

THE FUTURE IS IN THE AIRWAVES.



RF MICRO DEVICES, INC.
2013 PROXY MATERIALS

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD AUGUST 14, 2013 AND PROXY STATEMENT



June 28, 2013

Dear Shareholders:

You are cordially invited to attend RFMD's 2013 Annual Meeting of Shareholders, which will be held on Wednesday, August 14, 2013, at 8:00 a.m. local time, at the offices of Womble Carlyle Sandridge & Rice, LLP, One Wells Fargo Center, Suite 3500, 301 South College Street, Charlotte, North Carolina. During the Annual Meeting, we will discuss each item of business described in the Notice of Annual Meeting of Shareholders and Proxy Statement.

On or about June 28, 2013, we began mailing to certain shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our 2013 Annual Report, via the Internet. The Notice of Internet Availability of Proxy Materials also contains instructions on how to receive a paper copy of the proxy materials. Shareholders of record who did not receive the Notice of Internet Availability of Proxy Materials will continue to receive a paper copy of the Notice of Annual Meeting of Shareholders, Proxy Statement and 2013 Annual Report, which we also began mailing on or about June 28, 2013. Copies of our Notice of Annual Meeting of Shareholders, Proxy Statement, Form of Proxy and 2013 Annual Report are available at <https://materials.proxyvote.com/749941>.

Your vote is important to us. It is important that your shares of common stock be represented at the Annual Meeting so that a quorum may be established. Even if you plan to attend the Annual Meeting in person, please read the proxy materials carefully, and then complete, sign, date and return the proxy card or voting instruction form as soon as possible. If your shares are held in "street name" you may also be able to vote your shares electronically over the Internet or by telephone if you receive a voting instruction form from your brokerage firm, bank or other nominee in lieu of a proxy card. Additional information is provided in the proxy materials. If you attend the Annual Meeting, you may revoke your proxy and vote your shares in person.

Sincerely,

A handwritten signature in cursive script that reads "William A. Priddy, Jr.".

William A. Priddy, Jr.
Secretary



RF MICRO DEVICES, INC.
7628 THORNDIKE ROAD
GREENSBORO, NORTH CAROLINA 27409-9421

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AUGUST 14, 2013**

Dear Shareholders:

We hereby give notice that the Annual Meeting of Shareholders of RF Micro Devices, Inc. ("RFMD") will be held on Wednesday, August 14, 2013, at 8:00 a.m. local time, at the offices of Womble Carlyle Sandridge & Rice, LLP, One Wells Fargo Center, Suite 3500, 301 South College Street, Charlotte, North Carolina for the following purposes:

- (1) To elect the seven directors named in the accompanying proxy statement to serve a one-year term and until their respective successors are duly elected and qualified or until their death, resignation, removal or disqualification.
- (2) To approve, on an advisory basis, the compensation of our Named Executive Officers (as defined in the proxy statement).
- (3) To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 29, 2014.
- (4) To transact such other business as may properly come before the meeting.

Under North Carolina law, only shareholders of record at the close of business on the record date, which is June 12, 2013, are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors,

A handwritten signature in cursive script that reads "William A. Priddy, Jr." followed by a small flourish.

William A. Priddy, Jr.
Secretary

June 28, 2013

2013 PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Shareholders

- Time and Date 8:00 a.m., August 14, 2013
- Place The offices of Womble Carlyle Sandridge & Rice, LLP
One Wells Fargo Center, Suite 3500, 301 South College Street
Charlotte, North Carolina
- Record Date June 12, 2013
- Voting Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.
- Entry If you decide to attend the meeting in person, upon your arrival you will need to register as a visitor with the security desk on the Plaza level of One Wells Fargo Center. See page 1 for further instructions.

Meeting Agenda

	Board Vote Recommendation	Page Reference (for more detail)
● Election of seven directors	FOR	3
● Approval, on an advisory basis, of the compensation of our Named Executive Officers	FOR	38
● Ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2014	FOR	39

Transact other business that properly comes before the meeting

Board Nominees

- The following table provides summary information about each director nominee. The nominees receiving a plurality of the votes cast at the meeting will be elected as directors.

Name	Age	Director Since	Occupation	Experience/ Qualification	Independent	Committees				
						AC	CC	GNC	FC	CDC
Walter H. Wilkinson, Jr.	67	1992	Founder and General Partner, Kitty Hawk Capital	Leadership, Finance	X	X	C	X		
Robert A. Bruggeworth	52	2003	President and CEO, RFMD	Leadership, Industry, Global					X	
Daniel A. DiLeo	65	2002	Principal of Dan DiLeo, LLC and Former Executive Vice President, Agere Systems Inc.	Leadership, Industry, Global	X	X	X		X	
Jeffery R. Gardner	53	2004	President, CEO and member of Board of Directors of Windstream Corporation	Leadership, Industry, Finance	X	C			X	
John R. Harding	58	2006	Co-founder, Chairman, President and CEO, eSilicon Corporation	Leadership, Finance, Industry	X	C			X	
Masood A. Jabbar	63	2009	Former Executive Vice President, Sun Microsystems, Inc.	Leadership, Finance, Global	X	X			C	
Casimir S. Skrzypczak	72	2007	Former Senior Vice President, Cisco Systems	Leadership, Industry	X	X	X			

AC	AUDIT COMMITTEE	FC	FINANCE COMMITTEE
CC	COMPENSATION COMMITTEE	CDC	CORPORATE DEVELOPMENT COMMITTEE
GNC	GOVERNANCE AND NOMINATING COMMITTEE	C	COMMITTEE CHAIRMAN

- **Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers**

We are asking our shareholders to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers. The Board believes that our compensation policies and practices are effective in achieving our goals of paying for financial and operating performance and aligning the interests of our Named Executive Officers with those of our shareholders.

- **Independent Registered Public Accounting Firm**

As a matter of good governance, we are asking shareholders to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2014.

Executive Compensation Elements

Type	Form	Terms
Equity	Service-Based Restricted Stock Units	Generally vest in increments of 25% per year
	Performance-Based Restricted Stock Units	Generally have one year performance periods with 50% vesting after one year and the remaining 50% vesting over two succeeding years
Cash	Salary	Generally eligible for increase at intervals of one year
	Bonus	Earned based on attainment of RFMD financial and operational goals
Other Employee Benefits	401(k)	Receive the same employee benefit as all employees

Fiscal 2013 Compensation Decisions

Because we did not achieve the established operating metrics for the first half of fiscal 2013, the Named Executive Officers (as defined below) did not receive cash bonuses for that period; however, as a result of our strong financial performance in the second half of fiscal 2013, the Named Executive Officers received cash bonuses at 90.8% of their annual fiscal 2013 target percentage. Additionally, the Named Executive Officers were awarded performance-based restricted stock units at 85% of the targeted number of units, reflecting the achievement of four out of five specified performance goals. The fifth goal may be achieved through September 30, 2013 and, if fully met, will result in an additional 40% payout. In addition, we increased base salaries for our Named Executive Officers by an average of 3.0% and awarded service-based restricted stock units in amounts consistent with our historical practices.

We believe our compensation program provides a balanced and stable foundation for achieving our intended objectives. Our compensation philosophy emphasizes team effort, which we believe fosters rapid adjustment and adaptation to fast-changing market conditions and helps not only to achieve our short-term and long-term goals, but also aligns the interests of our management team with those of RFMD and our shareholders.

Fiscal 2013 Compensation Summary

The following table summarizes the compensation of our Chief Executive Officer, our Chief Financial Officer, and our next three most highly compensated executive officers who were serving at fiscal year end, to whom we refer collectively as the Named Executive Officers, for the fiscal year ended March 30, 2013, as determined by the rules of the Securities and Exchange Commission, or SEC.

Name	Salary (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total Compensation (\$)
Robert A. Bruggeworth, President and CEO	662,925	2,943,936	602,073	8,810	4,217,744
William A. Priddy, Jr., VP and CFO	358,634	1,150,248	244,286	8,667	1,761,835
Steven E. Creviston, Corporate VP	407,538	1,529,710	277,597	8,862	2,223,707
James D. Stilson, Corporate VP	317,298	747,435	216,130	8,630	1,289,493
Norman A. Hilgendorf, Corporate VP	305,130	689,969	166,288	8,450	1,169,837

2014 Annual Meeting

- Shareholder proposals submitted pursuant to SEC Rule 14a-8 must be received by us by February 28, 2014.
- Notice of shareholder proposals outside of SEC Rule 14a-8 must be delivered to us no earlier than March 30, 2014 and no later than April 29, 2014.



TABLE OF CONTENTS

Notice of Annual Meeting of Shareholders	i
2013 Proxy Statement Summary	ii
Proxy Statement	1
General Information	1
Solicitation of Proxies	1
Voting Securities Outstanding	2
Proposal 1 – Election of Directors	3
Nominees for Election of Directors	3
Corporate Governance	6
Independent Directors	6
Corporate Governance Guidelines	6
Board Leadership Structure	6
Risk Oversight	6
Risk Oversight in Compensation Programs	7
Codes of Ethics	7
Committees and Meetings	7
Compensation Committee	8
Audit Committee	9
Governance and Nominating Committee	9
Finance Committee	9
Corporate Development Committee	10
Meeting Attendance	10
Executive Sessions	10
Procedures for Director Nominations	10
Shareholder Communications with Directors	11
Pre-Approval Policies and Procedures	11
Procedures for Reporting Complaints about Accounting and Auditing Matters	12
Compensation Committee Interlocks and Insider Participation	12
Security Ownership of Certain Beneficial Owners and Management	12
Executive Officers	14
Executive Compensation	15
Compensation Discussion and Analysis	15
Executive Summary	15
Compensation Program	15
Compensation Decision-Making Processes	16
Elements of Compensation	19
Change in Control Compensation	23
Conclusion	23
Compensation Committee Report	23
Summary Compensation Table	24
2013 Grants of Plan-Based Awards Table	25
Employee Benefit Plans	26
Outstanding Equity Awards at Fiscal 2013 Year-End Table	27
2013 Option Exercises and Stock Vested Table	29
Potential Payments Upon Termination or Change-in-Control	29
Equity Awards	29
401(k) Savings Plan	30

Employee Stock Purchase Plan	30
Medical Benefits	30
Individual Agreements	30
Potential Payments Upon a Qualifying Termination after a Change in Control	33
Other Potential Payments Upon Resignation, Severance for Cause, Severance without Cause, Retirement, or Constructive Termination	33
Director Compensation	35
Director Compensation for Fiscal Year Ended March 30, 2013	35
Schedule of Director Fees for Fiscal Year Ended March 30, 2013	36
Cash Compensation	36
Equity Compensation	36
Other Compensation	37
Equity Compensation Plan Information	37
Non-Shareholder Approved Plans	38
Proposal 2 – Approval of the Compensation of Our Named Executive Officers	38
Proposal 3 – Ratification of Appointment of Independent Registered Public Accounting Firm	39
Independent Registered Public Accounting Firm Fee Information	39
Report of the Audit Committee	40
Section 16(a) Beneficial Ownership Reporting Compliance	40
Related Person Transactions	40
Related Person Transactions Policy	40
Proposals for 2014 Annual Meeting	41
Householding of Annual Meeting Materials	41
Financial Information	42
Other Business	42

[THIS PAGE INTENTIONALLY LEFT BLANK]

RF MICRO DEVICES, INC.
7628 THORNDIKE ROAD
GREENSBORO, NORTH CAROLINA 27409-9421

PROXY STATEMENT

GENERAL INFORMATION

Solicitation of Proxies

The enclosed proxy, for use at the Annual Meeting of Shareholders to be held on Wednesday, August 14, 2013, at 8:00 a.m. local time at the offices of Womble Carlyle Sandridge & Rice, LLP, One Wells Fargo Center, Suite 3500, 301 South College Street, Charlotte, North Carolina, and any adjournment thereof (the “annual meeting” or the “meeting”), is solicited on behalf of the Board of Directors of RF Micro Devices, Inc. (“RFMD”). We are first sending and making available these proxy materials to shareholders on or about June 28, 2013. This solicitation is being made by mail and may also be made in person or by fax, telephone or Internet by our officers or employees. We will pay all expenses incurred in this solicitation. RFMD will request banks, brokerage houses and other institutions, nominees and fiduciaries to forward the soliciting material to beneficial owners and to obtain authorization for the execution of proxies. We will, upon request, reimburse these parties for their reasonable expenses in forwarding proxy materials to beneficial owners.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on August 14, 2013:

The Notice of Annual Meeting of Shareholders, Proxy Statement, Form of Proxy and 2013 Annual Report to Shareholders are available at <https://materials.proxyvote.com/749941>.

The accompanying proxy is for use at the meeting if a shareholder either will be unable to attend in person or will attend but wishes to vote by proxy. “Registered holders” who have shares registered in the owner’s name through our transfer agent may vote only by returning a completed proxy card in the enclosed postage-paid envelope. If your shares are held in “street name,” that is, shares held in the name of a brokerage firm, bank or other nominee, you may receive a voting instruction form from that institution in lieu of a proxy card. In order to lower costs, we have instructed these nominees to send a notice of internet availability of proxy materials to certain beneficial owners. These beneficial owners will have electronic access to our proxy materials but will not receive paper proxy materials unless they request them as provided for in the notice. The notice or voting instruction form will provide information, if applicable, regarding the process for beneficial owners to vote over the Internet, by telephone or by mail. A large number of banks and brokerage firms participate in the Broadridge Financial Solutions online program, which provides eligible beneficial owners the opportunity to vote over the Internet or by telephone. The Internet and telephone voting facilities will close at 11:59 p.m. Eastern Daylight Time on Tuesday, August 13, 2013. The Internet and telephone voting procedures are designed to authenticate the shareholder’s identity and to allow shareholders to vote their shares and confirm that their instructions have been properly recorded. If a voting instruction form does not reference Internet or telephone information, or if the shareholder prefers to vote by mail, please complete and return the paper voting instruction form in the self-addressed, postage-paid envelope provided.

Shareholders who elected to access the proxy statement and annual report electronically over the Internet through an arrangement with their brokerage firm, bank or other nominee should receive an e-mail with information on how to access the shareholder information and voting instructions. Shareholders who vote over the Internet or by telephone need not return a proxy card or voting instruction form by mail, but may incur costs, such as usage charges, from telephone companies or Internet service providers, for which the shareholder is responsible. Registered holders may also vote their shares in person at the annual meeting. In order to vote shares held in street name in person at the meeting, a proxy issued in the owner’s name must be obtained from the record holder (typically the bank, broker or other nominee) and presented at the annual meeting. If you need directions to the offices of Womble Carlyle Sandridge & Rice so that you can attend the annual meeting and vote in person, please contact our Compliance Officer at (336) 664-1233.

If you decide to attend the meeting in person, upon your arrival you will need to register as a visitor with the security desk on the Plaza level of One Wells Fargo Center. Please be sure to have state or government issued photo identification with you at the time of registration. After a determination that you are a registered holder of RFMD common stock as of the record date, you will receive a security pass that will allow you to access the offices of Womble Carlyle Sandridge & Rice and attend our annual meeting. If you are not a registered holder, please be sure that you bring your state or government issued photo identification as well as either (i) a proxy issued to you in your name by your brokerage firm, bank or other nominee, or (ii) a brokerage statement showing your beneficial ownership of RFMD common stock as of the record date (and a legal proxy from your brokerage firm, bank or other nominee if you wish to vote your shares at the meeting), to present to the security desk at the time of registration.

You may revoke your proxy at any time before it is exercised by filing with our corporate secretary an instrument revoking it, filing a duly executed proxy bearing a later date (including a proxy given over the Internet or by telephone) or by attending the meeting and electing to vote in person. All shares of our common stock represented by valid proxies received pursuant to this solicitation, and not revoked before they are exercised, will be voted in the manner specified. If no specification is made, properly executed and returned proxies will be voted “for” all director nominees, “for” approval, on an advisory basis, of the compensation of our Named Executive Officers, and “for” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2014. Management is not aware of any matters, other than those specified herein, that will be presented for action at the annual meeting. If other matters are properly presented at the annual meeting for consideration, the agents named on the proxy card will have the discretion to vote on those matters for you.

The presence in person or by proxy of a majority of the shares of our common stock outstanding on the record date constitutes a quorum for purposes of voting on a particular matter and conducting business at the meeting. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting. Brokers that are members of certain securities exchanges and that hold shares of our common stock in street name on behalf of beneficial owners have authority to vote on certain items when they have not received instructions from beneficial owners. Under applicable securities exchange rules, the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm is considered a “discretionary” item. This means that brokers may vote in their discretion on this matter on behalf of beneficial owners who have not furnished voting instructions. In contrast, certain items are considered “non-discretionary,” and a “broker non-vote” occurs when brokers do not receive voting instructions from beneficial owners with respect to such items. The proposals to elect directors and approve, on an advisory basis, the compensation of our Named Executive Officers, are “non-discretionary” items, which means that brokers that have not received voting instructions from beneficial owners with respect to these matters may not vote on these proposals.

Signed proxies that withhold authority or reflect abstentions or broker non-votes will be counted for purposes of determining whether a quorum is present. Assuming the existence of a quorum at the meeting:

- The nominees receiving a plurality of the votes cast at the meeting will be elected as directors. Withheld votes and broker non-votes, if any, are not treated as votes cast, and therefore will have no effect on the outcome of the vote on this proposal.
- The compensation of our Named Executive Officers will be approved, on an advisory basis, if the votes cast in favor of the proposal exceed the votes cast against the proposal. Abstentions and broker non-votes, if any, are not treated as votes cast, and therefore will have no effect on the outcome of the vote on this proposal. Because your vote is advisory, it will not be binding on the Company, our Board of Directors or our Compensation Committee. However, the Board of Directors and the Compensation Committee will consider the outcome of the vote when making future compensation decisions for our executive officers.
- The ratification of the appointment of Ernst & Young LLP will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal. Abstentions will not be treated as votes cast, and therefore will have no effect on the outcome of the vote on this proposal. If your shares are held in street name and you do not provide voting instructions to your broker, bank or other nominee, your broker, bank or other nominee has discretionary authority to vote your shares with respect to the proposal.

Voting Securities Outstanding

In accordance with North Carolina law, June 12, 2013 was fixed as the record date for determining holders of our common stock entitled to notice of and to vote at the meeting. Each share of our common stock issued and outstanding on June 12, 2013 is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on. Holders of shares of common stock vote together as a voting group on all proposals. At the close of business on June 12, 2013, there were 281,273,779 shares of RFMD’s common stock outstanding and entitled to vote.

PROPOSAL 1 - ELECTION OF DIRECTORS

Nominees for Election of Directors

Under our amended and restated bylaws, the Board of Directors consists of seven to eleven members, as determined by the Board or the shareholders from time to time. Each director is elected annually to serve for a one-year term and until his successor is duly elected and qualified or until his death, resignation, removal or disqualification or until there is a decrease in the number of directors. All nominees presently serve as directors. Each director who is standing for re-election was elected to serve by the shareholders at our last regularly scheduled annual meeting. Erik H. van der Kaay, who has served on the Board of Directors since 1996, is not standing for re-election to the Board. There are no family relationships among any of our directors or officers. We intend that the proxy holders named in the accompanying proxy card will vote properly returned proxies to elect the seven nominees listed below as directors, unless the authority to vote is withheld. Although we expect that each of the nominees will be available for election, if any vacancy in the slate of nominees occurs, we expect that shares of common stock represented by proxies will be voted for the election of a substitute nominee or nominees recommended by the Governance and Nominating Committee and approved by the Board of Directors or for the election of the remaining nominees recommended by the Governance and Nominating Committee and approved by the Board of Directors.

The names of the nominees for election to the Board, their principal occupations and certain other information, follow:



Walter H. Wilkinson, Jr.

Age 67

Mr. Wilkinson has served as a director since 1992 and has served as our Chairman of the Board of Directors since July 2008. He is the founder and a general partner of Kitty Hawk Capital, a venture capital firm established in 1980 and based in Charlotte, North Carolina. He currently serves on the board of the N.C. State University Foundation and has previously served on the boards of other universities and related organizations. He is a past member and director of the National Venture Capital Association and is a past member and Chairman of the National Association of Small Business Investment Companies. He is currently Chairman of the Carolinas Chapter of the National Association of Corporate Directors (“NACD”) and is a NACD Leadership Fellow, having completed the NACD’s program for corporate directors. During his career he has helped to start or expand dozens of rapidly growing companies in a variety of industries. Mr. Wilkinson serves or has served as a director of numerous venture-backed companies, both public and private.

