

SKYWORKS SOLUTIONS INC

Form 424B7

May 07, 2007

**Prospectus Supplement no. 3**

**(to Prospectus dated March 8, 2007, as supplemented by Prospectus Supplement no. 1 dated March 29, 2007 and Prospectus Supplement no. 2 dated April 20, 2007)**

**Filed Pursuant to Rule 424(b)(7) of the Securities Act of 1933  
Relating to Registration No. 333-141157**

1<sup>1</sup>/<sub>4</sub>% Convertible Subordinated Notes due 2010

1<sup>1</sup>/<sub>2</sub>% Convertible Subordinated Notes due 2012

Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement no. 3 further supplements and amends the prospectus dated March 8, 2007 relating to the resale by certain selling security holders of our 1<sup>1</sup>/<sub>4</sub>% Convertible Subordinated Notes due 2010, or the 2010 notes, and our 1<sup>1</sup>/<sub>2</sub>% Convertible Subordinated Notes due 2012, or the 2012 notes, which we issued in a private placement in March 2007, and shares of our common stock issuable upon conversion of the 2010 notes and 2012 notes. We refer to the 2010 notes and 2012 notes together as the notes.

You should read this prospectus supplement no. 3 in conjunction with the prospectus. This prospectus supplement no. 3 is not complete without, and may not be delivered or used except in conjunction with, the prospectus.

**Investing in the notes and the common stock issuable upon conversion of the notes involves a high degree of risk. See Risk Factors beginning on page 8 of the prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement no. 3 or the prospectus. Any representation to the contrary is a criminal offense.**

This prospectus supplement no. 3, together with the prospectus, constitutes the offer of up to \$100,000,000 principal amount of our 2010 notes, \$100,000,000 principal amount of our 2012 notes, and the shares of our common stock issuable upon conversion of those notes.

**The date of this prospectus supplement is May 7, 2007**

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The section of the prospectus entitled **Selling Security Holders** is amended and restated in its entirety to read as follows:

### **Selling Security Holders**

On March 2, 2007, we issued and sold a total of \$200,000,000 aggregate principal amount of the notes in a private placement to Credit Suisse Securities (USA) LLC, which we refer to as the initial purchaser. The initial purchaser has advised us that it resold the notes, in transactions exempt from the registration requirements of the Securities Act of 1933, to qualified institutional buyers, as defined in Rule 144A under the Securities Act of 1933, in compliance with Rule 144A. The selling security holders, which term includes their transferees, pledgees, donees and successors, may from time to time offer and sell pursuant to this prospectus any and all of the notes and the shares of our common stock issuable upon conversion of the notes. Our registration of the notes and the shares of common stock issuable upon conversion of the notes does not necessarily mean that the selling security holders will sell all or any of the notes or common stock.

The notes and our shares of common stock to be issued upon conversion of the notes are being registered pursuant to a registration rights agreement between the initial purchaser and us. In that agreement, we undertook to file a registration statement with regard to the notes and our shares of common stock issuable upon conversion of the notes and, subject to certain exceptions, to keep that registration statement effective for up to two years. The registration statement of which this prospectus is a part is intended to satisfy our obligations under that agreement.

The following table sets forth information with respect to the selling security holders and the principal amount of notes and common stock beneficially owned by each selling security holder that may be offered from time to time by each selling security holder pursuant to this prospectus. The information in the tables is based on information provided by or on behalf of the selling security holders prior to May 7, 2007, and may change over time. In particular, the selling security holders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided to us information regarding their holdings in transactions exempt from the registration requirements of the Securities Act of 1933. The selling security holders may offer all, some or none of the notes or the common stock issuable upon conversion of the notes.

We have assumed for purposes of the table below that the selling security holders will sell of their notes and all of our common stock issuable upon conversion of their notes pursuant to this prospectus, and that any other shares of our common stock beneficially owned by the selling security holders will continue to be beneficially owned.

The percentage of notes outstanding beneficially owned by each selling security holder is based on \$100,000,000 aggregate principal amount of 2010 notes outstanding and \$100,000,000 aggregate principal amount of 2012 notes outstanding. The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling security holder at the initial conversion rate of 105.0696 shares of common stock per \$1,000 principal amount of notes.

