term commitments from customers; inventory-related risks; difficulties managing international activities; risks that Silicon Labs may not be able to manage strains associated with its growth; credit risks associated with its accounts receivable; dependence on key personnel; stock price volatility; geographic concentration of manufacturers, assemblers, test service providers and customers in Asia that subjects Silicon Labs' business and results of operations to risks of natural disasters, epidemics or pandemics, war and political unrest; debt-related risks; capital-raising risks; the competitive and cyclical nature of the semiconductor industry; average selling prices of products may decrease significantly and rapidly; information technology risks; cyber-attacks against Silicon Labs' products and its networks and other factors that are detailed in the SEC filings of Silicon Labs. Silicon Labs disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. References in this press release to Silicon Labs shall mean Silicon Laboratories Inc.