The Board determined that Mr. Wilkinson should be nominated for election as a director given his strong leadership skills and his valuable understanding of our history gained as a founding investor. With over 35 years of venture capital experience, Mr. Wilkinson also brings a unique perspective to the Board. He has overseen the successful growth and evolution of numerous businesses and understands the challenges of leading both private and public companies through changing economic conditions and that boards of directors must work together in a collegial and effective manner to provide appropriate guidance to management.



Robert A. Bruggeworth

Age 52

Mr. Bruggeworth has served as our President since June 2002 and Chief Executive Officer since January 2003. He was appointed to the Board of Directors in January 2003. He served as our Vice President of Wireless Products from September 1999 to January 2002 and President of Wireless Products from January 2002 to June 2002. Mr. Bruggeworth was previously employed at AMP Inc. (now TE Connectivity LTD), a supplier of electrical and electronic connection devices, from July 1983 to April 1999. He held a number of manufacturing and engineering management positions at AMP Inc., most recently as Divisional Vice President of Global Computer and Consumer Electronics based in Hong Kong, China. Mr. Bruggeworth is a member of the board of directors of Mine Safety Appliances Company, a publicly traded global leader in the development, manufacture and supply of sophisticated safety products that protect people’s health and safety.

The Board determined that Mr. Bruggeworth should be nominated for election as a director because his position as Chief Executive Officer and President puts him directly in a position to understand our business and the challenges and issues that we face. In addition, Mr. Bruggeworth provides the Board with strong leadership skills and substantial global business experience. Mr. Bruggeworth brings over 25 years of experience in the technology sector to the Board, including specific expertise with respect to manufacturing, marketing and material sourcing for high technology products.



Daniel A. DiLeo

Age 65

Mr. DiLeo was elected to the Board of Directors in August 2002. He is currently the principal of Dan DiLeo, LLC, a consulting firm that he founded in March 2002. Mr. DiLeo was an Executive Vice President of Agere Systems Inc., a manufacturer of semiconductor components and optoelectronics, from March 2001 to April 2002. He served as President of the Optoelectronics Division of Lucent Technologies, Inc., a manufacturer of semiconductor components and optoelectronics, from November 1999 to March 2001, Vice President from June 1998 to October 1999 and Vice President of the wireless business unit from January 1995 to May 1998. He currently sits on the board and/or advises several private semiconductor device companies in the U.S. and Europe. From May 2000 to May 2009, Mr. DiLeo also served as a director of Data I/O Corporation, a publicly traded company that designs and manufactures equipment and software to program devices for original equipment manufacturers.

The Board determined that Mr. DiLeo should be nominated for election as a director because he has over 35 years of experience in the semiconductor industry, including specific expertise in device design, development, manufacturing and marketing. He has advised the boards of directors of several high tech start-ups in Europe and the U.S. with a focus on early stage and turnaround strategies and funding, and has acted as a mentor to new CEOs. In addition, Mr. DiLeo also brings to the Board extensive knowledge of global markets, capital expansion and strategic development.



Jeffery R. Gardner

Age 53

Mr. Gardner was appointed to the Board of Directors in November 2004. Since January 2006, Mr. Gardner has been the President, Chief Executive Officer and a member of the board of directors of Windstream Corporation, a publicly traded spin-off of the landline business of ALLTEL Corporation that provides voice, broadband and entertainment services to customers in 29 states. From January 2000 to December 2005, Mr. Gardner was the Executive Vice President and Chief Financial Officer of ALLTEL. From August 1998 to January 2000, he was the Senior Vice President of Finance and the Treasurer of ALLTEL. He is currently an NACD Leadership Fellow, having completed the NACD's program for corporate directors. Mr. Gardner is a member of the Business Roundtable, an association of chief executive officers of leading U.S. companies. He also is Chairman of the United States Telecom Association. Mr. Gardner has been in the communications industry since 1986 and joined ALLTEL in 1998 when ALLTEL and 360 Communications Company merged. At 360 Communications, Mr. Gardner held a variety of senior management positions, including: Senior Vice President of Finance, which included treasury, accounting and capital markets responsibilities; President of the Mid-Atlantic Region; Vice President and General Manager of the Las Vegas market; and Director of Finance. Since 2008, he has served as a member of the Executive Committee of USTelecom, a telecommunications trade association.

The Board determined that Mr. Gardner should be nominated for election as a director because his experience as a current CEO and former CFO of public companies in the wireless telecommunications industry provides the Board with valuable industry insight, including extensive knowledge regarding the requirements of downstream customers. Additionally, Mr. Gardner brings to the Board specific expertise in the areas of strategic development, finance, financial reporting and accounting and internal controls.



John R. Harding

Age 58

Mr. Harding was appointed to the Board of Directors in November 2006. Mr. Harding co-founded and is Chairman, President and Chief Executive Officer of eSilicon Corporation, a privately held company that designs and manufactures complex, custom chips for a broad and growing portfolio of large and small firms. Before starting eSilicon Corporation in May 2000, Mr. Harding served as President, Chief Executive Officer, and director of the publicly traded Cadence Design Systems, Inc., which acquired his former employer, Cooper & Chyan Technology, Inc. Mr. Harding has held a variety of senior management positions at Zycad Corporation and his career also includes positions with TXL and IBM Corporation. He is currently an NACD Governance Fellow, having completed the NACD's program for corporate directors. Mr. Harding has also held leadership roles at Drew University and Indiana University (IU), where he was Vice Chairman of the Board of Trustees and a member of IU's School of Public and Environmental Affairs Advisory Board, respectively. In addition, Mr. Harding has served as a member of the Steering Committee at the U.S. Council on Competitiveness and was a former National Academies' Committee member for Software, Growth and Future of the U.S. Economy. In 2012, Mr. Harding was re-elected as the value chain producer director to the board of directors of the Global Semiconductor Alliance, a position he has held since 2010. Mr. Harding is a frequent international speaker on the topics of innovation, entrepreneurship and semiconductor trends and policies.

The Board determined that Mr. Harding should be nominated for election as a director because his experience as Chairman and CEO of eSilicon Corporation provides the Board with a deep understanding of the challenges and issues facing semiconductor companies. In addition, Mr. Harding brings to the Board substantial operational experience, business acumen, and expertise in corporate strategy development gained from his experience as an entrepreneur starting several successful companies.



Masood A. Jabbar

Age 63

Mr. Jabbar was appointed to the Board of Directors in March 2009. Mr. Jabbar is a private investor in start-up companies. Mr. Jabbar worked at Sun Microsystems, Inc. from 1986 to 2003, where he served in a series of progressively responsible roles including President of the Computer Systems Division, Chief Financial Officer of the \$10 billion Sun Microsystems Computer Corporation, and Executive Vice President of Global Sales Operations. Mr. Jabbar's career at Sun Microsystems, Inc. culminated as Executive Vice President and Advisor to the Chief Executive Officer, where he was responsible for advising the CEO on critical strategic issues. Prior to joining Sun Microsystems, Inc., Mr. Jabbar spent ten years in finance and accounting at Xerox Corporation and two years at IBM Corporation. Mr. Jabbar is also a member of the Board of Directors of Silicon Image, Inc., a publicly traded fabless semiconductor company serving consumer electronics markets, JDS Uniphase Corporation, a publicly traded optical communications, test and measurement company, and Calypso Technology Inc., a privately held company in the United States. Mr. Jabbar previously served as a member of the board of directors of MSC Software, Inc., a former publicly traded design automation simulation software company, from June 2005 to February 2007 and again from March 2009 to September 2009, and Openwave Systems Inc., a publicly traded designer of software for mobile devices and wireless infrastructure, from August 2003 to November 2007. Mr. Jabbar also served as a member of the board of directors of The Pictel Group, a mobile user interface software company based in the United Kingdom, from January 2003 to May 2009.

The Board determined that Mr. Jabbar should be nominated for election as a director because he brings to the Board significant mergers and acquisitions and sales and marketing expertise gained from his experience at Sun Microsystems, Inc. Mr. Jabbar also brings extensive experience as an executive in sales and marketing with significant international experience. In addition, Mr. Jabbar's experiences at Xerox and as CFO of Sun Microsystems Computer Corporation provide the Board with valuable accounting and financial reporting expertise.



Casimir S. Skrzypczak

Age 72

Mr. Skrzypczak was appointed to the Board of Directors in November 2007. Prior to serving as one of our directors, Mr. Skrzypczak served as a director of Sirenza Microdevices, Inc., or Sirenza, from January 2000 until it was acquired by us in November 2007. Mr. Skrzypczak's appointment to our Board was made pursuant to the merger agreement for the Sirenza acquisition. From November 1999 to July 2001, Mr. Skrzypczak served as a Senior Vice President at Cisco Systems, a networking systems company, where he was responsible for the delivery and support of Cisco's Products and Solutions for the Service Provider Market. He also managed Cisco's worldwide Professional Services Group. Prior to joining Cisco, Mr. Skrzypczak served as a Group President at Telcordia Technologies, a telecommunications company, from March 1997 to October 1999. From 1985 to March 1997, Mr. Skrzypczak served as President of NYNEX Science & Technology, Inc., a subsidiary of NYNEX Corporation, a telecommunications company. At NYNEX, Mr. Skrzypczak was responsible for the formulation of NYNEX's technology plans and network architecture, including the management and direction of NYNEX's research and development programs. Mr. Skrzypczak also serves on the board of directors of a number of privately held companies. He previously served as a director of JDS Uniphase Corporation, a publicly traded optical communications, test and measurement company, from July 1997 to November 2011; RCN Corporation, a publicly traded cable service provider, from October 2009 to August 2010; ECI Telecom Ltd., a publicly traded supplier of telecommunications networking solutions, from July 2002 to September 2007; WebEx Communications, a publicly traded provider of web communications services, from August 2002 to June 2007; and Somera Communications, a publicly traded refurbished network equipment supplier, from October 2003 to September 2006.

The Board determined that Mr. Skrzypczak should be nominated for election as a director because his experience as a director of Sirenza provides the Board with valuable insight into the Multi-Market Products Group, or MPG, business. Additionally, Mr. Skrzypczak brings to the Board valuable public company board experience, including service as a lead director and chairman of a compensation committee and a governance committee. Due to Mr. Skrzypczak's many years of experience in the technology sector, he is widely regarded as an expert on telecommunications network design, planning and evolution. Mr. Skrzypczak also contributes valuable strategic planning skills gained from his experience at NYNEX.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINEES LISTED ABOVE.

CORPORATE GOVERNANCE

Independent Directors

In accordance with the listing standards of The NASDAQ Stock Market LLC, or Nasdaq, and our Corporate Governance Guidelines, the Board of Directors must consist of a majority of independent directors. The Board has determined that Messrs. DiLeo, Gardner, Harding, Jabbar, Skrzypczak, and Wilkinson each satisfy the definition of “independent director” under these Nasdaq listing standards. In addition, Mr. van der Kaay, who is not standing for re-election to the Board, was also determined to be independent. The Board, in concert with its Governance and Nominating Committee, performed a review to determine the independence of its members and made a subjective determination as to each of these independent directors that no transactions, relationships or arrangements exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director of RFMD. In making these determinations, the Board reviewed the information provided by the directors and RFMD with regard to each director’s business and personal activities as they may relate to RFMD and its management.

Corporate Governance Guidelines

Effective July 2003 and as most recently amended in May 2013, the Board implemented written Corporate Governance Guidelines designed to assist the Board in fulfilling its duties and responsibilities. The Corporate Governance Guidelines address a number of matters applicable to directors, including director qualification standards, Board and committee meetings, executive sessions, director compensation, management succession, director continuing education, “withheld vote” policy and other matters. These Corporate Governance Guidelines are available in the “Investors” section of our website under the heading “Corporate Governance” at <http://www.rfmd.com>. A shareholder may request a copy of the Corporate Governance Guidelines by contacting our Investor Relations Department at 7628 Thorndike Road, Greensboro, North Carolina 27409-9421.

Board Leadership Structure

As described in the Corporate Governance Guidelines, the Board has a general policy that the roles of Chairman of the Board and Chief Executive Officer should be separated, and the Chairman of the Board should be a non-employee independent director. The Board believes this separation of roles promotes communication between the Board, the Chief Executive Officer and other senior management and enhances the Board’s oversight of management.

We believe our leadership structure provides increased accountability of our Chief Executive Officer to the Board and encourages balanced decision-making. We also separate the roles in recognition of the differences in the roles. While the Chief Executive Officer is responsible for day-to-day leadership of RFMD and the setting of strategic direction, the Chairman of the Board provides guidance to the Chief Executive Officer and coordinates and manages the operation of the Board and its committees. Since 2002, all individuals who have held the position of Chairman of the Board have been non-employee independent directors.

The duties of the Chairman of the Board include:

- presiding over all meetings of the Board;
- preparing the agenda for Board meetings in consultation with the Chief Executive Officer and other members of the Board;
- calling and presiding over meetings of the independent directors;
- managing the Board’s process for annual director self-assessment and evaluation of the Board and of the CEO; and
- presiding over all meetings of shareholders.

The Board believes our current leadership structure with an independent, non-employee Chairman of the Board is appropriate for RFMD and provides many advantages to the effective operation of the Board.

Risk Oversight

The Board, acting through itself or one or more of its committees, has general oversight responsibility for corporate risk management, including oversight of management’s implementation and application of risk management policies, practices and procedures. The Board directly oversees strategic risks such as those relating to competitive dynamics, market trends and developments and changes in macroeconomic conditions. While the Board is responsible for risk oversight, management is ultimately responsible for assessing and managing material risk exposures. Our senior management typically reports to the Board or one of its committees on key enterprise risk topics, including disaster recovery, quality assurance, product and technology

development, global workforce, financial, environmental, health and safety risks. The Board and its committees receive these reports at regularly scheduled Board and committee meetings and on an interim basis when potentially significant risks develop. Members of the Board often participate in telephone briefings and conduct face-to-face meetings with management to discuss and develop a shared understanding of the potential severity of these risks and management's strategies for addressing these risks. In addition, the Board evaluates our strategic goals and objectives to determine how they may be affected by particular risk exposures.

The Board also exercises a risk oversight role through certain of its committees. Specifically, the Audit Committee discusses certain material risks and exposures with our independent registered public accounting firm and receives reports from our accounting and internal audit management personnel regarding such risks or exposures and how management has attempted to minimize RFMD's risk. The Audit Committee's primary focus is financial risk, including our internal control over financial reporting. Particular areas of focus by the Audit Committee include risks associated with material litigation, taxes, foreign exchange, liquidity, investments, and information technology security. As part of its oversight role, this committee reviews annually global insurance coverage to mitigate risk, oversees RFMD's investment policy and works with management to develop policies and practices to mitigate risks in its areas of focus, including information technology, fraud and anti-corruption risks.

The Governance and Nominating Committee performs risk oversight in the areas of management succession and corporate governance. This includes adoption and administration of our codes of ethics, development of succession plans for our Chief Executive Officer and other senior management positions and serving as the Board's primary independent decision-making authority for assessing and resolving matters, such as potential conflicts of interest, that fall within the broader category of corporate governance.

The Compensation Committee makes a determination regarding risks associated with our compensation policies and practices, and specifically evaluates risks associated with equity overhang and regulatory risks in regard to equity and retirement plans.

Each of the above committees reports to the full Board with respect to the risk categories it oversees. These ongoing discussions enable the Board, and other committees, to monitor our exposure and evaluate the mitigation of risk.

Risk Oversight in Compensation Programs

We have assessed our compensation programs and have concluded that risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on us. The risk assessment process included a review of program policies and practices, focusing on programs with variable compensation provisions and identifying the risks related to the programs. The Compensation Committee determined that our compensation programs encourage our employees to take appropriate risk in the performance of our business, but do not encourage excessive risk. We encourage our employees to make decisions that should result in positive short-term and long-term results for our business and our shareholders without providing an incentive for unnecessary risk. The Compensation Committee will continue to monitor our compensation programs on an ongoing basis to ensure that risks arising from our compensation policies and practices are not reasonably likely to have a material adverse effect on us.

Codes of Ethics

Effective February 2004 and as most recently amended in May 2011, the Board adopted a Code of Business Conduct and Ethics to provide guidance on maintaining our commitment to high ethical standards. The Code of Business Conduct and Ethics applies to employees, officers, directors, agents and designated representatives of RFMD and our subsidiaries. We also adopted a separate code of ethics in February 2004 that is applicable specifically to the Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer or Controller and Treasurer.

Copies of both of these codes are available in the "Investors" section of our website under the heading "Corporate Governance" at <http://www.rfmd.com> or may be obtained by contacting the Investor Relations Department at the address set forth above. In the event that we amend one or more of the provisions of either of our codes that requires disclosure under applicable law, SEC rules or Nasdaq listing standards, we intend to disclose such amendment on our website. Any waiver of the codes with respect to any executive officer or director of RFMD must be approved by the Board and will be promptly disclosed, along with the reasons for the waiver, as required by applicable law or Nasdaq rules.

Committees and Meetings

The Board maintains five standing committees: the Audit Committee; the Compensation Committee; the Governance and Nominating Committee; the Finance Committee; and the Corporate Development Committee. Each committee operates under a written charter and reports regularly to the Board. A copy of each of these committee charters is available in the "Investors"

section of our website under the heading “Corporate Governance” at <http://www.rfmd.com> and may also be obtained by contacting the Investor Relations Department at the address set forth above.

Each of the Audit Committee, the Compensation Committee, the Governance and Nominating Committee, the Finance Committee, and the Corporate Development Committee must be comprised of no fewer than three members, each of whom must satisfy membership requirements imposed by the applicable committee charter and, where applicable, Nasdaq listing standards and SEC rules and regulations. Each of the members of the Audit Committee, Compensation Committee, Governance and Nominating Committee, and Finance Committee has been determined by the Board to be independent under applicable Nasdaq listing standards and, in the case of the Audit Committee, under the independence requirements established by the SEC. A majority of the members of the Corporate Development Committee has been determined by the Board to be independent under applicable Nasdaq listing standards. A brief description of the responsibilities of each of these committees, and their current membership, follows.

Director	Committee Membership				
	Audit	Compensation	Governance and Nominating	Finance	Corporate Development
Walter H. Wilkinson, Jr.		X	C	X	
Daniel A. DiLeo		X	X		X
Jeffery R. Gardner	C			X	
John R. Harding		C			X
Masood A. Jabbar	X				C
Casimir S. Skrzypczak	X		X		
Erik H. van der Kaay	X		X	C	
Robert A. Bruggeworth					X
C = Committee Chairman					

Compensation Committee

The Compensation Committee operates under a written charter adopted in June 2003 and most recently amended in May 2013. The Compensation Committee is appointed by the Board to exercise the Board’s authority concerning compensation of our officers and employees and administration of our stock-based and incentive compensation plans. In fulfilling its duties, the Compensation Committee has the authority to, among other things: (a) evaluate and fix the compensation of our officers, including our Chief Executive Officer; (b) prepare the Compensation Committee report that the rules of the SEC require to be included in our Annual Report on Form 10-K (or incorporated therein by reference to our proxy statement); (c) make recommendations to the Board regarding annual retainer and other fees for the Board and committees of the Board, including compensatory stock awards to directors; (d) periodically review, and modify if necessary, our philosophy concerning executive compensation and the components of executive compensation; (e) review and discuss with management our Compensation Discussion and Analysis disclosure and formally recommend to the Board that it be included in our Annual Report on Form 10-K (or incorporated therein by reference to our proxy statement); (f) make the determination required under SEC rules regarding risks associated with our compensation policies and practices; (g) make recommendations to the Board with respect to the advisory vote on the compensation of our named executive officers and the frequency of such advisory vote; (h) review the results of the most recent advisory vote on the compensation of our named executive officers and consider whether any adjustments to our compensation policies and practices are necessary or appropriate in light of such results; (i) assess the independence of any compensation advisers and assess any conflicts of interests raised by the work of compensation consultants; and (j) discharge certain other responsibilities generally relating to the administration of our incentive and employee benefit plans. The Compensation Committee may condition its approval of any compensation on ratification by the Board if Board action is required by applicable law or otherwise deemed appropriate.

The Compensation Committee regularly consults with members of our executive management team regarding our executive compensation program. Our executive compensation program, including the level of participation by our executive officers in assisting with establishing compensation, is discussed below under “Executive Compensation – Compensation Discussion and Analysis.”