To our knowledge, none of the selling security holders has, or within the past three years has had, any position, office or other material relationship with us or any of our affiliates.

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Name of Selling Security Holder (1)	2010 Notes		2012 Notes		Common Stock		
	Principal Amount Beneficially Owned and Offered Hereby (2)	Percentage of 2010 Notes Outstanding	Principal Amount Beneficially Owned and Offered Hereby (3)	Percentage of 2010 Notes Outstanding	Common Stock Owned Prior to the Offering (4)	Percentage of Common Stock Prior to the Offering (5)	Common Stock Owned after Completion of the Offering (6)
Acuity Master Fund Ltd. (7)	\$ 920,000	*			96,664	*	
Alexandra Global Master Fund Ltd. (8)	\$ 1,000,000	1.0%			105,069	*	
Arkansas PERS (9)	\$ 255,000	*	\$ 300,000	*	58,312	*	
Basso Fund Ltd. (10)	\$ 30,000	*	\$ 60,000	*	9,456	*	
Basso Holdings Ltd. (10)	\$ 365,000	*	\$ 730,000	*	115,050	*	
Basso Multi-Strategy Holding Fund Ltd. (10)	\$ 105,000	*	\$ 210,000	*	33,096	*	
BNP Paribas Arbitrage (34)+	\$ 500,000	*	\$ 500,000	*	105,068	*	
Boilermakers Blacksmith Pension Trust (9)	\$ 275,000	*	\$ 325,000	*	63,041	*	
CALAMOS Growth & Income Portfolio CALAMOS Advisors Trust (11)	\$ 55,000	*	\$ 55,000	*	11,556	*	
CALAMOS Growth & Income Fund CALAMOS	\$10,000,000	10.0%	\$10,000,000	10.0%	2,101,392	1.3%	

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Investment Trust (11)							
Carlyle Multi-Strategy Master Fund, Ltd. (33)	\$ 900,000	*			94,562	*	
CC Arbitrage, Ltd. (12)	\$ 250,000	*	\$ 250,000	*	52,534	*	
CNH CA Master Account, L.P. (13)	\$ 4,000,000	4.0%	\$ 7,500,000	7.5%	1,208,300	*	
Citigroup Global Markets Inc.#	\$ 195,000	*	\$ 10,195,000	10.2%	1,091,672	*	
Credit Suisse Securities LLC (14)+	\$ 4,900,000	4.9%	\$ 17,826,000	17.8%	2,607,931	1.6%	220,120
FPL Group Employees Pension Plan (9)	\$ 140,000	*	\$ 160,000	*	31,520	*	
Fore Convertible Master Fund, Ltd. (30)	\$ 16,508,000	16.5%	\$ 13,528,000	13.5%	3,155,869	1.9%	
Fore ERISA Fund, Ltd. (30)	\$ 1,392,000	1.4%	\$ 1,111,000	1.1%	262,988	*	
Fore Multi-Strategy Master Fund, Ltd. (30)	\$ 1,776,000	1.8%			186,603	*	
Forest Global Convertible Master Fund Ltd. (15)	\$ 2,434,000	2.4%	\$ 3,246,000	3.2%	596,794	*	

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	Principal Amount Beneficially Owned and Offered Hereby (2)	Percentage of 2010 Notes Outstanding	Principal Amount Beneficially Owned and Offered Hereby (3)	Percentage of 2010 Notes Outstanding	Common Stock Owned Prior to the Offering (4)	Percentage of Common Stock Prior to the Offering (5)	Common Stock Owned after Completion of the Offering (6)
Forest Multi Strategy Master Fund SPC, on behalf of its Multi Strategy Segregated Portfolio (15)	\$ 42,000	*	\$ 56,000	*	10,295	*	
GPC LX, LLC (16)+	\$ 900,000	*			94,562	*	
Grace Convertible Arbitrage Fund, Ltd. (17)			\$4,500,000	4.5%	472,813	*	
HFR CA Global Opportunity Master Trust (15)	\$ 756,000	*	\$1,007,000	1.0%	185,237	*	
HFR RVA Select Performance Master Trust (15)	\$ 66,000	*	\$ 88,000	*	16,180	*	
Institutional Benchmarks Master Fund Ltd. (15)	\$ 459,000	*	\$ 612,000	*	112,528	*	
Lehman Brothers Inc.#	\$ 1,000,000	1.0%			105,069	*	
Linden Capital LP (18)			\$1,500,000	1.5%	157,604	*	
LDG Limited (26)	\$ 74,000	*		*	7,775		
LLT Limited (15)	\$ 481,000	*	\$ 641,000	*	117,887	*	