In addition, the Compensation Committee has the discretion to delegate certain areas of its authority. The Committee has delegated to Mr. Bruggeworth, as Chief Executive Officer, the authority to grant equity awards and establish salaries for all new employees who are not executive or corporate officers under our 2012 Stock Incentive Plan, or the 2012 Plan, subject to limits and other conditions specified by the Board or the Compensation Committee, the terms of that plan and applicable law. The

Committee has delegated to Mr. Bruggeworth and the Compensation Committee Chairman, Mr. Harding, the authority to make (within predetermined limits) special employee retention cash and equity awards to persons who are not subject to Section 16 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, or deemed to be covered employees under Section 162(m) of the Internal Revenue Code of 1986, as amended, or the Code, subject to conditions established by the Committee, the relevant plan and applicable law.

To assist the Committee with its review and analysis of executive, non-employee director and employee compensation matters during fiscal 2013, the Compensation Committee engaged an independent compensation consulting firm, Connell & Partners, which we refer to as C&P. C&P was instructed to analyze and provide recommendations on our peer group and non-employee director compensation, and provide input on executive officer total cash compensation and our short- and long-term incentive plans. Additionally, the Committee has engaged independent compensation consulting firm Compensia, Inc. for advice regarding executive compensation performance metrics for fiscal 2014. For a more detailed discussion of the nature and scope of the roles of C&P and Compensia, please see “Executive Compensation – Compensation Discussion and Analysis – Compensation Decision-Making Processes – Role of the Compensation Consultants,” below.

The current members of the Compensation Committee are Messrs. DiLeo, Harding (Chairman) and Wilkinson, none of whom is an employee of RFMD and each of whom is independent under existing Nasdaq listing standards. See “Executive Compensation – Compensation Discussion and Analysis,” below for details of the processes and procedures involved in setting executive compensation.

Audit Committee

The Audit Committee is a separately-designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The Audit Committee operates under a written charter adopted in May 2000 and most recently amended in May 2013. The Audit Committee is appointed by the Board to assist the Board in its duty to oversee our accounting, financial reporting and internal control functions and the audit of our financial statements. The Committee’s responsibilities include, among others, direct responsibility for: (a) hiring, firing, overseeing the work of and determining the compensation for the independent registered public accounting firm, which reports directly to the Audit Committee; (b) approving all audit and permissible non-audit services to be provided by the independent registered public accounting firm and establishing a policy for such approval; (c) periodically reviewing the significant accounting principles, policies and practices followed by RFMD in accounting for and reporting its financial results; (d) preparing the report of the Audit Committee required by SEC rules to be included in our proxy statement; (e) discussing from time to time with the independent registered public accounting firm and our accounting and internal audit management personnel whether RFMD is subject to any material risks or exposures and how management has attempted to minimize any such risk; and (f) establishing procedures for the receipt, retention and treatment of complaints received by RFMD regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The current members of the Audit Committee are Messrs. Gardner (Chairman), Jabbar, Skrzypczak and van der Kaay, none of whom is an employee of RFMD and each of whom is independent under existing Nasdaq listing standards and SEC requirements. The Board has examined the SEC’s definition of “audit committee financial expert” and determined that Messrs. Gardner and van der Kaay each satisfied this definition for fiscal year 2013 and Mr. Gardner satisfies this definition for fiscal year 2014. See “Report of the Audit Committee,” below.

Governance and Nominating Committee

The Governance and Nominating Committee operates under a written charter adopted in April 2003 and most recently amended in May 2009. The Governance and Nominating Committee is appointed by the Board to: (a) assist the Board in identifying individuals qualified to become Board members and to recommend to the Board the director nominees; (b) recommend to the Board the corporate governance guidelines, conflicts of interest and certain other policies, principles and guidelines applicable to RFMD; and (c) lead the Board in its annual review of the performance of the Board and its committees. The current members of the Governance and Nominating Committee are Messrs. DiLeo, Skrzypczak, van der Kaay, and Wilkinson (Chairman), none of whom is an employee of RFMD and each of whom is independent under existing Nasdaq listing standards. For information regarding shareholder nominations to the Board, see “Procedures for Director Nominations” and “Proposals for 2014 Annual Meeting,” below. The Governance and Nominating Committee is also authorized by the Board to serve as the Qualified Legal Compliance Committee for the purposes of Section 307 of the Sarbanes-Oxley Act of 2002 and the SEC’s standards for professional conduct for attorneys appearing and practicing before the SEC in the representation of RFMD.

Finance Committee

The Finance Committee operates under a written charter adopted in July 2009. The Finance Committee is appointed by the Board to (a) oversee and monitor our cash, marketable securities, current assets and other financial resources and to work with

management to establish policies with respect to the maintenance of minimum amounts of cash and other liquid assets; (b) exercise the Board's authority with respect to the review and approval of our credit facilities and other material debt obligations, the repurchase and retirement of our outstanding convertible notes, and our commercial banking, investment banking and other significant financial service relationships, in each case subject to the limitations and requirements of applicable law and our governance documents; and (c) take such other actions as the Board may otherwise delegate to the Committee from time to time. The current members of the Finance Committee are Messrs. Gardner, van der Kaay (Chairman), and Wilkinson, none of whom is an employee of RFMD and each of whom is independent under existing Nasdaq listing standards.

Corporate Development Committee

The Corporate Development Committee operates under a written charter adopted in July 2009 and most recently amended in May 2012. The Corporate Development Committee is appointed by the Board to (a) assist the Board in fulfilling its responsibilities for overseeing and facilitating the development, implementation and monitoring of our business strategies and plans; and (b) exercise the Board's authority with respect to the review, evaluation and approval of certain strategic transactions, subject to the limitations and requirements of applicable law and our governance documents. The current members of the Corporate Development Committee are Messrs. DiLeo, Harding, Jabbar (Chairman), and Bruggeworth. Messrs. DiLeo, Harding and Jabbar are not employees of RFMD and are each independent under existing Nasdaq listing standards.

Meeting Attendance

Under our Corporate Governance Guidelines, all directors are expected to make every effort to attend meetings of the Board, assigned committees and annual meetings of shareholders. All incumbent directors attended at least 75% of the aggregate of the Board meetings and assigned committee meetings held during the fiscal year ended March 31, 2013. During fiscal 2013, the Board held five in-person meetings and five telephonic meetings, the Compensation Committee held four in-person meetings and five telephonic meetings, the Audit Committee held three in-person meetings and five telephonic meetings, the Governance and Nominating Committee held three in-person meetings, the Corporate Development Committee held three in-person meetings and two telephonic meetings and the Finance Committee held three in-person meetings and one telephonic meeting. All eight of the Company's directors in office at the time of the 2012 annual meeting of shareholders attended the annual meeting.

Executive Sessions

Pursuant to our Corporate Governance Guidelines, independent directors are expected to meet in executive session at all regularly scheduled meetings of the Board with no members of management present. The Chairman of the Governance and Nominating Committee or the Chairman of the Board presides at each executive session, unless the independent directors determine otherwise. During fiscal 2013, Mr. Wilkinson presided as Chairman of the Board at the executive sessions. During fiscal 2013, the independent directors met in executive session at each of the five regularly scheduled Board meetings.

Procedures for Director Nominations

In accordance with our Corporate Governance Guidelines, members of the Board are expected to collectively possess a broad and diverse range of skills, industry and other knowledge and expertise, as well as business and other experience useful for the effective oversight of our business. The Governance and Nominating Committee is responsible for identifying, screening and recommending to the Board qualified candidates for membership. All candidates must meet the minimum qualifications and other criteria established from time to time by the Board, and potential nominees will also be evaluated based on the other criteria identified in the Corporate Governance Guidelines. These minimum qualifications include, but are not limited to:

- Substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business or other disciplines relevant to the business of RFMD; and
- Lack of any conflict of interest that would violate any applicable law or regulation or any other relationship that, in the opinion of the Board, would interfere with the exercise of the individual's judgment as a member of the Board or of a Board committee.

We also consider the following criteria, among others, in our selection of directors:

- Economic, technical, scientific, academic, financial and other expertise, skills, knowledge and achievements useful to the oversight of our business;
- Integrity, demonstrated sound business judgment and high moral and ethical character;
- Diversity of viewpoints, backgrounds, experiences and other demographics;
- Business or other relevant professional experience;

- Capacity and desire to represent the balanced, best interests of RFMD and its shareholders as a whole and not primarily a special interest group or constituency;
- Ability and willingness to devote time to the affairs and success of RFMD and to fulfill the responsibilities of a director; and
- The extent to which the interplay of the candidate's expertise, skills, knowledge and experience with that of other Board members will build a Board that is effective, collegial and responsive to the needs of RFMD.

The Governance and Nominating Committee is authorized to develop additional policies regarding Board size, composition and member qualification.

The Governance and Nominating Committee evaluates suggestions concerning possible candidates for election to the Board submitted to RFMD, including those submitted by Board members (including self-nominations), shareholders and third parties. All candidates, including those submitted by shareholders, will be similarly evaluated by the Governance and Nominating Committee using the Board membership criteria described above and in accordance with applicable procedures. Once candidates have been identified, the Governance and Nominating Committee will determine whether such candidates meet the minimum qualifications for director nominees established in the Corporate Governance Guidelines and under applicable laws, rules or regulations. The Board, taking into consideration the recommendations of the Governance and Nominating Committee, is responsible for selecting the nominees for director and for appointing directors to fill vacancies.

The Governance and Nominating Committee has authority to retain and approve the compensation of search firms to be used to identify director candidates.

As noted above, the Governance and Nominating Committee will consider qualified director nominees recommended by shareholders when such recommendations are submitted in accordance with applicable SEC requirements, our bylaws and Corporate Governance Guidelines and any other applicable law, rule or regulation regarding director nominations. When submitting a nomination to RFMD for consideration, a shareholder must provide certain information that would be required under applicable SEC rules, including the following minimum information for each director nominee: (a) full name and address; (b) age; (c) principal occupation during the past five years; (d) current directorships on publicly held companies and registered investment companies; and (e) number of shares of RFMD common stock owned, if any. In addition, under our bylaws, a shareholder's notice regarding a proposed nominee must include: (a) the name and address of the shareholder and the beneficial owner, if any, on whose behalf the nomination is made; (b) the number of shares of common stock owned by the shareholder and beneficial owner; (c) a description of the shareholder's proposal; (d) any material direct or indirect interest that the shareholder or the beneficial owner may have in the nomination; (e) a representation that the shareholder is a holder of record of RFMD common stock and intends to appear in person or by proxy to present the nominee; (f) the nominee's consent to serve if elected; and (g) such additional information concerning the nominee as is deemed sufficient by the Board, or a properly authorized Board committee, to determine whether the nominee meets all minimum qualification standards or other criteria as may have been established by the Board or such properly authorized Board committee, or pursuant to applicable law, rule or regulation, for service as a director. Certain specific notice deadlines also apply with respect to submitting director nominees.

No candidates for director nominations were submitted to the Governance and Nominating Committee by any shareholder in connection with the annual meeting. Any shareholder desiring to present a nomination for consideration by the Governance and Nominating Committee prior to the 2014 annual meeting must do so in accordance with our bylaws and policies. See "Proposals for 2014 Annual Meeting," below.

Shareholder Communications with Directors

Any shareholder desiring to contact the Board, or any specific director(s), may send written communications to: Board of Directors (Attention: (Name(s) of director(s), as applicable)), c/o RFMD's Secretary, 7628 Thorndike Road, Greensboro, North Carolina 27409-9421. Any proper communication so received will be processed by the Secretary. If it is unclear from the communication received whether it was intended or appropriate for the Board, the Secretary will (subject to any applicable regulatory requirements) use his judgment to determine whether such communication should be conveyed to the Board or, as appropriate, to the member(s) of the Board named in the communication.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy that requires the Audit Committee to approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm and any non-audit service provided by any other accounting firm if the cost of the service is reasonably expected to exceed \$100,000. The Audit Committee has established a pre-approval policy for certain audit and non-audit services, up to a specified amount for each identified service that may be provided

by the independent registered public accounting firm. The Chairman of the Audit Committee may specifically approve any service within the pre-approved audit and non-audit service category if the fees for such service exceed the maximum set forth in the policy, as long as the excess fees are not reasonably expected to exceed \$25,000. Any such approval by the Chairman must be reported to the Audit Committee at its next scheduled meeting. The pre-approval fee levels for all services to be provided by the independent registered public accounting firm are reviewed annually by the Audit Committee.

Procedures for Reporting Complaints about Accounting and Auditing Matters

The Audit Committee has adopted procedures for receiving and handling complaints from employees and third parties regarding accounting, internal accounting controls or auditing matters, including procedures for confidential, anonymous submissions by employees of complaints or concerns regarding questionable accounting or auditing matters. Employees or third parties may report their concerns by mail to the attention of RFMD's Compliance Officer, 7628 Thorndike Road, Greensboro, North Carolina 27409-9421 or by e-mail at complianceofficer@rfmd.com. If the Compliance Officer is the subject of the concern or the employee or third party otherwise believes that the Compliance Officer has not given or will not give proper attention to his or her concerns, the employee or third party may report his or her concerns directly to the Chairman of the Audit Committee. An employee or third party also may forward concerns on a confidential and/or anonymous basis to the Audit Committee by calling RFMD's toll-free Ethics and Compliance hotline at (888) 301-8647, which is operated by a third-party agency to ensure confidentiality, or by delivering a written statement setting forth his or her concerns in a sealed envelope addressed to the Chairman of the Audit Committee labeled "Confidential: To be opened by the Chairman of the Audit Committee only."

Upon receipt of a complaint relating to the matters set forth above, the Compliance Officer (or Audit Committee Chairman, as the case may be) will promptly notify the Audit Committee. The Audit Committee will oversee the review of any such complaint and will maintain the confidentiality of an employee or third-party complaint to the fullest extent possible, consistent with the need to conduct an adequate review. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee. The Compliance Officer and the Chairman of the Audit Committee will maintain a log of all complaints received by them, tracking their receipt, investigation and resolution, and will prepare a periodic report summarizing the complaints for submission by the Audit Committee to the Board. The Compliance Officer and the Chairman of the Audit Committee will maintain copies of complaints and the complaint log for a reasonable time but in no event for less than five years.

The Procedures for Reporting Complaints about Accounting and Auditing Matters are available in the "Investors" section of our website under the heading "Corporate Governance" at <http://www.rfmd.com> or may be obtained by contacting our Investor Relations Department at 7628 Thorndike Road, Greensboro, North Carolina 27409-9421.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The current members of the Compensation Committee are Messrs. DiLeo, Harding (Chairman) and Wilkinson. None of the current members of the Compensation Committee has ever served as an officer or employee of RFMD or had any relationship during fiscal 2013 that would be required to be disclosed pursuant to Item 404 of Regulation S-K. No interlocking relationships exist between our current Board of Directors or Compensation Committee and the board of directors or compensation committee of any other company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership of RFMD's common stock as of June 12, 2013 (unless otherwise indicated) by (a) each person known by RFMD to own beneficially more than five percent of the outstanding shares of our common stock, (b) each director and nominee for director, (c) the Named Executive Officers, and (d) all current directors and executive officers as a group. Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or that are or may become exercisable within 60 days of June 12, 2013, and shares of restricted stock or restricted stock units that have vested or that will vest within 60 days of June 12, 2013, are deemed outstanding. These shares, however, are not deemed outstanding for purposes of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table and under applicable community property laws, each shareholder named in the table has sole voting and dispositive power with respect to the shares set forth opposite the shareholder's name. Unless otherwise indicated, the address of all listed shareholders is c/o RF Micro

Devices, Inc., 7628 Thorndike Road, Greensboro, North Carolina 27409-9421. As of June 12, 2013, none of our directors or executive officers has pledged our common stock.

Name of Beneficial Owner	Beneficial Ownership	
	Number of Shares (1)	Percent of Class
BlackRock, Inc. and affiliates (2)	23,432,999	8.33%
The Vanguard Group, Inc. (3)	15,574,093	5.54%
Robert A. Bruggeworth (4)	2,243,386	*
Steven E. Creviston (5)	1,349,529	*
William A. Priddy, Jr. (6)	1,158,627	*
James D. Stilson (7)	511,832	*
Walter H. Wilkinson, Jr. (8)	465,092	*
Erik H. van der Kaay (9)	344,900	*
Daniel A. DiLeo (10)	330,900	*
John R. Harding (11)	239,950	*
Masood A. Jabbar (12)	196,550	*
Casimir S. Skrzypczak (13)	193,052	*
Jeffery R. Gardner (14)	158,300	*
Norman A. Hilgendorf	156,577	*
Directors and executive officers as a group (14 persons) (15)	7,515,637	2.46%

* Indicates less than one percent

- (1) As noted above, shares of common stock subject to options exercisable within 60 days of June 12, 2013 and shares of restricted stock or restricted stock units that have vested or that will vest within 60 days of June 12, 2013, are included.
- (2) Based upon information set forth in a Schedule 13G filed with the SEC on February 1, 2013 by BlackRock, Inc. (“BlackRock”) reporting the sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 23,432,999 shares. Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, RFMD common stock. No one person’s interest in such RFMD common stock is more than 5% of the total outstanding common shares. The address of BlackRock is 40 East 52nd Street, New York, NY 10022.
- (3) Based upon information set forth in a Schedule 13G filed with the SEC on February 11, 2013 by The Vanguard Group, Inc. (“Vanguard”) reporting the sole power to vote or direct the vote of 434,504 shares, sole power to dispose or direct the disposition of 15,156,989, and shared power to dispose or direct the disposition of 417,104 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 417,104 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 17,400 shares as a result of its serving as investment manager of Australian investment offerings. The address of Vanguard is 100 Vanguard Blvd., Malvern, PA 19355.
- (4) Includes 1,262,117 shares of common stock issuable upon exercise of stock options.
- (5) Includes 612,647 shares of common stock issuable upon exercise of stock options.
- (6) Includes 637,647 shares of common stock issuable upon exercise of stock options.
- (7) Includes 156,361 shares of common stock issuable upon exercise of stock options.
- (8) Includes 183,700 shares of common stock issuable upon exercise of stock options.
- (9) Includes 173,100 shares of common stock issuable upon exercise of stock options. Also includes 48,000 shares of common stock held by The van der Kaay Trust, as to which Mr. van der Kaay and his spouse, as co-trustees, jointly share voting and dispositive power.
- (10) Includes 270,100 shares of common stock issuable upon exercise of stock options.
- (11) Includes 239,950 shares of common stock issuable upon exercise of stock options.

(12) Includes 183,550 shares of common stock issuable upon exercise of stock options.

(13) Includes 103,545 shares of common stock issuable upon exercise of stock options.

(14) Includes 89,500 shares of common stock issuable upon exercise of stock options.

(15) Includes 4,010,464 shares of common stock issuable upon exercise of stock options.

EXECUTIVE OFFICERS

RFMD's current executive officers are as follows:

Name	Age	Title
Robert A. Bruggeworth	52	President and Chief Executive Officer
Barry D. Church	51	Vice President, Corporate Controller and Principal Accounting Officer
Steven E. Creviston	49	Corporate Vice President and President of Cellular Products Group
Norman A. Hilgendorf	52	Corporate Vice President and President of Multi-Market Products Group
William A. Priddy, Jr.	52	Chief Financial Officer, Corporate Vice President of Administration and Secretary
Suzanne B. Rudy	58	Vice President, Corporate Treasurer, Compliance Officer and Assistant Secretary
James D. Stilson	66	Corporate Vice President of Operations

Certain information with respect to our executive officers is provided below. Officers are appointed to serve at the discretion of the Board. Information regarding Mr. Bruggeworth is included in the director profiles set forth above.

Barry D. Church has served as Vice President, Corporate Controller and Principal Accounting Officer since September 2001. He began his employment with us in March 1998. From March 1998 until August 1998, Mr. Church was Manager of Financial Planning and from September 1998 until September 2001 he was Controller. In addition to his tenure at RFMD, Mr. Church has 13 years' experience in various financial positions at Sara Lee Corporation and AT&T, Inc.

Steven E. Creviston has served as Corporate Vice President and President of Cellular Products Group, or CPG, since August 2007. From May 2002 to August 2007, he served as a Corporate Vice President of CPG, which was known as Wireless Products until April 2004. He began his employment with RFMD in December 1994 as Strategic Account Manager. From May 1997 to May 1999, Mr. Creviston was Director of Account Management, from June 1999 to April 2001 he was Product Line Director, and from May 2001 to May 2002 he was Divisional Vice President.

Norman A. Hilgendorf has served as President of RFMD's Multi-Market Products Group, or MPG, since October 2011. From November 2007 until October 2011, he served as Vice President, Business Development. From 2000 to 2007, Mr. Hilgendorf served in a variety of roles for Sirenza Microdevices, Inc., which was acquired by RFMD in November 2007, including Chief Operating Officer, President – SMDI Segment, Chief Strategy Officer, VP Business Development and Strategic Marketing, and VP Sales and Marketing. Prior to Sirenza, he was Vice President and General Manager at Richardson Electronics, Ltd., a distributor of electronic components.

William A. Priddy, Jr. has served as Chief Financial Officer and Corporate Vice President of Administration since July 1997 and as Secretary since July 2003. He was Controller from December 1991 to December 1993, Treasurer and Controller from December 1993 to September 1998, and Vice President of Finance from December 1994 to July 1997. Prior to joining RFMD, Mr. Priddy was employed for five years with Analog Devices, Inc. in various positions in finance and marketing.

Suzanne B. Rudy has served as Vice President and Corporate Treasurer since November 2002 and as Compliance Officer and Assistant Secretary since January 2004. She has also served on the board of directors of Delta Apparel, Inc. since January 2012 and is currently an NACD Leadership Fellow. She was Corporate Treasurer from May 1999 until November 2002. Prior to joining RFMD, Ms. Rudy was employed for eight years at Precision Fabrics Group Inc. as Controller and for six years at BDO Seidman, LLP, most recently as a Tax Manager.

James D. Stilson has served as Corporate Vice President of Operations since January 2004. From July 1999 to January 2004, Mr. Stilson was the President of ASE Korea, Inc., a semiconductor assembly and test solution provider. From November 1997 to July 1999, he was the General Manager of Motorola Korea Ltd., which was purchased by the ASE Group to form ASE Korea, Inc. From April 1995 to November 1997, he was the Assistant General Manager of Motorola Korea Ltd.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

It is RFMD's policy to ensure that the total compensation of each of our Chief Executive Officer, Chief Financial Officer and our next three most highly compensated executive officers, to whom we refer to collectively as the Named Executive Officers, reflects individual performance and rewards strong operating performance in the near term and completion of key initiatives that drive profitability and shareholder value in the longer term. Cash compensation consists of base salary and cash bonuses, and typically accounts for approximately 40% of each Named Executive Officer's total compensation. Cash bonuses are based on corporate performance relative to financial goals that are established by the Compensation Committee on a semi-annual basis. Equity-based compensation is also set by the Compensation Committee and consists of service-based restricted stock units and performance-based restricted stock units and typically accounts for approximately 60% of each Named Executive Officer's total compensation. While service-based restricted stock units provide important retention and medium-term and long-term incentives for our Named Executive Officers, performance-based restricted stock units provide both short-term incentives to complete specified annual business goals that we believe drive longer-term shareholder value and longer-term incentives because, once earned, they vest over time.

In fiscal 2013, we increased base salaries for our Named Executive Officers by an average of 3.0% in order to keep their base salaries competitive with those of their peers and awarded service-based restricted stock units in amounts consistent with our historical practices. Additionally, because we achieved four out of five specified performance goals (as discussed in more detail below), our Named Executive Officers were awarded performance-based restricted stock units at 85% of the targeted number of units.

No cash bonus awards were paid out for the first half of fiscal 2013 because we did not achieve the established operating metrics; however, as a result of our strong financial performance in the second half of fiscal 2013, the Named Executive Officers received cash bonuses at 90.8% of their annual fiscal 2013 target percentage. In fiscal 2013, our overall revenue increased 10.6% to \$964.1 million, primarily due to increased demand for our 3G/4G cellular RF solutions, as well as increased demand for our mobile WiFi products. Although we had an operating loss of \$23 million in the first six months of fiscal year 2013, we generated operating income of \$7.3 million in the second six months. Our resulting operating loss for fiscal year 2013 was primarily due to increase in headcount and related personnel expenses and other expenses associated with new product development for 3G/4G mobile devices, lower gross margin, increase in legal expenses resulting from intellectual property rights litigation, a loss of approximately \$5.0 million related to an asset divestiture transaction, increase in share-based compensation expenses and expenses related to the purchase of Amalfi Semiconductor, Inc.

The Compensation Committee did not make any changes to the elements or objectives of our compensation program in response to the advisory vote to approve the compensation of our Named Executive Officers held at the 2012 Annual Meeting of Shareholders, in which more than 96% of voted shares were voted in favor.

We believe our compensation program provides a balanced and stable foundation for achieving our intended objectives. Our compensation philosophy emphasizes team effort, which we believe fosters rapid adjustment and adaptation to fast-changing market conditions and helps to achieve not only our short-term and long-term goals, but also aligns the interests of our management team with those of RFMD and our shareholders.

As discussed below under "Compensation Decision-Making Processes – Other Compensation Policies," we utilize comparative industry data to establish each Named Executive Officer's range of base salary and equity-based compensation award opportunities, attempt to ensure that all compensation components are tax deductible to RFMD to the extent practicable and linked to company performance, maintain appropriate policies to prevent inappropriate backdating, spring-loading or repricing of options or stock awards, and do not provide "perquisites" to our executive officers.

Compensation Program

Compensation Program Objectives and Philosophy

The objectives of RFMD's compensation program are to enhance our ability to recruit and retain qualified management, motivate executives and other employees to achieve established performance goals and ensure an element of congruity between the financial interests of the executive management team and our shareholders. We believe the competition in our industry for qualified executives, including our Named Executive Officers, is extremely strong. To attract and retain highly qualified employees, we must maintain an overall compensation package that is competitive with those offered by our peer group companies and other competitors within our industry.

We do not establish subjective or objective goals or performance criteria based on individual performance for each Named Executive Officer or other members of management, although we do evaluate individual performance when making compensation

decisions. Rather, we believe strongly that focusing on the management team as a group and company performance as a whole results in greater long-term success, and we currently condition all cash incentive and performance-based equity awards on the achievement of corporate financial and operational goals established by the Compensation Committee.

We believe that substantial equity ownership provides important medium- and long-term incentives and encourages the Named Executive Officers to take actions favorable to the long-term interests of RFMD and our shareholders. Accordingly, equity-based compensation makes up a significant portion of the overall compensation of our Named Executive Officers.

Compensation Program Design

Our compensation program is designed to attract, retain and motivate employees and to reward them for achievements that we believe will bring RFMD success and likewise reward shareholders as a result of our success. This program is designed to be competitive with those of the companies in our industry with which we must vie for talent.

Our qualified defined contribution 401(k) plan is the only retirement plan available to our employees in the United States. To complement our 401(k) plan, we typically make significant annual service-based and performance-based equity awards to our Named Executive Officers that have extended vesting periods. The purpose of these awards, which are discussed in more detail below, is to serve as both a retention and incentive mechanism in order to create value for both the award recipient and our shareholders. Each Named Executive Officer has a substantial portion of his potential financial net worth at risk because it is equity-based, and thus its value is dependent on and determined by our future performance.

Shortly after the end of each of fiscal 2012 and fiscal 2013, the Compensation Committee considered the following factors in establishing the compensation of our Named Executive Officers for the subsequent fiscal year:

- RFMD's overall operating performance during the fiscal year and the achievements of the Named Executive Officers with respect to: (a) progress that each business unit made in achieving its long-term strategic goals, including securing business from key customer accounts; (b) new products in development, scheduled for introduction or recently introduced; (c) generation of increased revenues; (d) our performance in relation to our industry competitors; (e) productivity improvements; and (f) profitability.
- Individual performance appraisals of our Named Executive Officers and their contributions toward our performance goals and other objectives as established by the Board and the Committee, including assessments of each Named Executive Officer's: (a) vision and strategy with respect to his individual business responsibilities; (b) work ethic and ability to motivate and influence others; (c) self-development and development of subordinates; and (d) execution of assigned tasks.
- The compensation packages for executives who have similar positions and levels of responsibility at other publicly held U.S. manufacturers of radio frequency components and other relevant products in similar markets (semiconductors).

Compensation Decision-Making Processes

The Compensation Committee

The Compensation Committee is appointed by the Board to exercise the Board's authority concerning compensation of the executive management team (including the Named Executive Officers), to make recommendations to the Board regarding compensation of our non-employee directors and to administer our stock-based and incentive compensation plans. See "Corporate Governance – Committees and Meetings – Compensation Committee," above. The Committee typically meets in separate session in connection with regularly-scheduled meetings of the Board. In addition, the Committee sometimes schedules special meetings or non-meeting "work sessions," either by telephone or in person, as necessary in order to fulfill its duties. Meeting agendas are established by the Chairman after consultation with the Vice President of Human Resources, other members of the Committee and, if appropriate, Mr. Bruggeworth, our Chief Executive Officer.

The current members of the Committee are Mr. DiLeo, Mr. Wilkinson and Mr. Harding, who serves as Chairman of the Committee. Each of these Committee members served on the Committee for all of fiscal 2013.

Role of the Compensation Consultants

During fiscal 2013, the Committee again retained the independent compensation consulting firm Connell & Partners, Inc., a division of Gallagher Benefits Services, which we refer to as C&P, to assist it with executive and non-employee director compensation matters. We selected C&P based primarily on its principals' depth of experience in the technology industry and its prior performance as a consultant to the Committee. During fiscal 2013, C&P worked with the Committee to help ensure that our compensation practices were appropriate for our industry and also updated our peer group and provided an analysis of director compensation, in each case for the Committee's use in setting fiscal 2014 compensation. C&P's recommendations to the Committee were generally in the form of suggested ranges for compensation or descriptions of policies that C&P currently considers "best practices" in our industry.

During fiscal 2013, C&P only worked for the Committee and performed no additional services for RFMD or any of the Named Executive Officers. The Committee Chairman approved all work performed by C&P and received and approved copies of all invoices for services submitted by C&P.

Additionally, during fiscal 2013, the Committee engaged the independent compensation consulting firm Compensia, Inc. for preliminary advice regarding certain executive compensation performance metrics for fiscal 2014. The Committee selected Compensia based on its experience and knowledge of certain performance metrics in the technology industry. Although Compensia's inputs relate to fiscal 2014 compensation programs, some of Compensia's services were performed during fiscal 2013. Compensia's recommendations to the Committee generally were in the form of suggested performance metrics for equity-based compensation that Compensia currently considers "best practices" in our industry.

During fiscal 2013, Compensia only worked for the Committee and performed no additional services for RFMD or any of the Named Executive Officers. The Committee Chairman approved all work performed by Compensia and received and approved copies of all invoices for services submitted by Compensia.

During fiscal 2013, neither the Committee nor our management used the services of any other compensation consultant other than C&P and Compensia.

All of the work performed by C&P and Compensia is performed at the direction of the Committee. In connection with its engagement of C&P and Compensia, the Committee determined that C&P and Compensia were independent and that their respective engagements did not present any conflicts of interest.

Role of Executives in Establishing Compensation

During fiscal 2013, and as is typical at RFMD, there was a continuing dialogue among our Chief Executive Officer, other members of management (particularly the Vice President of Human Resources), C&P, and Committee members regarding fiscal 2013 compensation considerations. Each of these parties was and continues to be encouraged to propose ideas or issues for the Committee to consider and evaluate with respect to our compensation structure and philosophy.

The Committee establishes the annual base salary, bonus opportunities and equity incentive awards for our Chief Executive Officer, Mr. Bruggeworth. Mr. Bruggeworth typically recommends to the Committee the annual base salary, bonus opportunities and equity award opportunities for the other members of the executive management team, including the other Named Executive Officers, for the Committee's review, modification and approval.

To assist the Committee in overseeing compensation practices, the Committee periodically requests that the Human Resources, Finance and Treasury Departments' personnel gather and present information on compensation-related topics. Certain members of the executive management team or other employees therefore attended portions of some Committee meetings during fiscal 2013 in order to fulfill these requests. Our Vice President of Human Resources attends most of the Committee's meetings and typically serves as secretary of the meeting, but does not participate in executive sessions or any portion of any meeting where his own compensation is being discussed. Our Chief Executive Officer also attended most of the Committee's meetings during fiscal 2013, but did not participate in any portion of any meeting where his own compensation was being determined. In addition, when deemed appropriate, the Committee held all or a portion of certain meetings during fiscal 2013 in executive session with only Committee members present.

Use of Industry Comparative Data

We operate in a highly competitive industry in which retention of qualified personnel is a critical factor in operating a successful business. As such, we try to understand as much as possible about the total compensation levels and practices at other companies in our industry. Determining the relevant companies to use for such comparative purposes is not a simple task. With the help of C&P and our Human Resources Department, the Committee has developed a peer group of companies that it reviews at least annually and, if appropriate, adjusts periodically. The companies included in this peer group generally have revenues ranging from one-half to two times our annual revenue and are in the semiconductor, wireless components or sub-systems businesses. The peer group is comprised such that the median revenue size of the peer group is at or close to our projected annual revenue. At the time of the development of the peer group, RFMD was at the 41st percentile of revenues and the 49th percentile of market capitalization of these companies. The peer group used in fiscal 2013 consisted of the following 19 companies:

Altera Corporation	Intersil Corporation	OmniVision Technologies, Inc.
Atmel Corporation	Linear Technology Corporation	PMC-Sierra, Inc.
Cypress Semiconductor Corporation	LSI Corporation	Silicon Laboratories Inc.
Diodes Incorporated	Maxim Integrated Products, Inc.	Skyworks Solutions, Inc.
Fairchild Semiconductor International, Inc.	Microchip Technology Incorporated	TriQuint Semiconductor, Inc.
Integrated Device Technology, Inc.	Microsemi Corporation	Xilinx, Inc.
International Rectifier Corporation		

The Committee modified RFMD's peer group with assistance from C&P during fiscal 2012 for purposes of setting compensation for fiscal 2013 due to the fact that some of the members in the 2012 peer group no longer satisfied our peer group revenue requirements.

In addition to peer group data, the Committee also uses proprietary broader-based semiconductor industry and technology sector compensation data. In general, this comparative data is used by the Committee to test, verify and gauge the suitability of the peer group data as a comparative tool.

Other Compensation Policies

With the assistance of the Committee, C&P and the executive management team, we have developed a number of policies and practices that we relied upon during fiscal 2012 and fiscal 2013 and expect to continue to rely upon during fiscal 2014:

- We generally have used comparative competitive data to establish base salaries for each Named Executive Officer at approximately the 50th percentile of the peer group and have provided cash performance incentives that, if earned at target, enabled the Named Executive Officer group to be eligible to earn total annual cash compensation at a level between the 50th and 75th percentile of the peer group. Within these industry comparable ranges, we specifically consider each Named Executive Officer's performance and level of responsibility in comparison to the other Named Executive Officers when establishing base salaries and make adjustments we deem appropriate from the industry comparable position to ensure internal consistency in executive compensation. As discussed in more detail below under "Elements of Compensation – Cash Incentive Opportunities," our bonus target was a percentage of the Named Executive Officer's base salary that he was eligible to earn under the objective bonus criteria discussed below. The bonus program is structured so that the higher the level of the respective Named Executive Officer's responsibility at RFMD, the greater the individual's percentage of potential total performance-based cash compensation. For fiscal 2013, the performance-based cash compensation target was 100% of base salary for Mr. Bruggeworth and 75% for each of our other Named Executive Officers. This reflects the Committee's view that Mr. Bruggeworth, as our CEO, bears overall management responsibility for RFMD, while our other Named Executive Officers have more narrow responsibilities tied to a particular business unit or function. The Committee has established the same target percentages for fiscal 2014 performance-based cash compensation because it believes these targets are reasonable and generally consistent with industry and peer group practices.
- We have worked to ensure that a substantial amount of each Named Executive Officer's total equity compensation was performance-based, linked to our operating performance, and designed so that in the long-term, its value was largely derived from the market price of our common stock. While each individual compensation component, as well as the allocation of the cash components between base salary and the performance-based bonus opportunity, has been set based on peer group comparables, based on recommendations of C&P as to best practices in our industry, we have established a policy that approximately 60% of the value of each Named Executive Officer's potential equity awards will be linked to the successful achievement of certain pre-established, objective RFMD performance goals. See "Elements of Compensation – Performance-Based Restricted Stock Units" below for more information.
- Awards of performance-based restricted stock units are linked to milestones on projects or key initiatives that the Committee believes have a strong potential to impact longer-term shareholder value creation, while cash incentive awards are linked to specified metrics for our operating performance.
- We established an aggregate level of restricted stock unit awards that was at or below the median peer group run rate for such awards and that did not produce a level of stock plan overhang that was greater than the average of the peer group.
- Under the 2012 Plan, no participant may be granted awards in any 12-month period for more than 2,000,000 shares of common stock (or the equivalent value thereof based on the fair market value per share of the common stock on the grant date of the award). Under the 2003 Stock Incentive Plan, or the 2003 Plan, no participant may have been granted awards in any 12-month period for more than 800,000 shares of common stock (or the equivalent value thereof based on the fair market value per share of the common stock on the grant date of the award). We take these limitations into account in setting equity awards when they are applicable, which was not the case in fiscal 2013.
- We attempted to ensure that cash and equity components of total compensation were tax deductible, to the maximum extent possible, by the use of shareholder-approved plans that are intended to comply with Section 162(m) of the Code.
- We prohibit the backdating or spring-loading of equity awards. To further that goal, we generally grant service-based restricted stock units once a year to existing employees on or around the annual shareholder meeting date, and performance-based restricted stock unit opportunities generally are established shortly after the beginning of the fiscal year within the time constraints required under Section 162(m) of the Code.
- We prohibit the repricing of previously granted stock options or stock appreciation rights without shareholder approval.

- We do not provide “perquisites” to our executive officers.
- Our securities trading policy prohibits any hedging of our securities by executive officers. This includes purchasing any financial instrument or contract, including prepaid variable forward contracts, equity swaps, collars and exchange traded funds, which is designed to hedge or offset any risk of decrease in the market value of our common stock.
- As of June 12, 2013, none of our directors or executive officers has pledged our common stock.
- As part of the Committee’s regular process for determining whether performance-based compensation goals have been met, our Internal Audit Department reviews our performance against the applicable metrics for cash bonus and performance-based equity compensation, confirms the level of achievement of the applicable metrics and issues a report to the Committee.

The Committee also has additional responsibilities with respect to our compensation practices, which are set forth in its charter and described in more detail under “Corporate Governance – Committees and Meetings – Compensation Committee,” above.

Elements of Compensation

Compensation arrangements for our Named Executive Officers under our fiscal 2013 compensation program consisted of four components: (a) a base salary; (b) a formula-based, shareholder-approved cash bonus program intended to be compliant with Code Section 162(m) to the extent practicable; (c) the grant of equity incentives in the form of performance-based and service-based restricted stock units; and (d) other compensation and employee benefits generally available to all of our employees, such as health insurance, group life and disability insurance and participation in our 401(k) plan and our Employee Stock Purchase Plan, or ESPP. We believe our overall and individual grant practices are well within comparable industry levels and contain sufficient performance-based elements. Accordingly, with respect to compensation decisions for fiscal 2014, we generally expect to follow similar practices to those used in fiscal 2013, although we reserve the right to modify such practices if we think it is in our best interest to do so.

Base Salaries

The Committee reviews and establishes individual salaries for the Named Executive Officers annually. In determining individual salaries, the Committee considers the scope of job responsibilities, individual contributions, labor market conditions, peer group data and our overall annual budget guidelines for merit and performance increases. Historically, the Committee’s objective has been to deliver base compensation levels for each Named Executive Officer at or near the median level for the comparable position of the peer group. After taking these factors into account, the Committee approved an average base salary increase of 3.0% for the Named Executive Officers for fiscal 2013.

Cash Incentive Opportunities

A large part of each Named Executive Officer’s potential total annual cash compensation is intended to be at risk and linked to our operating performance.