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Lyxor/Acuity Fund Ltd. (19)+	\$ 1,333,000	1.3%			140,057	*	
Lyxor/Forest Fund Limited (15)	\$ 3,262,000	3.3%	\$4,350,000	4.4%	799,789	*	
Lyxor Quest Fund Ltd. (31)	\$ 1,960,000	2.0%			205,936	*	
Man Mac I Limited (30)	\$ 1,765,000	1.8%			185,447	*	
Nuveen Preferred & Convertible Income Fund JPC (9)	\$ 735,000	*	\$ 875,000	*	169,161	*	
Nuveen Preferred & Convertible Fund JQC (9)	\$ 1,040,000	1.0%	\$1,275,000	1.3%	243,235	*	
Piper Jaffray & Co.#	\$ 1,000,000	1.0%	\$1,000,000	1.0%	210,138	*	
Quantum Partners LDC (32)	\$19,000,000	19.0%			3,398,156	2.1%	1,401,834
Quest Global Convertible Master Fund Limited (31)	\$ 40,000	*			4,202	*	

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Name of Selling Security  Holder (1)	2010 Notes		2012 Notes		Common Stock		
	Principal Amount Beneficially Owned and Offered Hereby (2)	Percentage of 2010 Notes Outstanding	Principal Amount Beneficially Owned and Offered Hereby (3)	Percentage of 2010 Notes Outstanding	Common Stock Owned Prior to the Offering (4)	Percentage of Common Stock Prior to the Offering (5)	Common Stock Owned after Completion of the Offering (6)
Radcliffe SPC, Ltd. for and on behalf of the Class A Segregated Portfolio (20)			\$7,500,000	7.5%	1,576,044	*	788,022
Ramius Master Fund, Ltd. (21)	\$ 630,000	*			66,193	*	
RCG Halifax Fund, Ltd. (22)	\$ 300,000	*			31,520	*	
RCG Latitude Master Fund, Ltd. (22)	\$1,920,000	1.9%			201,733	*	
RCG PB Ltd. (22)	\$ 930,000	*			97,714	*	
RHP Master Fund, Ltd. (23)	\$5,000,000	5.0%			525,348	*	
Satellite Convertible Arbitrage Masterfund LLC (24)			\$5,000,000	5.0%	525,348	*	
SuttonBrook Capital Portfolio LP (25)	\$2,000,000	2.0%	\$7,000,000	7.0%	945,626	*	
TQA Master Fund, Ltd. (26)	\$ 475,000	*			49,908	*	
TQA Master Plus Fund, Ltd. (26)	\$ 271,000	*			28,473	*	
Tenor Opportunity Master Fund, Ltd. (27)	\$2,250,000	2.3%			236,406	*	
	\$3,500,000	3.5%	\$3,500,000	3.5%	735,486	*	



Vicis Capital Master  
Fund (28)

Wolverine  
Convertible  
Arbitrage Funds

Trading Limited (29)	\$ 8,350,000	8.4%	877,331	*
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Xavex Convertible  
Arbitrage 5 (22)

	\$ 150,000	*	15,760	*
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Zurich Institutional  
Benchmarks Master  
Fund, Ltd. c/o TQA  
Investors, LLC (26)

	\$ 180,000	*	18,912	*
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- \* Less than one percent.
  - # The selling security holder is a registered broker-dealer.
  - + The selling security holder is an affiliate of a registered broker-dealer.
- (1) Information about other selling security holders, except for any future transferees, pledgees, donees and successors of the security holders named in the table above, will be set forth, if required, in additional supplements to the prospectus or in one or more reports filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
- (2) The aggregate dollar amount of the 2010 notes listed in the table above together with information about other selling security holders set forth in additional supplements to the

prospectus or in reports filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 may exceed \$100,000,000 because certain persons listed herein and/or therein as selling security holders may have transferred their securities in transactions exempt from registration, in which case the transferees thereof may be listed herein, in another prospectus supplement or in a report filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 with respect to the same securities.