As noted above, the fiscal 2013 target cash bonus percentage for each of our Named Executive Officers, which was established by the Committee as a percentage of each executive officer’s fiscal 2013 annual base salary, was 100% for Mr. Bruggeworth and 75% for each of the other Named Executive Officers. For fiscal 2013, the cash bonus award opportunities were based on two separate six-month performance periods. For each six-month period the metrics used to measure performance were sales and non-GAAP operating income. Each metric had an established minimum, target and maximum level, and constituted 50% of the total bonus opportunity during this performance period. No bonus would be earned unless RFMD achieved a minimum non-GAAP operating margin during the relevant period. The cash bonus opportunity for fiscal 2013 was weighted 30% for the first half of the year and 70% for the second half of the year so that each Named Executive Officer had the opportunity to earn a cash bonus award in an amount between 15% and 60% of his annual fiscal 2013 target bonus percentage during the first six-month period and between 35% and 140% of his annual fiscal 2013 target bonus percentage for the second six-month period, depending on our level of sales and non-GAAP operating income during the relevant period. The Committee weighted the second half bonus opportunity higher than the first half bonus opportunity in order to align the bonus opportunity with the Company’s benchmark plan, which forecasted substantial revenue and non-GAAP operating growth in the second half of fiscal 2013. The Committee decided to use sales and non-GAAP operating income because it believed they were the two key metrics that would drive shareholder value in fiscal 2013. The bonus earned for each metric was pro-rated for performance between minimum and maximum levels for such

metric. The following table sets forth the target bonus level for and the calculation of the cash bonus paid to Named Executive Officers for the first six-month period:

First Half of Fiscal 2013 Annual Cash Bonus Award Components and Results

Performance Metric	Performance Range & Payout Percentage				Bonus	Weighting	Payout % Factor	30%
	Minimum	Target	Maximum	Achieved Results	Percentage Achieved			Weighting Factor
Sales	\$432.2M	\$449.0M	\$500.0M	\$412.3M	0%	50%	0%	0%
Operating Income	\$ 22.5	\$ 33.8	\$ 67.6	\$ 12.4	0%	50%	0%	0%

The same metrics above were used for the second six-month period. The following table sets forth the calculation of the cash bonus paid to each Named Executive Officer for the second six-month period:

Second Half of Fiscal 2013 Annual Cash Bonus Award Components and Results

Performance Metric	Performance Range & Payout Percentage				Bonus	Weighting	Payout % Factor	70%
	Minimum	Target	Maximum	Achieved Results	Percentage Achieved			Weighting Factor
Sales	\$473.4M	\$509.0M	\$544.6M	\$535.3M	173.8%	50%	86.9%	60.8%
Operating Income	\$ 32.0	\$ 65.0	\$ 82.8	\$ 49.1	85.5%	50%	42.8%	30.0%

Cash bonuses for our Named Executive Officers, as well as for all of our other employees, when earned, are awarded pursuant to our Cash Bonus Plan. No minimum bonus is guaranteed. For fiscal year 2013, our compensation program was structured to provide our Named Executive Officers with the opportunity to earn, through a combination of base salary and target bonus awards, total cash compensation between the 50th and 75th percentile level of the peer group comparable positions.

For fiscal 2014, the Committee has again determined to measure cash bonus award opportunities based on two separate six-month performance periods, again using sales and non-GAAP operating income as the metrics for the first six-month period. Each metric has an established minimum, target and maximum level, and will constitute 50% of the total bonus opportunity. The Committee continues to believe that sales and non-GAAP operating income are the two key metrics that will drive shareholder value in fiscal 2014. No bonus will be earned unless RFMD achieves a minimum non-GAAP operating margin during this six-month period. Each Named Executive Officer has the opportunity to earn a cash bonus award in an amount between 50% and 200% of fifty percent of his annual fiscal 2014 target bonus percentage during the first six-month period, depending on our level of sales and non-GAAP operating income. The fiscal 2014 target bonus percentage for each of our Named Executive Officers, which was established by the Committee as a percentage of each Named Executive Officer's fiscal 2014 annual base salary, was unchanged at 100% for Mr. Bruggeworth and 75% for each of the other Named Executive Officers. The bonus earned for each metric will be pro-rated for performance between minimum and maximum levels for such metric and no bonus will be earned unless RFMD achieves a minimum non-GAAP operating margin during the first six months of fiscal 2014. The Committee expects to establish the performance metrics for the second component of the cash bonus award for fiscal 2014, which is expected to be based on performance during the third and fourth quarters of fiscal 2014, during the third quarter of fiscal 2014.

Consistent with our industry and RFMD's past practices and based on advice from C&P, the Committee has again capped the fiscal 2014 potential cash bonus awards at two times each employee's respective bonus target (subject to the fiscal year award limitation of \$5,000,000 per participant applicable under the Cash Bonus Plan). In order to deduct the bonus compensation for tax purposes, the bonus program is shareholder-approved and intended to qualify under Code Section 162(m) to the extent practicable.

The fiscal 2014 minimum, target and maximum levels of sales and non-GAAP operating income were derived from our internal operating plans, which are not disclosed publicly for competitive reasons. These target levels constitute confidential commercial and strategic financial information, and we believe that prospective disclosure of these targets would result in competitive harm to us. The Committee believes that the targeted levels of performance are challenging and reflect desired above-market performance, and thus typically would not be achieved all of the time. At the time the performance goals were established, the Committee also believed that performance at a level above the target level would be difficult, but not impossible, to achieve. The Committee recognizes that the likelihood of achievement in any given year may be different, and believes that the payout should be appropriate for the performance, regardless of how often it may happen. For the last five fiscal years, the Named Executive Officers have been awarded cash bonuses at the following percentages of the established target levels: fiscal 2009 (0%); fiscal 2010 (200%); fiscal 2011 (98.7%); fiscal 2012 (0%) and fiscal 2013 (90.8%).

Service-Based Restricted Stock Units

Our executive officers are also awarded service-based restricted stock units. We believe that these equity awards increase executive retention by providing important medium-term and long-term incentives for our Named Executive Officers and aligning their interests with the interests of RFMD and our shareholders.

For fiscal 2013, we issued service-based restricted stock units to certain members of the executive management team, including our Named Executive Officers. The amount of each award was determined by the Committee in August 2012 following our annual shareholders meeting after consideration of (a) each officer's base salary, cash bonus award opportunities and performance-based restricted stock unit opportunities, (b) past accomplishments and performance, (c) overall responsibilities and anticipated performance required for the upcoming fiscal year, and (d) peer group comparables. Consistent with the Committee's philosophy of encouraging performance-based compensation, service-based restricted stock generally approximates 40% of the total value of all annual equity awards. The restricted stock units vest over a four-year period, with 25% vesting on each anniversary of the award date. Service-based restricted stock units for senior officers generally provide for continued vesting post-termination unless the Committee determines otherwise, subject to compliance with certain covenants, clawback provisions and other conditions. For fiscal 2013, the number of service-based shares of our common stock subject to restricted stock units earned by each Named Executive Officer, subject to the 2003 Plan equity cap discussed above, is shown below in the "2013 Grants of Plan-Based Awards Table."

In fiscal 2014, we again expect to grant service-based restricted stock units to certain members of the executive management team, including our Named Executive Officers, following the annual meeting. We expect to continue to use the same criteria we used in fiscal 2013 in setting these awards. We expect to condition post-termination vesting of service-based restricted stock units for senior officers on compliance with certain non-competition, non-disclosure, confidentiality and other covenants and the award, any underlying shares that vested following termination and any gain from the sale of such shares will be subject to recoupment or "clawback" by RFMD if such covenants are violated during the post-termination vesting period.

Performance-Based Restricted Stock Units

For fiscal 2013, we awarded performance-based restricted stock units to certain members of the executive management team, including our Named Executive Officers. These awards are designed to ensure that approximately 60% of the total value of each Named Executive Officer's annual equity awards was linked to milestones on projects or key initiatives that the Committee believed had a strong potential to impact longer-term shareholder value creation. The milestones were objectives that in many cases advance our achievement of longer-term goals, and help ensure our continued performance as an industry leader. The achievement of these goals, as determined by the Committee, was team-based and applied to the executive management team as a group. There were no individually-based goals.

The fiscal 2013 milestones consisted of five objectives relating to achieving a revenue target for a specific class of products, accomplishment of a specific manufacturing cost improvement, developing and qualifying a key second source supplier and expansion of business with a key customer and a key channel partner. The targeted amount of shares of our common stock subject to restricted stock units that could be earned by each Named Executive Officer was established by the Committee in May 2012 for each Named Executive Officer. The number of restricted stock units earned was determined by the objectives met and the specific payout percentage that was assigned to those objectives. Upon completion of fiscal 2013, the Committee determined that four of the five objectives had been achieved. The remaining objective may be achieved through September 30, 2013, and the Committee will determine at that time if the objective was met and, if so, the level of achievement and the additional payout. The goals achieved related to (a) expansion of business with a key channel partner, (b) achieving a revenue target for a specific class of products, (c) developing and qualifying a key second source supplier, and (d) accomplishment of a specific manufacturing cost improvement. Accordingly, each member of the executive management team was awarded 85% of his targeted number of performance-based restricted stock units. To further encourage executive retention and growth in shareholder value, the shares of our common stock subject to restricted stock units earned by each Named Executive Officer will vest over a three-year period, with 50% vesting following completion of the performance period and the remaining 50% vesting in equal annual installments over each of the following two years, as long as the Named Executive Officer is still employed by us on each such vesting date. For fiscal 2013, the number of performance-based shares of our common stock subject to restricted stock units earned by each Named Executive Officer, subject to the 2003 Plan equity cap discussed above, is shown below in the "2013 Grants of Plan-Based Awards Table."

For fiscal 2014, based on the recommendations of Compensia, the Committee established an additional performance-based restricted stock unit program. Each Named Executive Officer received a performance-based restricted stock unit award based upon our achievement of certain company performance objectives, or Performance-based RSUs similar to the program described above, and a new performance-based restricted stock unit award based upon our total shareholder return, or TSR, in comparison to the total shareholder return of a benchmark index, or TSR Performance RSUs. The awards will be earned, if at all, by each Named Executive Officer based upon the following: (i) 50% will be Performance-based RSUs that will be earned based upon our achievement of between one to six performance objectives established by the Committee that must be satisfied during our current fiscal year ending March 29, 2014; and (ii) 50% will be TSR Performance RSUs that will be earned based upon our TSR in comparison to the TSR of a benchmark index over a three-year period. With respect to the Performance-based RSUs, the performance objectives relate to the accomplishment of specific manufacturing cost improvements, developing and qualifying a key second source supplier, expansion of business with a key customer, achievement of a reference design position, and meeting customer demand for specified products.

The number of shares of our common stock subject to Performance-based RSUs to be earned by each Named Executive Officer, if any, will be determined following the end of fiscal year 2014. The shares of restricted stock earned by each Named Executive Officer at the end of the performance period, if any, will vest over a three-year period, with 50% vesting following completion of the performance period and the remaining 50% vesting in equal annual installments over each of the following two years. No shares will be issued unless, and then only to the extent that, an award is both earned and vested. For fiscal 2014, the maximum number of performance-based shares of our common stock subject to Performance-based RSUs that may be earned (150% of the targeted number) by each Named Executive Officer is as follows: Mr. Bruggeworth, 219,900; Mr. Priddy, 85,950; Mr. Creviston, 114,150; Mr. Stilson, 55,800; and Mr. Hilgendorf, 51,600.

The TSR Performance RSUs will be earned and vest over a one-year, two-year and three-year performance period, beginning with a one-year period for fiscal year 2014. The number of TSR Performance RSUs earned will be determined based on our TSR performance measured against the TSR of the S&P SPDR semiconductor ETF index during a TSR performance period. If certain threshold TSR levels specified in the relevant award agreement are met in a TSR performance period, the Named Executive Officer will be granted an award for a number of shares equal to the target number of common shares multiplied by the applicable percentage assigned to such TSR performance level. Depending on our relative TSR performance over the three TSR performance periods, the Named Executive Officer may earn up to 200% of the target number of TSR Performance RSUs. Total shareholder return is measured by taking the average share price during the final 90 days of the relevant TSR performance period divided by the average share price during the 90 days prior to the start of fiscal 2014. For fiscal 2014, the maximum number of performance-based shares of our common stock subject to TSR Performance RSUs that may be earned (200% of the targeted number) by each Named Executive Officer is as follows: Mr. Bruggeworth, 293,200; Mr. Priddy, 114,600; Mr. Creviston, 152,200; Mr. Stilson, 74,400; and Mr. Hilgendorf, 68,800.

Effective for performance-based restricted stock unit awards granted on or after May 2, 2012 to senior officers (including the Named Executive Officers), such awards, once earned, will continue to vest following the individual's termination of employment unless the individual terminates for cause or due to death, in which case the award will be forfeited. However, if the individual fails to comply with certain non-competition, non-disclosure, confidentiality and other covenants, the award, any underlying shares that vested following termination and any gain from the sale of such shares will be subject to recoupment, or "clawback," by RFMD.

Targeted levels of equity awards (including both service-based and performance-based awards) for each Named Executive Officer, as is the case with cash bonus awards, are established so that each individual has the opportunity to earn, if the maximum performance award levels are earned, a dollar value of equity awards that is between the 50th and 75th percentile level of the peer group comparable positions. As is the case with base salary and target bonus percentages, the target levels of performance-based and service-based restricted stock units for each Named Executive Officer are determined after consideration of (a) each officer's base salary and cash bonus award opportunities; (b) past accomplishments and performance; (c) overall responsibilities and anticipated performance required for the upcoming fiscal year; and (d) peer group comparables.

We believe that the level of performance required to satisfy any of the objectives in any given year and reach the targeted award level should not be easily achievable. When we established the objectives for fiscal 2014 performance-based RSUs, we assigned an expected degree of difficulty of achieving each objective as either "medium" or "high" and three of the objectives were rated as highly difficult to accomplish within the performance period. As for obtaining any awards equal to or greater than the target level of 100%, which would require satisfaction of five of the six objectives, we believe that these payouts would be very difficult, but not impossible, to achieve. We recognize, however, that the likelihood of achievement of any level of award in any given year may be different, and believe that the amount of the award should be appropriate for the performance, regardless of how often it may happen. For the five fiscal years that we have granted performance-based restricted stock units based on completed objectives, we have averaged achieving five of the six goals per year. While this level of performance exceeds the expectations of the Committee, we believe it correlates with the performance attained. In addition, the Committee believes it is inherently difficult to predict whether these performance goals will be met, which is borne out by our experience that, at times, goals initially perceived by the Committee to have a high risk of failure are achieved, while those initially perceived to have a lower risk are not achieved. The Committee believes that one of the most important benefits to RFMD from the use of performance-based restricted stock units has been the sharp focus by all participating employees toward attaining the objectives as a team, including review on a monthly basis of the status of each objective by responsible employees.

Other Employee Benefits

Our Named Executive Officers are eligible to participate in the same employee benefit plans generally available to all of our employees, including health insurance, group life and disability insurance and eligibility to participate in our 401(k) and employee stock purchase plans. We do not maintain any deferred compensation plans.

Perquisites

Our Named Executive Officers do not receive any perquisites or personal benefits, as it has never been part of our culture to provide them. We believe that perquisites are viewed by some of our shareholders and employees as being discriminatory in nature and, as such, we have historically taken the position that these highly visible (and sometimes controversial) compensation components are not necessary to implement our current compensation philosophy and structure.

Employment Agreements

Historically, we have not entered into employment agreements with any of our Named Executive Officers because we believe that employment agreements have not been necessary in order to attract and retain talented personnel. However, due to the ever-changing marketplace in which we vie for talent, the Committee regularly reviews the need for employment agreements for some or all of our senior management team to help ensure that we remain competitive in our industry. In that regard, during fiscal 2009, the Committee determined that it was appropriate for us to enter into an employment agreement with our Chief Executive Officer, Mr. Bruggeworth. The Committee made this decision in order to help ensure that Mr. Bruggeworth devoted more of his time on longer-term strategic initiatives that are in our best interests, including those that may not be in his personal best interests. The employment agreement is thus structured in a way that the Committee believed would foster and incentivize Mr. Bruggeworth to conduct an unbiased evaluation of all strategic alternatives that might be available to us at any given time. The terms of this agreement are described in more detail below in the section entitled "Potential Payments upon Termination or Change-in-Control." We have not entered into an employment agreement with any of the other Named Executive Officers.

Change in Control Compensation

We have entered into change in control agreements with each of our Named Executive Officers and certain other members of our executive management team. We entered into these agreements in order to acknowledge the respective employee's importance to us and our shareholders and to attempt to avoid the distraction and loss of key management personnel that may occur in connection with rumored or actual fundamental corporate organizational changes. During fiscal 2009, the Committee determined that it was appropriate for us to enter into amended and restated change in control agreements with each of our Named Executive Officers and certain members of our executive management team in order to comply with certain tax requirements imposed under Section 409A of the Code, and to reflect developing best practices and changes deemed appropriate by the Committee. Additionally, Mr. Bruggeworth's change in control agreement was amended to conform to certain terms of the employment agreement he entered into with us earlier in fiscal 2009. The terms of these amended and restated change in control agreements are described in more detail below in the section entitled "Potential Payments Upon Termination or Change-in-Control."

Conclusion

We believe our compensation program provides a balanced and stable foundation for awarding our Named Executive Officers for achieving our corporate objectives. Due to our failure to meet operating performance metrics for the first half of fiscal 2013, the Named Executive Officers did not receive cash bonuses for that period; however, as a result of our strong financial performance in the second half of fiscal 2013, the Named Executive Officers received cash bonuses at 90.8% of their annual fiscal 2013 target percentage. The objectives achieved under the performance-based restricted stock unit program during fiscal 2013 provided us with expanded business with a key channel partner, increased revenue for a specific class of products, a qualified key second source supplier, and a specific manufacturing cost improvement. Management, including our Named Executive Officers, was rewarded for these significant accomplishments with the grant of performance-based restricted stock units for shares of our common stock.

Our compensation philosophy emphasizes team effort, which we believe fosters rapid adjustment and adaptation to fast-changing market conditions. We believe that our combination of shorter-term cash incentive awards and longer-term service-based and performance-based restricted stock units, including the addition of three-year TSR Performance RSUs for fiscal 2014, will help us achieve our long-term goals and will continue to align the interests of the executive management team, including the Named Executive Officers, with those of RFMD and our shareholders during fiscal 2014 and beyond.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis that accompanies this report with our management. Based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the year ended March 30, 2013 by incorporation by reference to this proxy statement.

Except for the Annual Report on Form 10-K described above, this Compensation Committee Report is not incorporated by reference into any of our previous or future filings with the SEC, unless any such filing explicitly incorporates this Report.

The Compensation Committee

John R. Harding (Chairman)

Daniel A. DiLeo

Walter H. Wilkinson, Jr.

Summary Compensation Table

The following table summarizes the compensation of the Named Executive Officers for each of the fiscal years ended March 30, 2013, March 31, 2012 and April 2, 2011. The Named Executive Officers are: (i) our Chief Executive Officer, (ii) our Chief Financial Officer, (iii) the next three most highly compensated executive officers serving RFMD at March 30, 2013, as determined by their total compensation in the table below. We use a 52- or 53-week fiscal year ending on the Saturday closest to March 31 of each year.

Name & Principal Position	Year	Salary (\$)	Stock	Non-Equity	All Other	Total Compensation (\$)
			Awards ((1)) (\$)	Incentive Plan Compensation ((2)) (\$)	Compensation ((3)) (\$)	
Robert A. Bruggeworth, President and Chief Executive Officer	2013	662,925	2,943,936	602,073	8,810	4,217,744
	2012	643,558	2,943,568	0	8,721	3,595,847
	2011	621,965	2,943,923	609,929	8,650	4,184,467
William A. Priddy, Jr., Chief Financial Officer, Corporate Vice President of Administration and Secretary	2013	358,634	1,150,248	244,286	8,667	1,761,835
	2012	348,157	1,265,083	0	8,428	1,621,668
	2011	336,476	1,264,520	247,473	8,377	1,856,846
Steven E. Creviston, Corporate Vice President and President of Cellular Products Group	2013	407,538	1,529,710	277,597	8,862	2,223,707
	2012	395,633	1,529,469	0	8,701	1,933,803
	2011	382,066	1,529,555	280,920	8,787	2,201,328
James D. Stilson, Corporate Vice President of Operations (4)	2013	317,298	747,435	216,130	8,630	1,289,493
	2012	307,947	747,448	0	8,448	1,063,843
Norman A. Hilgendorf, Corporate Vice President and President of Multi- Market Products Group (5)	2013	305,130	689,969	166,288	8,450	1,169,837

(1) Represents the aggregate grant date fair value of service-based and performance-based restricted stock units granted during the fiscal years shown calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation-Stock Compensation, or ASC Topic 718, rather than an amount paid to or realized by the Named Executive Officer, disregarding the estimate of forfeitures related to service-based and performance-based, as applicable, vesting conditions. The aggregate grant date fair value is the amount we expect to expense in our financial statements over the award's vesting schedule. See "*Share-Based Compensation*" in Note 14 of our consolidated financial statements included in our Annual Report on Form 10-K for the year ended March 30, 2013 (the "10-K") for the assumptions used to calculate grant date fair value. There can be no assurance that the ASC Topic 718 grant date fair value amounts will ever be realized. Based on the achievement of four out of five of the performance metrics as approved by the Compensation Committee and the Board in May 2012 each Named Executive Officer received 85% of the target number of performance-based restricted stock units. Additionally, this number reflects out an additional 40% payout based on the anticipated achievement of the fifth goal, which may be achieved through September 30, 2013. See "2013 Grants of Plan-Based Awards Table" on page 25 for information on grants awarded in fiscal year 2013.

(2) Represents amounts paid under our Cash Bonus Plan.

(3) Represents amounts contributed by RFMD to the accounts of the Named Executive Officers under our 401(k) plan.

(4) Mr. Stilson was not a named executive officer for the fiscal year ended April 2, 2011.

(5) Mr. Hilgendorf was not a named executive officer for the fiscal years ended April 2, 2011 and March 31, 2012.

2013 Grants of Plan-Based Awards Table

The following table provides information on restricted stock units and plan-based cash incentive awards granted to or earned by each of our Named Executive Officers with respect to fiscal year 2013. There can be no assurance that the amounts set forth in the “Grant Date Fair Value of Stock Awards” column will ever be realized.

Name	Grant Date (1)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (2)			Estimated Possible Payouts Under Equity Incentive Plan Awards (3)			All Other Stock Awards: Number of Shares of Stock or Units (#) (4)	Grant Date Fair Value of Stock Awards (\$) (5)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Robert A. Bruggeworth	N/A 5/2/2012 8/16/2012	0	662,925	1,325,850	52,245	348,300	435,375	271,600	1,023,932
William A. Priddy, Jr.	N/A 5/2/2012 8/16/2012	0	268,976	537,951	20,415	136,100	170,125	106,100	399,997
Steven E. Creviston	N/A 5/2/2012 8/16/2012	0	305,654	611,308	27,150	181,000	226,250	141,100	531,947
James D. Stilson	N/A 5/2/2012 8/16/2012	0	237,974	475,947	13,260	88,400	110,500	69,000	260,130
Norman A. Hilgendorf	N/A 5/2/2012 8/16/2012	0	228,847	457,695	12,240	81,600	102,000	63,700	240,149

- (1) All equity awards granted to the Named Executive Officers in fiscal year 2013 were made pursuant to the 2003 Plan. The grant date above is determined in accordance with ASC Topic 718.
- (2) Each of the Named Executive Officers participates in our Cash Bonus Plan. The annual cash incentive award earned by each Named Executive Officer in fiscal 2013 is shown in the Summary Compensation Table under the column captioned “Non-Equity Incentive Plan Compensation.” The annual cash incentive opportunities available under the Cash Bonus Plan are described in greater detail under “Compensation Discussion and Analysis – Elements of Compensation – Cash Incentive Opportunities.”
- (3) Represents the number of shares of performance-based restricted stock units granted under the 2003 Plan with respect to performance in fiscal 2013. Under the 2003 Plan, no participant may be granted awards in any 12-month period for more than 800,000 shares of common stock (or the equivalent value thereof based on the fair market value per share of the common stock on the date of grant of an award). These awards were awarded on May 15, 2013, after it was determined that four out of five of the performance objectives had been met with respect to fiscal 2013, resulting in an 85% payout based on the objectives met and the specific payout percentage that was assigned to those objectives. The remaining objective may be achieved through September 30, 2013 and, if fully met, will result in an additional 40% payout. These awards vest in three installments, with 50% vesting following completion of the performance period, and the remaining 50% vesting in equal annual installments over each of the following two years, as long as the Named Executive Officer is still an employee of RFMD on each such vesting date. The actual number of shares of our common stock subject to the performance-based restricted stock units that were awarded as of June 12, 2013 is as follows: Mr. Bruggeworth, 296,055 shares; Mr. Priddy, 115,685 shares; Mr. Creviston, 153,850 shares; Mr. Stilson, 75,140 shares; and Mr. Hilgendorf, 69,360 shares. For a detailed discussion of the performance-based restricted stock units, see “Compensation Discussion and Analysis – Elements of Compensation – Performance-Based Restricted Stock Units,” above.
- (4) These service-based restricted stock units granted under the 2003 Plan vest and are payable in shares of RFMD common stock after they are earned (in whole or in part) and no longer subject to forfeiture. These service-based restricted stock units vest over a period of four years and any unvested portion of such awards is generally forfeited upon termination of employment. However, in the event of termination of employment other than for cause, these service-based restricted stock units granted in fiscal 2013 to each Named Executive Officer generally will continue to vest over a period of four years as if the Named Executive Officer had remained an employee of RFMD (unless the Compensation Committee determines otherwise).

- (5) Amounts presented represent the aggregate grant date fair value calculated in accordance with ASC Topic 718 of our common stock awards granted during the year. The per-award grant date fair value was \$3.77 for restricted stock units granted on August 16, 2012. See “*Share-Based Compensation*” in Note 14 of our consolidated financial statements set forth in the 10-K for the assumptions used to calculate grant date fair value. There can be no assurance that the stock award value will equal the aggregate grant date fair value upon vesting.

Employee Benefit Plans

The discussion that follows describes the material terms of our principal equity plans in which the Named Executive Officers participate. The material terms of the employment agreement entered into by RFMD and Mr. Bruggeworth in fiscal 2009 and the change in control agreements entered into with our Named Executive Officers are described under “Potential Payments Upon Termination or Change-in-Control” below.

2012 Stock Incentive Plan. Our shareholders approved the 2012 Plan at the 2012 annual meeting of shareholders. The 2012 Plan provides for the issuance of a maximum number of the sum of (a) 17,000,000 shares, plus (b) any shares of common stock (1) remaining available for the grant of awards as of the 2012 Plan effective date under our prior plans, and/or (2) subject to an award granted under a prior plan, which award is forfeited, canceled, terminated, expires or lapses for any reason. Of the amount described in the preceding sentence, no more than 17,000,000 shares may be issued under the 2012 Plan pursuant to the grant of incentive stock options. Awards that may be granted under the 2012 Plan include incentive options and non-qualified options, stock appreciation rights, restricted stock awards and restricted units, performance awards and performance units, phantom stock awards and other stock-based awards. The number of shares reserved for issuance under the 2012 Plan and the terms of awards may be adjusted upon certain events affecting our capitalization. The 2012 Plan is administered by the Compensation Committee and replaced the 2003 Plan.

2003 Stock Incentive Plan. The 2003 Plan provided for the issuance of a maximum number of the sum of (a) 30,250,000 shares, plus (b) any shares of common stock (1) remaining available for issuance as of the effective date of the 2003 Plan under our prior plans and (2) subject to an award granted under a prior plan, which award is forfeited, canceled, terminated, expires or lapses for any reason. Awards that may be granted under the 2003 Plan include incentive options and non-qualified options, stock appreciation rights, restricted stock awards and restricted units, and performance awards and performance units. The number of shares reserved for issuance under the 2003 Plan and the terms of awards may be adjusted upon certain events affecting our capitalization. The 2003 Plan is also administered by the Compensation Committee and was replaced by the 2012 Plan. Effective August 20, 2012, no new grants were to be made under the 2003 Plan.

1999 Stock Incentive Plan. The 1999 Plan provided for the issuance of a maximum of 16,000,000 shares of common stock (as adjusted to reflect stock splits) pursuant to awards granted under the plan. Awards may include incentive options and non-qualified options, stock appreciation rights and restricted stock awards and restricted units. The number of shares reserved for issuance under the plan and the terms of awards may be adjusted upon certain events affecting our capitalization. The 1999 Plan is also administered by the Compensation Committee and was replaced by the 2003 Plan.

1997 Key Employees’ Stock Option Plan. The 1997 Key Employees’ Stock Option Plan provided for the grant of incentive options and non-qualified options to purchase common stock to key employees and independent contractors providing services to RFMD. The aggregate number of shares of common stock that may be issued pursuant to options granted under the plan may not exceed 10,400,000 shares (as adjusted to reflect stock splits), subject to adjustment upon certain events affecting our capitalization. This plan is also administered by the Compensation Committee. Awards may no longer be granted under the 1997 Plan.

Employee Stock Purchase Plan. The ESPP, which was amended by our shareholders at the 2012 annual meeting of shareholders, is intended to qualify as an “employee stock purchase plan” under Code Section 423. The ESPP is intended to encourage stock ownership through means of payroll deductions. All full-time employees (including the Named Executive Officers) are eligible to participate after being employed for three months. An aggregate of 15,000,000 shares of common stock has been reserved for issuance under the ESPP, subject to certain anti-dilution adjustments. We make no cash contributions to the ESPP, but bear the expenses of its administration.

For a discussion of the methodology with respect to the grants of service-based restricted stock units, see “Compensation Discussion and Analysis – Elements of Compensation – Service-Based Restricted Stock Units.” For a discussion of the objective performance goals and related considerations with respect to the May 2013 grants of performance-based restricted stock units, see “Compensation Discussion and Analysis – Elements of Compensation – Performance-Based Restricted Stock Units.” For a discussion of our Named Executive Officers’ base salaries and bonuses in proportion to their total compensation, see “Compensation Discussion and Analysis – Compensation Decision-Making Processes – Other Compensation Policies.”

Outstanding Equity Awards at Fiscal 2013 Year-End Table

The following table shows the number of shares of our common stock covered by exercisable and unexercisable options and unvested restricted stock units held by our Named Executive Officers on March 30, 2013. This table includes unvested performance-based restricted stock units that had not yet been earned as of March 30, 2013.

Name	Grant Date (1)	Option Awards			Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#) (2)	Option Exercise Price (\$) (3)	Option Expiration Date (4)	Number of Shares or Units of Stock That Have Not Vested (#) (5)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (6)
Robert A. Bruggeworth	8/16/2012				271,600	1,444,912
	5/02/2012				435,375	2,316,195
	8/03/2011				118,125	628,425
	5/04/2011				152,125	809,305
	8/04/2010				117,700	626,164
	5/05/2010				85,407	454,365
	7/30/2009				82,475	438,767
	8/9/2007	222,717	\$6.31	8/9/2017	0	0
	8/1/2006	370,000	\$6.15	8/1/2016	0	0
	8/9/2005	370,000	\$5.97	8/9/2015	0	0
	7/27/2004	150,000	\$5.80	7/27/2014	0	0
	8/19/2003	150,000	\$8.48	8/19/2013	0	0
	William A. Priddy, Jr.	8/16/2012				106,100
5/02/2012					170,125	905,065
8/03/2011					50,775	270,123
5/04/2011					65,375	347,795
8/04/2010					50,550	268,926
5/05/2010					36,688	195,180
7/30/2009					30,925	164,521
8/9/2007		107,647	\$6.31	8/9/2017	0	0
8/1/2006		165,000	\$6.15	8/1/2016	0	0
8/9/2005		165,000	\$5.97	8/9/2015	0	0
7/27/2004		100,000	\$5.80	7/27/2014	0	0
8/19/2003		100,000	\$8.48	8/19/2013	0	0
Steven E. Creviston		8/16/2012				141,100
	5/02/2012				226,250	1,203,650
	8/03/2011				61,350	326,382
	5/04/2011				79,063	420,615
	8/04/2010				61,150	325,318
	5/05/2010				44,375	236,075
	7/30/2009				42,950	228,494
	8/9/2007	107,647	\$6.31	8/9/2017	0	0
	8/1/2006	165,000	\$6.15	8/1/2016	0	0
	8/9/2005	150,000	\$5.97	8/9/2015	0	0
	7/27/2004	95,000	\$5.80	7/27/2014	0	0
	8/19/2003	95,000	\$8.48	8/19/2013	0	0
	James D. Stilson	8/16/2012				69,000
5/02/2012					110,500	587,860
8/03/2011					30,000	159,600
5/04/2011					38,625	205,485
8/04/2010					29,900	159,068
5/05/2010					21,688	115,380
7/30/2009					18,900	100,548
8/9/2007		50,111	\$6.31	8/09/2017	0	0
8/1/2006		75,000	\$6.15	8/01/2016	0	0
8/9/2005		31,250	\$5.97	8/09/2015	0	0

Name	Grant Date (1)	Option Awards			Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#) (2)	Option Exercise Price (\$) (3)	Option Expiration Date (4)	Number of Shares or Units of Stock That Have Not Vested (#) (5)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (6)
Norman A. Hilgendorf	8/16/2012				63,700	338,884
	5/02/2012				102,000	542,640
	10/3/2011				11,829	62,930
	8/03/2011				22,875	121,695
	5/04/2011				13,063	69,495
	8/04/2010				22,750	121,030
	5/05/2010				7,345	39,075
	7/30/2009				15,475	82,327

- (1) The grant date is determined in accordance with ASC Topic 718.
- (2) Options generally vest and become exercisable in four equal installments on the first four anniversaries of the date of grant, subject to continued employment. On March 24, 2005, the Board of Directors approved the accelerated vesting of certain unvested and “out-of-the-money” stock options held by current employees, executive officers and non-employee directors with exercise prices greater than \$5.31 per share, which was the closing sales price of RFMD’s common stock on Nasdaq on March 24, 2005. In the event of termination of employment other than for cause (and unless the Compensation Committee determines otherwise), options granted after July 2003 to the Named Executive Officers generally will continue to vest pursuant to the same vesting schedule as if such individual had remained an employee of RFMD and, with respect to such options, the vested portions will be exercisable for the full option term. As of March 30, 2013, there were no unexercisable securities underlying unexercised options.
- (3) The option price is equal to the closing price of our common stock as reported by Nasdaq on the trading date immediately preceding the grant date.
- (4) Options generally expire 10 years after grant.
- (5) Service-based restricted stock units generally vest over a period of four years and any unvested portion of such units is generally forfeited upon termination of employment. Performance-based restricted stock units generally vest over a period of three years and any unvested portion of such units is generally forfeited upon termination of employment. However, in the event of termination of employment other than for cause, the service-based and performance-based restricted stock units granted after July 2003 to each Named Executive Officer generally will continue to vest over a period of four years as if the Named Executive Officer had remained an employee of RFMD (unless the Compensation Committee determines otherwise), subject in certain cases to compliance with certain covenants, clawback provisions and other conditions.
- (6) Based upon \$5.32, which was the closing price of RFMD’s common stock as reported by Nasdaq on March 28, 2013, the last trading day of our fiscal year, multiplied by the number of shares subject to restricted stock units that had not yet vested.

2013 Option Exercises and Stock Vested Table

The table below shows the number of shares of our common stock acquired during fiscal year 2013 by the Named Executive Officers upon the vesting of restricted stock units. No Named Executive Officer exercised stock options during fiscal year 2013.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#) (1)	Value Realized on Vesting (\$) (2)
Robert A. Bruggeworth	634,080	2,520,344
William A. Priddy, Jr.	258,496	1,029,815
Steven E. Creviston	332,589	1,321,417
James D. Stilson	155,694	619,641
Norman A. Hilgendorf	84,205	325,761

(1) Share amounts are represented on a pre-tax basis. Our stock plans permit withholding a number of shares upon vesting to satisfy applicable withholding taxes.

(2) Values represent the market value of our common stock on the vesting date multiplied by the number of shares vested, rounded to the nearest dollar.

Potential Payments upon Termination or Change-In-Control

As described above under “Executive Compensation – Compensation Discussion and Analysis – Elements of Compensation – Employment Agreements,” Mr. Bruggeworth is the only Named Executive Officer who has an employment agreement with RFMD. The employment agreement and the change in control agreements, as amended, between the Named Executive Officers and RFMD are discussed below under the heading “Individual Agreements.”

The information below describes and quantifies certain compensation that would become payable under existing plans and arrangements if the Named Executive Officers’ employment had terminated on March 30, 2013 and the price per share of our common stock on the date of termination was \$5.32, which was the closing price of our common stock on March 28, 2013 (the last business day of our fiscal year). These benefits are in addition to benefits available generally to employees, such as distributions under our 401(k) plan, disability benefits and accrued vacation pay.

Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event and our stock price.

Equity Awards

Under our equity incentive plans, the option holder generally has 90 days to exercise vested options after the date employment ends (other than for death, disability, or termination for cause). The option holder’s estate may exercise the option upon the holder’s death (excluding amounts that had not vested) for a period of 365 days. Similarly, the option holder may exercise the option upon termination due to disability (excluding unvested amounts) for a period of 365 days. If the option holder is terminated for cause, all options are canceled immediately. However, options granted to the Named Executive Officers after July 2003 generally will continue to vest pursuant to the same vesting schedule, in the event of termination of employment other than for cause, as if such individual had remained an employee of RFMD and, with respect to such options, the vested portions will be exercisable for the full option term (unless the Compensation Committee determines otherwise), subject in certain cases to compliance with certain covenants, clawback provisions and other conditions.

Under our equity incentive plans, unvested restricted stock units are generally forfeited upon termination. However, service-based restricted stock units granted to the Named Executive Officers after July 2003 generally will continue to vest pursuant to the same vesting schedule, in the event of termination of employment other than for cause, as if such individual had remained an employee of RFMD (unless the Compensation Committee determines otherwise); however, the award shares that vest following termination, and any gain from sale of such shares will be subject to recoupment if the individual violates certain restrictive covenants or engages in other prohibited activities with respect to service-based RSUs granted on or after August 16, 2012. Unvested performance-based restricted stock units granted before May 2, 2012 are forfeited upon termination. Unvested performance-based restricted stock units granted on or after May 2, 2012 will continue to vest following the individual’s termination of employment

according to the same vesting schedule as if the individual had remained an employee, unless the individual terminates employment due to cause or death; however, the award shares that vest following termination, and any gain from sale of such shares will be subject to recoupment if the individual violates certain restrictive covenants or engages in other prohibited activities.

401(k) Savings Plan

Our qualified defined contribution 401(k) plan is the only retirement plan available to U.S. employees, which includes each of our Named Executive Officers. For payroll periods beginning on or after January 1, 2010, we have matched 100% of the first 1% and 50% of the next 5% of each employee's eligible earnings contributed to the plan. Employees vest in our contributions over a five-year period.

Employee Stock Purchase Plan

Upon termination of employment, all amounts in the participant's account are paid to the participant.

Medical Benefits

All insurance benefits terminate effective midnight of the last day of employment. Health care continuation coverage rules, commonly referred to as COBRA, require us to provide employees enrolled in our health, dental and vision plans with an opportunity to purchase continued health care coverage at their own expense upon the occurrence of a qualifying event, such as termination of employment for reasons other than gross misconduct, reduction in hours worked, divorce, death or loss of dependency status.

Individual Agreements

Employment Agreement with Mr. Bruggeworth. On November 10, 2008, we entered into an employment agreement, dated as of November 12, 2008, with Mr. Bruggeworth, our President and Chief Executive Officer. The term of the employment agreement continues until the earliest of (a) November 11, 2010 (as extended as described in the following sentence); (b) Mr. Bruggeworth's death; (c) termination by RFMD for "Cause," as defined in the employment agreement or otherwise upon 30 days' notice; (d) termination by Mr. Bruggeworth for "Good Reason," as defined in the employment agreement or otherwise on 30 days' notice; or (e) the end of any 180-day Disability Period, as defined in the employment agreement. The employment agreement is subject to automatic daily extension of the two-year term until notice of non-extension is given in accordance with the terms of the employment agreement.

Under the employment agreement, Mr. Bruggeworth is entitled to an annual base salary of \$610,000, which amount will be reviewed annually by the Board and may be increased or reduced by the Board if part of a salary reduction plan for similarly situated officers. Mr. Bruggeworth also is eligible to receive the following compensatory benefits:

- A bonus opportunity under the Cash Bonus Plan for each performance period during the term of the employment agreement. The target annual bonus opportunity in each performance period cannot be less than 100% of Mr. Bruggeworth's base salary.
- The opportunity to receive periodic grants of equity compensation under the 2003 Plan or successor equity plans, in the Compensation Committee's discretion, so long as he is treated similarly to other senior executive officers.
- The right to participate in other bonus or incentive plans, paid time off and other retirement plans and welfare benefits in which other senior executive officers may participate in accordance with our policies as in effect from time to time.

If the employment agreement is terminated, Mr. Bruggeworth would be entitled to be compensated in the following manner:

- Termination for any reason: Mr. Bruggeworth would be entitled to receive (a) base salary through the date of termination; (b) any previously earned but unpaid bonus under the Cash Bonus Plan for a completed performance period; (c) rights under equity plans, retirement plans and welfare benefit plans, which would be determined based on respective plan terms; and (d) unpaid paid time off per our policy.
- Termination due to death or total disability: Mr. Bruggeworth, or, in the case of his death, his beneficiary, would be entitled to receive the benefits described above under "Termination for any reason" plus the greater of Mr. Bruggeworth's accrued annual bonus or accrued target bonus for the performance period in which the termination date occurs, in each case pro rated based on the termination date.