- (3) The aggregate dollar amount of the 2012 notes listed in the table above together with information about other selling security holders set forth in additional supplements to the prospectus or in reports filed with

the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 may exceed \$100,000,000 because certain persons listed herein and/or therein as selling security holders may have transferred their securities in transactions exempt from registration, in which case the transferees thereof may be listed herein, in another prospectus supplement or in a report filed with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 with respect to the same securities.

- (4) Assumes conversion of all of the holder's notes at a conversion rate of 105.0696 shares of common stock per \$1,000 principal amount of the notes. This conversion rate is subject to adjustment as described under Description of the

Notes Conversion  
of Notes

Conversion Rate  
Adjustments  
beginning on page  
40 of the  
prospectus. As a  
result, the number  
of shares of  
common stock  
issuable upon  
conversion of notes  
may increase or  
decrease in the  
future. Excludes  
fractional shares  
and additional  
shares of common  
stock that may be  
issued by us upon  
the repurchase of  
the notes upon the  
occurrence of a  
fundamental change  
as described under

Description of the  
Notes Conversion of  
Notes Increase of  
Conversion Rate  
Upon Certain  
Fundamental  
Changes beginning  
on page 38 of the  
prospectus. Holders  
will receive a cash  
adjustment for any  
fractional share  
amount resulting  
from conversion of  
the notes, as  
described under

Description of the  
Notes Conversion  
of Notes

Conversion  
Procedures  
beginning on page  
43 of the  
prospectus.

(5)

Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act. The percentage of shares of common stock beneficially owned by each holder named above stock is calculated based on 159,890,159 shares of common stock outstanding as of May 3, 2007. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's notes, but we did not assume conversion of any other holder's notes.

- (6) For purposes of computing the number and percentage of notes and shares of common stock to be held by the selling security holders after the completion of the offering, we have assumed for purposes of the table above that the selling security holders named above will sell all of their notes and all of the common stock issuable upon conversion of their notes offered by this prospectus, and that any other

shares of our  
common stock  
beneficially owned  
by these selling  
security holders  
will continue to be  
beneficially owned.

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(7) The selling security holder has indicated that David Harris and Howard Needle are the natural persons that exercise voting and investment power over the securities.

(8) The selling security holder has indicated that Alexandra Investment Management, LLC, or Alexandra, a Delaware limited liability company, serves as investment adviser to the selling security holder. By reason of such relationship, Alexandra may be deemed to share dispositive power or investment control over the securities stated as beneficially owned by the selling security holder. Alexandra disclaims beneficial ownership of such securities. Mikhail A. Filimonov is a managing



member of  
Alexandra. By  
reason of such  
relationship,  
Mr. Filimonov  
may be deemed  
to share  
dispositive  
power or  
investment  
control over the  
shares of  
common stock  
stated as  
beneficially  
owned by the  
selling security  
holder.  
Mr. Filimonov  
disclaims  
beneficial  
ownership of  
such shares of  
common stock.

(9) The selling  
security holder  
has indicated  
that Anne  
Houlihan, in her  
capacity as  
compliance  
officer of  
Froley, Revy  
Investment  
Company Inc.,  
is the natural  
person that  
exercises voting  
and dispositive  
power over the  
securities.

(10) The selling  
security holder  
has indicated  
that Basso  
Capital  
Management,  
L.P., or Basso,  
is the

investment manager to the selling security holder. Howard Fischer is a managing member of Basso GP LLC, the general partner of Basso.

Mr. Fischer has ultimate responsibility for trading with respect to the selling security holder.

- (11) The selling security holder has indicated that Calamos Advisors LLC is the investment advisor for the selling security holder. Nick Calamos is the chief investment officer of the selling security holder and has sole investment and voting power over the selling security holder.

- (12) The selling security holder has indicated that as investment manager under a management agreement, Castle Creek Arbitrage LLC may exercise dispositive and

voting power with respect to the securities owned by the selling security holder. Castle Creek Arbitrage LLC disclaims beneficial ownership of such securities. Daniel Asher and Allan Weine are the managing members of Castle Creek Arbitrage LLC. Messrs. Asher and Weine disclaim beneficial ownership of the securities owned by CC Arbitrage Ltd.