- Termination by RFMD without cause or by Mr. Bruggeworth with good reason: Mr. Bruggeworth would be entitled to receive the benefits described above under “Termination for any reason” plus (a) salary continuation equal to two times base salary; (b) his accrued annual bonus (payable after end of performance period), pro rated based on the termination date; (c) a special bonus equal to two times his target annual bonus; (d) continuation coverage of health care benefits (or substantially identical individual coverage, plus special health care benefit) for two years; (e) equity awards (other than performance-based equity awards), which will be governed by terms of the respective equity plan and individual equity award agreement (including the right of the Compensation Committee to determine if post-termination vesting and/or exercise rights apply); (f) performance-based equity awards and any previously earned equity-based awards, which will be deemed earned, if at all, on a pro rata basis only if performance goals are met during the performance period, with such earned awards being deemed fully vested at grant or as of the date of termination in the case of previously earned awards; and (g) eligibility to participate in other welfare benefit plans on the same terms and conditions as available to active employees.
- Termination by RFMD for cause or by Mr. Bruggeworth without good reason: Mr. Bruggeworth would be entitled to receive the benefits described above under “Termination for any reason,” and the term of his employment would cease.
- Change of Control: Benefits (if any) paid under Mr. Bruggeworth’s existing change in control agreement would offset benefits (if any) paid under the employment agreement following Mr. Bruggeworth’s termination.

The employment agreement also establishes certain employment and post-termination obligations for Mr. Bruggeworth. He is required to assist in any RFMD litigation and also is required to comply with certain confidentiality, nondisparagement, noncompetition and nonsolicitation covenants contained in the employment agreement.

Further, the employment agreement provides that if independent accountants determine that part or all of the payments and benefits to be paid to Mr. Bruggeworth under the employment agreement and all other plans or arrangements of RFMD (a) constitute “parachute payments” under Code Section 280G, and (b) will more likely than not cause Mr. Bruggeworth to incur an excise tax under Code Section 4999 as a result of such payments or other benefits, RFMD will pay a gross-up payment so that the net amount Mr. Bruggeworth will receive after payment of any excise tax equals the amount that he would have received if the excise tax had not been imposed. If the excise tax would not apply if the total payments to Mr. Bruggeworth were reduced by an amount less than 5%, then the amounts payable will be so reduced and gross-up payments would not be made to Mr. Bruggeworth.

The employment agreement also contains certain forfeiture and recoupment rights. Generally, during the term of the employment agreement and the 24-month period following the expiration thereof, if Mr. Bruggeworth engages in a “Prohibited Activity,” then (a) any equity awards granted or subject to vesting during the Prohibited Activity Term would be forfeited; (b) any and all shares issued to Mr. Bruggeworth under an equity award granted during the Prohibited Activity Term would be forfeited (without payment of consideration); (c) any gain realized by Mr. Bruggeworth with respect to any shares issued pursuant to an equity award granted during the Prohibited Activity Term would be required to be immediately paid to RFMD; (d) any cash/incentive payments made during the Prohibited Activity Term would be required to be returned to RFMD; and (e) any rights to future cash/incentive payments granted during the Prohibited Activity Term would be forfeited. RFMD also has an offset right to recover such amounts against amounts otherwise due to Mr. Bruggeworth. For purposes of the employment agreement, “Prohibited Activity” includes (a) violation of certain restrictive covenants; (b) Mr. Bruggeworth’s engaging in willful conduct that results in an obligation to reimburse RFMD under Section 304 of the Sarbanes-Oxley Act of 2002; or (c) Mr. Bruggeworth’s engaging in fraud, theft, misappropriation, embezzlement or dishonesty to the material detriment of RFMD. “Prohibited Activity Term” means the period starting when Mr. Bruggeworth first engaged in Prohibited Activity conduct and continuing without time limitation.

Change in Control Agreements. We have entered into change in control agreements with each of our Named Executive Officers. On December 31, 2008, the Compensation Committee approved entering into amended and restated change in control agreements, or the Change in Control Agreements, with certain officers of RFMD, including each of the Named Executive Officers. The change in control agreements were amended and restated to comply with certain tax requirements imposed under Code Section 409A regarding payment of compensation upon termination of employment, continuation of benefits and reimbursement of certain expenses, and to reflect developing best practices and changes deemed appropriate by the Compensation Committee. Mr. Bruggeworth’s change in control agreement was also amended to conform to certain terms of the employment agreement he entered into with RFMD earlier in fiscal 2009.

The term of each Named Executive Officer’s Change in Control Agreement will end on the earliest of (a) December 31, 2009 (October 2, 2012 for Mr. Hilgendorf), subject to automatic renewal for additional one-year periods unless RFMD gives notice to the Named Executive Officer that it does not wish to extend it; (b) the termination of the Named Executive Officer’s employment with RFMD for any reason prior to the change in control; or (c) the end of a two-year period following a change in control and the fulfillment by RFMD and the Named Executive Officer of all obligations under the Change in Control Agreement. Under each Change in Control Agreement, if a change in control of RFMD occurs while the Named Executive Officer is an employee of RFMD, and a

qualifying termination of his employment with RFMD occurs within the two-year period following the change in control, then he is entitled to certain compensation payments and benefits. A “qualifying termination” means RFMD’s termination of the Named Executive Officer’s employment for a reason other than death, disability, retirement or cause, or termination of his employment for “good reason” (which includes a material reduction in duties and responsibilities or salary, the failure of RFMD to continue certain benefits and certain relocations).

Under each Change in Control Agreement, a “change in control” is deemed to have taken place upon the occurrence of certain events, including the acquisition by a person or entity of 40% or more of the outstanding common stock of RFMD, the merger or consolidation of RFMD with or into another corporation in which the holders of common stock immediately prior to the merger or consolidation have voting control over less than 60% of the surviving corporation outstanding immediately after such merger or consolidation, the sale of all or substantially all of the assets of RFMD or a change in the composition of a majority of the Board of RFMD within a 12-month period unless the nomination for election by our shareholders of each new director was approved by the vote of two-thirds of the directors then still in office who were in office at the beginning of the 12-month period.

The Change in Control Agreements for Mr. Bruggeworth and Mr. Priddy provide that, upon a qualifying termination after a change in control, RFMD will pay a severance benefit. To the extent the severance benefit as defined below exceeds the separation pay limit, the severance benefit will be paid within 30 days following the date of termination. The remaining portion of the severance benefit will be paid in periodic installments over two years following the termination. The severance benefit is equal to the sum of (a) two times the highest annual rate of base salary during the 12-month period before termination plus (b) two times the target annual bonus opportunity as defined in our Cash Bonus Plan for the year in which the termination occurs. The separation pay limit is equal to two times the lesser of (1) the sum of the executive’s annualized compensation based on the annual rate of pay for services provided to RFMD for the calendar year immediately preceding the calendar year for the termination and (2) the maximum dollar amount of compensation that may be taken into account under a tax-qualified retirement plan.

The Change in Control Agreements for the remaining Named Executive Officers provide that, upon a qualifying termination after a change in control, RFMD will pay a severance benefit. To the extent the severance benefit as defined below exceeds the separation pay limit, the severance benefit will be paid within 30 days following the date of termination. The remaining portion of the severance benefit will be paid in periodic installments over the one-year period following the termination. The severance benefit is equal to the sum of (a) one times the highest annual rate of base salary during the 12-month period before termination plus (b) one times the target annual bonus opportunity as defined in the Cash Bonus Plan for the year in which the termination occurs. All of the Change in Control Agreements also provide that, in the event of a qualifying termination after a change in control, the individual will receive a lump-sum cash amount equal to accrued salary and bonus payments, a pro rata portion of the annual bonus for the year of termination and any accrued vacation pay.

In addition, the Change in Control Agreements provide that upon a qualifying termination after a change in control, all RFMD stock options, stock appreciation rights or similar stock-based awards held by the Named Executive Officer will be accelerated and exercisable in full, and all restrictions on any restricted stock, performance stock or similar stock-based awards granted by RFMD will be removed and such awards will be fully vested. These individuals also would be entitled to “gross-up payments” equal to the amount of excise taxes, income taxes, interest and penalties if payments owed under the Change in Control Agreement are deemed excess parachute payments for federal income tax purposes. If the excise tax would not apply if the total payments to the executive were reduced by an amount less than 5%, then the amounts payable will be so reduced and gross-up payments would not be made to the executive. The Change in Control Agreements also provide that RFMD will continue to provide for one year (two years for Mr. Bruggeworth and Mr. Priddy) the same level of medical, dental, vision, accident, disability and life insurance benefits upon substantially the same terms and conditions as existed prior to termination and will provide such individual with one additional year (or two additional years for Mr. Bruggeworth and Mr. Priddy) of service credit under all non-qualified retirement plans and excess benefits plans in which the individual participated at termination.

The Change in Control Agreements also provide that the Named Executive Officers are subject to certain confidentiality, non-solicitation and non-competition provisions. In the event the individual fails to comply with any of these provisions, he will not be entitled to receive any payment or benefits under the Change in Control Agreement. The Change in Control Agreements are each subject to a general right of offset for any claim, right or action of RFMD against the Named Executive Officer, and obligations under the Change in Control Agreements must be assumed by and be binding on any successor to RFMD.

The following table sets forth information about potential payments to the Named Executive Officers, assuming that their employment was terminated following a change in control of RFMD as of March 28, 2013 (the last business day of the fiscal year) and that the price per share of our common stock on that date was \$5.32. The table also assumes prior payment of any remaining

accrued annual bonus in accordance with the terms of our Cash Bonus Plan and any portion of base salary that would have been accrued but not yet paid as of March 28, 2013.

Potential Payments Upon a Qualifying Termination after a Change in Control

Name		Robert A. Bruggeworth	William A. Priddy, Jr.	Steven E. Creviston	James D. Stilson	Norman A. Hilgendorf
Base Salary	(1)	\$1,326,582	\$ 717,683	\$ 407,763	\$ 317,470	\$ 305,323
Bonus	(2)	1,326,582	538,262	305,822	238,103	228,992
Option Awards	(3)	0	0	0	0	0
Stock Awards	(4)	6,718,133	2,716,062	3,491,186	1,695,021	1,378,077
Benefits Continuation	(5)	30,703	19,590	9,924	9,405	14,875
Accrued Vacation	(6)	62,502	74,981	55,152	13,894	24,925
Total		\$9,464,502	\$4,066,578	\$4,269,847	\$2,273,893	\$1,952,192

- (1) For Messrs. Bruggeworth and Priddy, the amount represents two times the highest annual rate of base salary during the twelve-month period before termination. For the other Named Executive Officers, the amount represents one times the highest annual rate of base salary during the twelve-month period before termination. A portion of these amounts would be payable in a lump sum within 30 days following the date of termination, with the remainder to be paid in periodic installments, in accordance with our normal payroll practices, over a two-year period for Messrs. Bruggeworth and Priddy, and over a one-year period for the other Named Executive Officers.
- (2) For Messrs. Bruggeworth and Priddy, the amount represents two times the target annual bonus opportunity as defined in our Cash Bonus Plan for the year of termination. For the other Named Executive Officers, the amount represents one times the target annual bonus opportunity as defined in our Cash Bonus Plan for the year of termination. A portion of these amounts would be payable in a lump sum within 30 days following the date of termination, with the remainder to be paid in periodic installments, in accordance with our normal payroll practices, over a two-year period for Messrs. Bruggeworth and Priddy, and over a one-year period for the other Named Executive Officers.
- (3) Represents the intrinsic value of unvested options as of March 28, 2013.
- (4) Represents the intrinsic value of unvested performance- and service-based restricted stock units as of March 28, 2013.
- (5) Represents the value of continuing health, welfare and other benefits, based on the monthly premiums paid by RFMD at March 29, 2013 (for two years with respect to Messrs. Bruggeworth and Priddy, and one year with respect to the other Named Executive Officers).
- (6) Represents accrued vacation earned but not utilized, which would be payable in a lump sum within 30 days following the date of termination.

Other Potential Payments Upon Resignation, Severance for Cause, Severance without Cause, Retirement, or Constructive Termination

Other than Mr. Bruggeworth, the Named Executive Officers are not entitled to any cash payments from RFMD in the event of resignation, severance with or without cause, retirement or constructive termination. The following unvested restricted stock units, however, may continue to vest unless the Compensation Committee decides otherwise or an individual agreement provides otherwise. No Named Executive Officer owned unvested option awards as of March 30, 2013.

Name		William A. Priddy, Jr.	Steven E. Creviston	James D. Stilson	Norman A. Hilgendorf
Stock Awards	(1)	\$2,173,087	\$2,834,496	\$1,374,156	\$1,269,506

- (1) Represents the intrinsic value of service-based restricted stock units for these Named Executive Officers at March 28, 2013.

In accordance with the terms of his employment agreement, Mr. Bruggeworth would have been entitled to the following payments from RFMD upon the occurrence of any of the termination events described in the table below as of March 28, 2013. The table below assumes prior payment of any portion of base salary that would have been accrued but not yet paid as of March 30, 2013.

Although Mr. Bruggeworth is also entitled to change of control benefits under his employment agreement, pursuant to the terms of his employment agreement, any benefits payable under his Change in Control Agreement with RFMD offset any benefits paid under his employment agreement following his termination. As of March 28, 2013, the benefits payable under his Change in Control Agreement, as set forth in the above table, would have been equal to the change in control benefits payable under his employment agreement.

Robert A. Bruggeworth		Termination for Any Reason	Termination Due to Death or Total Disability	Termination without Cause or for Good Reason	Termination for Cause	Termination without Good Reason
Base Salary	(1)	\$ 0	\$ 0	\$1,326,582	\$ 0	\$ 0
Accrued Annual Bonus	(2)	0	0	0	0	0
Special Bonus	(3)	0	0	1,326,582	0	0
Option Awards	(4)	0	0	0	0	0
Stock Awards	(5)	5,454,463	5,454,463	6,718,133	0	5,454,463
Benefits Continuation	(6)	0	0	30,703	0	0
Accrued Vacation	(7)	62,502	62,502	62,502	62,502	62,502
Total		\$5,516,965	\$5,516,965	\$9,464,502	\$62,502	\$5,516,965

- (1) With respect to the "Termination without Cause or for Good Reason" column, the amount shown represents two times base salary and would be payable in equal periodic installments, in accordance with the payroll schedule for our salaried personnel, over a two-year period.
- (2) Represents previously earned but unpaid cash bonus under our Cash Bonus Plan for a completed performance period, which would be payable in a lump sum within 30 days of the termination date. With respect to the "Termination Due to Death or Total Disability" column, the amount payable is the greater of the accrued annual bonus or the accrued target bonus, in each case for the performance period in which the termination date occurs, which would be payable in a lump sum within 45 days following the end of the performance period in which the termination date occurs. With respect to the "Termination without Cause or for Good Reason" column, the amount shown represents the accrued annual bonus, which would be payable within 45 days following the end of the performance period in which the termination date occurs. Under these severance scenarios, all or a portion of the accrued annual bonus may have already been paid or would nevertheless be payable without regard to the nature of Mr. Bruggeworth's termination.
- (3) With respect to the "Termination without Cause or for Good Reason" column, the Special Bonus amount shown represents two times the target annual bonus opportunity as defined in our Cash Bonus Plan for the year in which the termination occurs, which would be payable in equal periodic installments, in accordance with the payroll schedule for our salaried personnel, over a two-year period. Mr. Bruggeworth is not entitled to a Special Bonus under the other severance scenarios set forth in the above table.
- (4) Represents the intrinsic value of invested options as of March 28, 2013. The fair market value of the invested option awards was \$5.32 per share.
- (5) Represents the intrinsic value of invested performance- and service-based restricted stock units as of March 28, 2013. With respect to the "Termination for Any Reason," "Termination Due to Death or Total Disability" and "Termination Without Good Reason" columns, the amount shown: (a) represents the value of unvested service-based restricted stock units which shall continue to vest unless the Compensation Committee determines otherwise and (b) reflects that Mr. Bruggeworth's unvested performance-based restricted stock units will be forfeited. With respect to the "Termination Without Cause or For Good Reason" column, the amount shown: (a) represents the value of unvested service-based restricted stock units which shall continue to vest unless the Compensation Committee determines otherwise and (b) reflects that if and to the extent performance goals are deemed met, Mr. Bruggeworth shall be deemed to have earned a pro-rata number of performance-based restricted stock units for the relevant performance period. With respect to the "Termination for Cause" column, the amount shown: (a) reflects that Mr. Bruggeworth's unvested service-based restricted stock units will be forfeited unless the Compensation Committee determines otherwise and (b) reflects that Mr. Bruggeworth's unvested performance-based restricted stock units will be forfeited unless the Compensation Committee determines otherwise.
- (6) Represents the value of continuing health, welfare and other benefits through March 29, 2015, based on the monthly premiums paid by RFMD at March 29, 2013.
- (7) Represents accrued vacation earned but not utilized, which would be payable in a lump sum within 30 days following the date of termination.

DIRECTOR COMPENSATION

As described more fully below, this chart summarizes the annual compensation for our non-employee directors for the year ended March 30, 2013. A director who is an RFMD employee, such as Mr. Bruggeworth, does not receive any compensation for service as a director.

Director Compensation for Fiscal Year Ended March 30, 2013

Name	Fees Earned	Stock Awards	Option Awards	Total
	or Paid in Cash	(1)	(1) (2) (3)	
Walter H. Wilkinson, Jr.	\$105,000	\$179,994	\$ 0	\$284,994
Daniel A. DiLeo	75,000	0	139,580	214,580
Jeffery R. Gardner	81,236	150,126	0	231,362
John R. Harding	85,000	0	139,580	224,580
Masood A. Jabbar	75,000	75,063	69,790	219,853
Casimir S. Skrzypczak	75,000	150,126	0	225,126
Erik H. van der Kaay	78,764	150,126	0	228,890

- (1) Represents the aggregate grant date fair value of restricted stock units granted during the fiscal year computed in accordance with ASC Topic 718, rather than an amount paid to or realized by the director. See “*Share-Based Compensation*” in Note 14 to our consolidated financial statements included in our 10-K for the assumptions made in determining the grant date fair value. Effective for the 2010 fiscal year, non-employee directors could elect to receive equity awards in the form of nonqualified options or restricted stock units or a combination of options and restricted stock units. Messrs. Wilkinson, Gardner, Skrzypczak and van der Kaay elected in fiscal year 2013 to receive all restricted stock units, and Messrs. DiLeo and Harding elected to receive all nonqualified options. Mr. Jabbar elected to receive a combination of options and restricted stock units. Mr. Wilkinson received restricted stock units for 45,800 shares, and Messrs. Gardner, Skrzypczak and van der Kaay each received restricted stock units for 38,200 shares upon their reelection to the Board at the 2012 annual meeting of shareholders. Mr. Jabbar received restricted stock units for 19,100 shares upon his reelection to the Board at the 2012 annual meeting. The annual restricted stock units granted under the 2012 Plan vest on the first anniversary of the grant date, subject to continued service of the director until the vesting date. At March 30, 2013, the aggregate number of shares subject to outstanding restricted stock units was: Mr. Wilkinson – 45,800 shares; Mr. DiLeo – 0 shares; Mr. Gardner – 38,200 shares; Mr. Harding – 0 shares; Mr. Jabbar – 19,100 shares; Mr. Skrzypczak – 38,200 shares; and Mr. van der Kaay – 38,200 shares.
- (2) Represents the aggregate grant date fair value of stock options granted during the fiscal year computed in accordance with ASC Topic 718, rather than an amount paid to or realized by the director. See “*Share-Based Compensation*” in Note 14 to our consolidated financial statements included in our 10-K for the assumptions made in determining the grant date fair value. Messrs. DiLeo and Harding each received 82,500 nonqualified options, and Mr. Jabbar received 41,250 nonqualified options, upon reelection to the Board at the 2012 annual meeting of shareholders. At March 30, 2013, the aggregate number of shares subject to outstanding and unexercised options was: Mr. Wilkinson – 183,700 shares; Mr. DiLeo – 270,100 shares; Mr. Gardner – 89,500 shares; Mr. Harding – 239,950 shares; Mr. Jabbar – 183,550 shares; Mr. Skrzypczak – 103,545 shares; and Mr. van der Kaay – 173,100 shares.
- (3) The per-share grant date fair value was \$1.69 for options granted to Messrs. DiLeo, Harding and Jabbar upon their reelection to the Board at the 2012 annual meeting of shareholders.