- (13) The selling security holder has indicated that CNH Partners, LLC is its investment advisor and has sole voting and dispositive power over the notes and common stock issuable upon the conversion of the notes held by such selling security holder. Investment principals for the advisor are Robert Krail, Mark Mitchell and Todd Pulvino.

- (14) The selling security holder has indicated that Jeff Andreski is the natural person with voting power or investment control over the notes and shares issuable upon conversion of the notes held by the selling security holder.
- (15) The selling security holder has indicated that Forest Investment Management, LLC exercises voting and investment control with respect to the notes and the common stock underlying the notes. Forest Investment Management LLC is wholly owned by Forest Partners II LP, the sole general partner of which is Michael A. Boyd Inc., which is controlled by Michael A. Boyd.
- (16) The selling security holder has indicated that the

investment  
manager of the  
selling security  
holder is  
Wolverine Asset  
Management,  
LLC, or WAM.  
Christopher  
Gust is the  
portfolio  
manager that  
oversees the  
investment of  
the assets of the  
selling security  
holder on behalf  
of WAM.

- (17) The selling  
security holder  
has indicated  
that the  
controlling  
entity of the  
selling security  
holder is Grace  
Brothers  
Management,  
L.L.C. The  
natural person  
that exercises  
sole voting  
power of the  
securities is  
Michael D.  
Brailov.
-

(18) The selling security holder has indicated that Linden GP LLC is the general partner of the selling security holder. Siu Min Wong is the managing member of Linden GP LLC.

(19) The selling security holder has indicated that Lyxor AM is the sub-manager for the selling security holder. Lyxor AM and is a wholly owned subsidiary of Société Générale, which is an affiliate of Fimat USA LLC, a registered broker-dealer.

(20) The selling security holder has indicated that, pursuant to an investment management agreement, RG Capital Management, L.P., or RG Capital, serves as the investment manager of the selling security holder. RGC Management Company, LLC, or Management, is the general partner of RG Capital, and that Steve Katznelson and Gerald Stahlecker serve as the managing members of Management.

Each of RG Capital, Management, and Messrs. Katznelson and Stahlecker disclaims beneficial ownership of the securities owned by the selling security holder.

- (21) The selling security holder has indicated that Ramius Advisors, L.L.C., or Ramius Advisors, is the investment adviser of the selling security holder and consequently has voting control and investment discretion over the securities held by the selling security holder. Ramius Capital Group, L.L.C., or Ramius Capital, is the sole member of Ramius Advisors and consequently Ramius Capital may be deemed to have voting control and investment discretion over securities held by the selling security holder. Ramius Capital disclaims beneficial ownership of the securities held by the selling security holder. Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon are the managing members

of C4S & Co.,  
L.L.C., the sole  
managing member  
of Ramius Capital.  
As a result,  
Messrs. Cohen,  
Stark, Strauss and  
Solomon may be  
considered  
beneficial owners of  
any securities  
deemed to be  
beneficially owned  
by Ramius Capital.  
Messrs. Cohen,  
Stark, Strauss and  
Solomon disclaim  
beneficial  
ownership of these  
securities. An  
affiliate of Ramius  
Capital is a NASD  
member. However,  
this affiliate will not  
sell any securities  
set forth in the table  
and will receive no  
compensation in  
connection with  
sales of securities  
set forth in the  
table.

- (22) The selling security holder has indicated that Ramius Capital Group, L.L.C., or Ramius Capital, is the investment adviser of the selling security holder and consequently has voting control and investment discretion over the securities held by the selling security holder. Ramius Capital disclaims beneficial



ownership of the securities held by the selling security holder. Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon are the managing members of C4S & Co., L.L.C., the sole managing member of Ramius Capital.

As a result, Messrs. Cohen, Stark, Strauss and Solomon may be considered beneficial owners of any securities deemed to be beneficially owned by Ramius Capital. Messrs. Cohen, Stark, Strauss and Solomon disclaim beneficial ownership of these securities. An affiliate of Ramius Capital is a NASD member. However, this affiliate will not sell any securities set forth in the table and will receive no compensation in connection with sales of securities set forth in the table.

- (23) The selling security holder has indicated that is a party to an investment management agreement with Rock Hill Investment Management, L.P.,

a limited partnership of which the general partner is RHP General Partner, LLC. Pursuant to such agreement, Rock Hill Investment Management directs the voting and disposition of shares owned by the selling security holder.

Messrs. Wayne Bloch and Peter Lockhart own all of the interests in RHP General Partner. The aforementioned entities and individuals disclaim beneficial ownership of the Company's securities owned by the selling security holder.

- (24) The selling security holder has indicated that the discretionary investment manager of the selling security holder is Satellite Asset Management, L.P., or SAM. The controlling entity of SAM is Satellite Fund Management, LLC, or SFM. The managing members of SFM are Lief Rosenblatt, Mark Sonnino and Gabe Nechamkin. SAM, SFM and each named individual

disclaims beneficial ownership of the securities.

- (25) The selling security holder has indicated that SuttonBrook Capital Management LP is the investment manager of SuttonBrook Capital Portfolio LP. John London and Steven M. Weinstein are the natural persons with control and voting power over SuttonBrook Capital Management LP.
- (26) The selling security holder has indicated that Steven Potamis, Andrew Anderson, Darren J. Langis and Paul V. Bucci are the natural persons that exercise voting and dispositive power over the securities.
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- (27) The selling security holder has indicated that Robin Shah, a director of the selling security holder, has sole investment and voting control over the selling security holder.
- (28) The selling security holder has indicated that Vicis Capital LLC is the investment manager of the selling security holder. Shad Stastney, John Stucco and Sky Lucas control Vicis Capital LLC equally, but disclaim individually ownership of the securities.
- (29) The selling security holder has indicated that Robert Bellick has sole investment and voting control over the securities.
- (30) The selling security holder has indicated that Matthew Li is the natural person who exercises voting and dispositive control over the securities held by the selling

security holder.

(31) The selling security holder has indicated that James Doolin and Frank Campana are the natural persons who exercise voting or dispositive power over the securities held by the selling security holder.

(32) The selling security holder has indicated that the securities listed herein are held for the account of Quantum Partners LDC, or Quantum Partners, a Cayman Islands exempted limited duration company. Soros Fund Management LLC, or SFM LLC, serves as principal investment manager to Quantum Partners. As such, SFM LLC has been granted investment discretion over portfolio investments, including such securities, held for the account of Quantum Partners. Each of Mr. George Soros, chairman of SFM

LLC, Mr. Robert Soros, chief investment officer and co-deputy chairman of SFM LLC, and Mr. Jonathan Soros, president and co-deputy chairman of SFM LLC, may be deemed to have beneficial ownership with respect to these securities held for the account of Quantum Partners.

- (33) The selling security holder has indicated that Carlyle-Blue Wave Partners Management, LP, or CBWPM, is the investment manager for the selling security holder and has been granted investment discretion over the portfolio investments, including the notes and shares issuable upon conversion of the notes, made by it. Ralph Reynolds and Richard Goldsmith are the managing members of Blue Wave Partners, LLC, a managing member of Carlyle-Blue Wave Partners,

LLC, the general partner of CBWPM, and may, by virtue of their position as managing members, be deemed to have beneficial ownership of the notes and shares issuable upon conversion of the notes. However, to the extent permitted by law, both Messrs. Reynolds and Goldsmith declare that this disclosure is not to be construed as an admission that either such person is the beneficial owner of any of the notes and shares issuable upon conversion of the notes and they each disclaim any beneficial interest in the notes and shares issuable upon conversion of the notes. In addition, TC Group Cayman, L.P., an affiliate of The Carlyle Group, is also a managing member of Carlyle-Blue Wave Partners, LLC, but does not possess investment discretion over the selling security holder's portfolio

investments.

- (34) The selling security holder has indicated that it is an affiliate of BNP Paribas SA, a publicly held company, of which BNP Paribas Securities Corp., a registered broker-dealer, is also an affiliate. Yann Gerardin is the natural person who exercises voting and investment control over the notes and shares issuable upon conversion of the notes.