Directors who were not employees of RFMD were compensated for their service as a director as shown in the chart below:

Schedule of Director Fees for Fiscal Year Ended March 30, 2013

Compensation Item	Amount
Annual Retainers	
Chairman of the Board	\$105,000
Board Service	60,000
Committee Service	15,000
Audit Committee Chairman (Additional Fee)	10,000
Compensation Committee Chairman (Additional Fee)	10,000
Governance and Nominating Committee Chairman (Additional Fee) (1)	0
Finance Committee Chairman (Additional Fee)	0
Corporate Development Committee Chairman (Additional Fee)	0

(1) The Chairman of the Board also serves as the Chairman of the Governance and Nominating Committee and receives no additional compensation for serving in that capacity.

Cash Compensation

Beginning in fiscal year 2009, the method of cash compensation for non-employee members of the Board of Directors was changed by eliminating meeting fees and paying an annual retainer for Board service and a separate annual retainer for service on one or more committees, plus an additional fee for service as Chairman of the Board or as a committee chairman. The form of non-employee director compensation and the larger annual retainers were implemented as a result of a competitive pay analysis performed by C&P, the independent compensation consultant retained by the Compensation Committee, and are designed to maintain the compensation for RFMD's non-employee directors at or near the median levels paid by other companies in RFMD's peer group. As a result of these changes, the cash compensation for non-employee members of the Board is at or near the median of that of other directors in our peer group. Beginning in fiscal 2010, the non-employee directors' cash compensation for committee service was changed in light of the creation of two new standing committees. A single committee retainer for service on all committees replaced the separate Audit Committee, Compensation Committee and Governance and Nominating Committee retainers that were paid with respect to service in fiscal 2009. Each non-employee director is now paid the same amount for his service on any of the five standing Board committees without regard to the number of such committees on which he serves (except with respect to certain committee chairmen as noted above).

Equity Compensation

In fiscal year 2006, the Board and the shareholders approved the 2006 Directors Stock Option Plan, which we refer to as the 2006 Directors Plan. Under the terms of the 2006 Directors Plan, each non-employee director who is first elected or appointed to the Board is eligible to receive a non-qualified option, which we refer to as the initial option, to purchase 50,000 shares of our common stock at an option price equal to the fair market value of our common stock (based on the closing sales price of the common stock on the day immediately preceding the date of grant, which grant is made on the fifth business day after the date of election or appointment to the Board). Initial options vest in three equal installments on the date of grant and on each of the first and second anniversaries of the date of grant, subject to continued service on each vesting date. Initial options granted under the 2006 Directors Plan have a term of 10 years and vested options may be exercised at any time during that period. However, an initial option terminates if a participant's service as a director is terminated for cause. Our shareholders approved the 2012 Plan at the 2012 annual meeting of shareholders. The 2012 Plan is administered by the Compensation Committee and replaced the 2006 Directors Plan. Effective August 20, 2012, no new grants were to be made under the 2006 Directors Plan. For more information about the 2012 Plan, see "Employee Benefit Plans – 2012 Stock Incentive Plan" above.

In fiscal 2013, each participating non-employee director who was re-elected also received an annual non-qualified option grant, which we refer to as the annual option, or an annual restricted stock unit grant, which we refer to as the annual RSU, pursuant to the 2012 Plan and the Director Compensation Plan, which was adopted by the Board in May 2009 and amended and restated effective August 16, 2012, and served to formalize our non-employee director compensation terms. Under the terms of the Director Compensation Plan and relevant equity plan, starting in fiscal 2010, non-employee directors may elect to receive equity awards in the form of 100% nonqualified options to purchase shares of our common stock, 100% restricted stock units, or RSUs, or 50% options and 50% RSUs. The value of the initial equity awards (options and RSUs combined) cannot exceed the total value of the initial options a director would otherwise be eligible to receive. Likewise, the value of annual equity awards cannot exceed the total value of the annual option a director otherwise would receive. For these purposes, "total value" is based on the number of shares that would otherwise be subject to an initial option or annual option, as the case may be, multiplied by the Black-Scholes value of the initial option or annual option. The Board approved this "cafeteria" plan feature following the recommendation

of C&P. The Director Compensation Plan also expressly permits the grant of supplemental options and supplemental RSUs. These supplemental awards can be designed to supplement initial or annual equity awards or they may be intended to serve as “stand-alone” awards, for instance, for extraordinary Board service.

In fiscal 2013, each non-employee board member could elect to receive a nonqualified stock option for 82,500 shares, an RSU for 38,200 shares, or a nonqualified stock option for 41,250 shares and an RSU for 19,100 shares. The non-employee Chairman of the Board could elect to receive a nonqualified stock option for 99,000 shares, an RSU for 45,800 shares or a nonqualified stock option for 45,000 shares and an RSU for 22,900 shares. The option price for each annual option is equal to the fair market value per share of our common stock on the grant date (that is, the closing sales price of the common stock on the day immediately preceding the date of grant, which grant is made on the fifth business day after the date of re-election to the Board). Annual options vest and become exercisable immediately on the date of grant. Annual RSUs vest one year after the date of grant. With respect to a new director who is first appointed or elected at an annual meeting of the shareholders, no annual option will be granted until the next annual meeting (assuming such director is re-elected at such annual meeting). With respect to a new director who is appointed or elected other than at an annual meeting of shareholders, the number of shares covered by the first annual option otherwise to be granted following the annual meeting of shareholders (assuming the director is re-elected at such annual meeting) would be reduced on a pro rata basis for each calendar quarter (or portion thereof) since the preceding annual shareholders meeting in which such a director was not in office. Like the initial option, an annual option has a term of 10 years and may be exercised at any time during that period, although the option terminates if a participant’s service as a director is terminated for cause.

As noted above, non-employee directors are also eligible to receive discretionary stock-based awards, which may be granted under the 2012 Plan. See “Employee Benefit Plans – 2012 Stock Incentive Plan,” above. No discretionary equity awards to non-employee directors were granted in fiscal year 2013.

Our securities trading policy prohibits any hedging of our securities by directors. This includes purchasing any financial instrument or contract, including prepaid variable forward contracts, equity swaps, collars and exchange traded funds, which is designed to hedge or offset any risk of decrease in the market value of our common stock.

Other Compensation

We reimburse all directors for expenses incurred in their capacity as directors.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information as of March 30, 2013 relating to our equity compensation plans, under which grants of stock options, restricted stock and other rights to acquire shares of our common stock may be made from time to time.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights (1)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	21,022,273	\$6.02	26,343,773 (2)
Equity compensation plans not approved by security holders (3)	158,860	\$1.57	0
Total	21,181,133 (4)		26,343,773

- (1) The weighted-average exercise price does not take into account restricted stock units because such units do not have an exercise price.
- (2) The total shares available for future issuance in column (c) may be the subject of awards other than options, warrants or rights granted under our 2012 Plan. For a more detailed discussion of these and other equity plans that have been approved by our shareholders, please see “Employee Benefit Plans,” above. The number of securities remaining available for future issuance also includes securities that may be issued pursuant to the ESPP.
- (3) For a more detailed description of these plans, please see “Non-Shareholder Approved Plans,” below.
- (4) Includes shares subject to issuance pursuant to outstanding stock options and restricted stock units if certain service-based and/or performance- and service-based conditions are met. For more detailed information, please see “Service-Based Restricted Stock Units” and “Performance-Based Restricted Stock Units” under “Compensation Discussion and Analysis – Elements of Compensation,” above.

Non-Shareholder Approved Plans

Sirenza Microdevices, Inc. Amended and Restated 1998 Stock Plan

In connection with our acquisition of Sirenza in November 2007, we assumed the Sirenza Amended and Restated 1998 Stock Plan. This plan provides for the grant of options, stock purchase rights, stock appreciation rights, performance shares, performance units, restricted stock units and deferred stock units to employees, directors or consultants. The weighted average exercise price for the currently outstanding options is \$1.57. As of March 30, 2013, no shares may be granted under the Sirenza plan.

In connection with our acquisition of Sirenza, options to purchase Sirenza common stock that were outstanding immediately prior to the acquisition were assumed by us and converted into options to purchase our common stock that are subject to the same vesting and other conditions that applied to the Sirenza options immediately prior to the acquisition. Performance share awards, or PSAs, for Sirenza common stock that were outstanding immediately prior to the acquisition were assumed by us and converted into contingent rights to acquire our common stock that are subject to the same vesting and other conditions that applied to the Sirenza PSAs immediately prior to the acquisition. Shares of Sirenza common stock underlying restricted stock awards, or RSAs, that were subject to forfeiture risks, repurchase options or other restrictions immediately prior to the acquisition were converted into shares of our common stock and/or cash and remain subject to the same restrictions that applied to the Sirenza RSAs immediately prior to the acquisition. The terms may be adjusted upon certain events affecting our capitalization.

PROPOSAL 2 – APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

As required by Section 14A of the Exchange Act, we are asking our shareholders to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers as disclosed in accordance with the SEC's rules in the "Executive Compensation" section of this proxy statement. Taking into consideration the voting results from our 2011 Annual Meeting of Shareholders concerning the frequency of the shareholder advisory vote to approve the compensation of our Named Executive Officers, we determined that we will hold an annual advisory vote to approve the compensation of our Named Executive Officers until the next advisory vote on the frequency of such future advisory votes, which will occur no later than our 2017 Annual Meeting of Shareholders. This proposal, commonly known as a "say-on-pay" proposal, gives our shareholders the opportunity to express their views on our Named Executive Officers' compensation as a whole. This vote is not intended to address any specific item of compensation or any specific Named Executive Officer, but rather the overall compensation of all of our Named Executive Officers and the philosophy, policies and practices described in this proxy statement. The say-on-pay vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board of Directors. The say-on-pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board of Directors and our Compensation Committee value the opinion of our shareholders and to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information provided within the Executive Compensation section of this proxy statement demonstrates that our executive compensation program was designed appropriately and is working to ensure management's interests are aligned with our shareholders' interests to support long-term value creation. Highlights of our compensation program include the following:

- A large part of each Named Executive Officer's potential total annual cash compensation is intended to be at risk and is linked to our operating performance.
- Equity-based compensation, consisting of service-based and performance-based restricted stock units, makes up a significant portion of the overall compensation of our Named Executive Officers.
- We generally have established base salaries for each Named Executive Officer at approximately the 50th percentile of our peer group and have provided cash performance incentives that, if earned at target, enabled the Named Executive Officer group to be eligible to earn total annual cash compensation at a level between the 50th and 75th percentile of the peer group.
- We prohibit the repricing of previously granted stock options or stock appreciation rights without shareholder approval.
- We do not provide "perquisites" to our Named Executive Officers.
- Our securities trading policy prohibits any hedging of our securities by executive officers. This includes purchasing any financial instrument or contract, including prepaid variable forward contracts, equity swaps, collars and exchange traded funds, which is designed to hedge or offset any risk of decrease in the market value of our common stock.
- As of June 12, 2013, none of our executive officers has pledged our common stock.

- Starting in 2012, equity awards granted to our senior officers are subject to certain clawback and forfeiture provisions if the employee violates certain non-competition and other covenants.

Accordingly, we are asking our shareholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to the Company’s Named Executive Officers, as disclosed in the proxy statement for the Company’s 2013 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and related narrative discussion, is hereby APPROVED.”

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.

PROPOSAL 3 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has reappointed Ernst & Young LLP to audit the consolidated financial statements of RFMD for fiscal 2014. Ernst & Young LLP, an independent registered public accounting firm, has served as our independent auditor continuously since 1992. A representative from Ernst & Young LLP is expected to be present at the annual meeting and will have the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

Although shareholder ratification of the appointment is not required by law, we desire to solicit such ratification. If the appointment of Ernst & Young LLP is not approved by a majority of the shares cast at the annual meeting, the Audit Committee will consider the appointment of another independent registered public accounting firm for fiscal 2014.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 29, 2014.

Independent Registered Public Accounting Firm Fee Information

The following table shows the aggregate fees that we paid or accrued for the audit and other services provided by Ernst & Young LLP for fiscal years 2013 and 2012.

	2013	2012
Audit Fees	\$ 815,389	\$ 808,112
Audit-Related Fees	63,555	0
Tax Fees	4,312	65,000
All Other Fees	0	0
Total	883,256	873,112

Audit Fees. This category includes fees for: (a) the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q; (b) the audit of our internal control over financial reporting; and (c) services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for the relevant fiscal years.

Audit-Related Fees. This category includes the aggregate fees for assurance and related services provided by Ernst & Young LLP that are reasonably related to the performance of the audits or reviews of the financial statements and which are not reported above under “Audit Fees.”

Tax Fees. This category consists of professional services rendered by Ernst & Young LLP for tax compliance, tax planning, tax advice, and value added tax process review. The services for the fees disclosed under this category include tax return preparation, research and technical tax advice.

All Other Fees. This category includes the aggregate fees for products and services provided by Ernst & Young LLP that are not reported above under “Audit Fees,” “Audit-Related Fees” or “Tax Fees.”

The Audit Committee has considered the compatibility of the non-audit services performed by and fees paid to Ernst & Young LLP in fiscal year 2013 and the proposed non-audit related services and proposed fees for fiscal year 2014 and has determined that such services and fees are compatible with the independence of Ernst & Young LLP. All audit and non-audit related services were approved by the Audit Committee prior to such services being rendered.

REPORT OF THE AUDIT COMMITTEE

Each member of the Audit Committee is an independent director under existing Nasdaq listing standards and SEC requirements. In addition, the Board of Directors has determined that Messrs. Gardner and van der Kaay are “audit committee financial experts,” as defined by SEC rules.

In the performance of its oversight function, the Audit Committee has reviewed and discussed the audited consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee also has reviewed and discussed with management and the independent registered public accounting firm management’s assessment of the effectiveness of our internal control over financial reporting and the independent registered public accounting firm’s evaluation of our internal control over financial reporting.

The Audit Committee reviewed with the independent registered public accounting firm its judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee under the applicable Public Company Accounting Oversight Board standards and SEC Rule 2-07 of Regulation S-X. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm’s communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm that firm’s independence.

Based upon the discussions and review described above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended March 30, 2013 for filing with the SEC. This report has been prepared by members of the Audit Committee. Current members of this committee are:

Jeffery R. Gardner (Chairman)
Masood A. Jabbar
Casimir S. Skrzypczak
Erik H. van der Kaay

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under federal securities laws, RFMD’s directors, officers and beneficial owners of more than ten percent of RFMD’s common stock are required to report their beneficial ownership of common stock and any changes in that ownership to the SEC. Specific dates for such reporting have been established, and we are required to report any failure to file by the established dates. To our knowledge, all of these filing and reporting requirements were satisfied by our directors, officers and principal shareholders during the most recent fiscal year and prior fiscal years.

RELATED PERSON TRANSACTIONS

Related Person Transactions Policy

The Board maintains a written policy regarding transactions that involve RFMD and any of its executive officers, directors, director nominees or five percent or greater shareholders or their affiliates, which are referred to generally as “related persons.” The Governance and Nominating Committee will analyze and consider any such transaction in accordance with this written policy in order to determine whether the terms and conditions of the transaction are substantially the same as, or more favorable to RFMD than, transactions that would be available from unaffiliated parties.

The policy governs the procedures for review and consideration of all “related person transactions,” as that term is defined in the policy, to help ensure that any such transactions are timely identified and given appropriate consideration. Generally, any current or proposed financial transaction, arrangement or relationship in which a “related person” had or will have a direct or indirect material interest, in an amount exceeding \$120,000 and in which RFMD was or will be a participant, requires the approval of the Governance and Nominating Committee or a majority of the disinterested members of the Board. Before granting such approval, the Governance and Nominating Committee will consider all of the relevant facts and circumstances to ensure that the proposed transaction is in the best interest of RFMD and its shareholders. The term “related person” is defined by the policy and by Item 404 of Regulation S-K.

In conducting its review of any proposed related person transaction, the Governance and Nominating Committee will consider all of the relevant facts and circumstances available to the Governance and Nominating Committee, including but not limited to (a) the benefits to RFMD; (b) the impact on a director's independence in the event the related person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; (c) the availability of other sources for comparable products or services; (d) the terms of the proposed related person transaction; and (e) the terms available to unrelated third parties or to employees generally in an arms-length negotiation. No member of the Governance and Nominating Committee will participate in any review, consideration or approval of any related person transaction with respect to which such member or any of his or her immediate family members is the related person.

The Governance and Nominating Committee may, from time to time as it determines in its discretion to be appropriate, review periodically any previously approved or ratified related person transaction to determine if it is in the best interests of us and our shareholders to continue, modify or terminate such related person transaction.

We did not engage in any related person transactions during fiscal year 2013.

PROPOSALS FOR 2014 ANNUAL MEETING

Under certain conditions, shareholders may request that we include a proposal at a forthcoming meeting of the shareholders of RFMD in the proxy materials of RFMD for such meeting. Under SEC Rule 14a-8, any shareholder desiring to present such a proposal to be acted upon at the 2014 annual meeting of shareholders and included in the proxy materials must ensure that we receive the proposal at our principal executive office in Greensboro, North Carolina by February 28, 2014 in order for the proposal to be eligible for inclusion in our proxy statement and proxy card relating to such meeting.

If a shareholder desires to propose any business from the floor during the meeting, even if the proposal or proposed director candidate is not to be included in our proxy statement, our bylaws provide that the shareholder must deliver or mail timely advance written notice of such business to our principal executive office. Under our bylaws, to be timely, a shareholder's notice generally must be delivered to our Secretary not later than the 60th day before the first anniversary of the date of the notice date for the preceding year's annual meeting and no earlier than the 90th day prior to such date. In the event that the date of the annual meeting is more than 30 days before or more than 60 days after the first anniversary date of the preceding year's annual meeting, then notice by the shareholder must be delivered not earlier than the 90th day prior to the annual meeting and not later than the later of the 60th day prior to the annual meeting or the 10th day following the notice date for such meeting. Each item of business must be made in accordance with the bylaws, our Corporate Governance Guidelines and any other applicable law, rule or regulation.

In addition, any notice of a proposed director candidate must also comply with our bylaws, including the criteria set forth under "Procedures for Director Nominations" on page 10 of this proxy statement. If written notice is not given in accordance with these requirements, the proposal or proposed director candidate will be considered untimely and RFMD may exclude such business from consideration at the meeting.

If the proposal or proposed director candidate is permitted to be considered at the meeting, the proxies appointed pursuant to the proxy card will have discretionary authority to vote for or against the matter even if the proposal or proposed director candidate was not discussed in the proxy statement. Assuming that the date of our annual meeting of shareholders is not advanced or delayed in the manner described above, appropriate notice of such a proposal or proposed director candidate for the 2014 annual meeting would need to be delivered to our principal executive office (7628 Thorndike Road, Greensboro, North Carolina 27409-9421) no earlier than March 30, 2014 and no later than April 29, 2014 to be considered timely.

HOUSEHOLDING OF ANNUAL MEETING MATERIALS

Some banks, brokers or other nominee record holders may be participating in the practice of "householding" annual reports, proxy statements and Notices of Internet Availability of Proxy Materials. This means that only one copy of our annual report, proxy statement or Notice of Internet Availability of Proxy Materials, as applicable, may have been sent to multiple shareholders in the same household. We will promptly deliver a separate copy of our annual report, proxy statement or Notice of Internet Availability of Proxy Materials, as applicable, to any shareholder upon request submitted in writing to RFMD at the following address: RF Micro Devices, Inc., 7628 Thorndike Road, Greensboro, North Carolina 27409-9421, Attention: Investor Relations Department, or by calling (336) 664-1233. Any shareholder who wants to receive separate copies of our annual report, proxy statement or Notice of Internet Availability of Proxy Materials in the future, or who is currently receiving multiple copies and would like to receive only one copy for his or her household, should contact his or her bank, broker or other nominee record holder, or contact RFMD at the above address and telephone number.

FINANCIAL INFORMATION

Our annual report for the fiscal year ended March 30, 2013 is enclosed. Upon written request, we will provide without charge to any shareholder of record or beneficial owner of common stock a separate copy of our Annual Report on Form 10-K for the fiscal year ended March 30, 2013, including financial statements, filed with the SEC. Any such request should be directed to Doug DeLieto, our Vice President of Investor Relations, at 7628 Thorndike Road, Greensboro, North Carolina 27409-9421. We will furnish any exhibit to our Annual Report on Form 10-K upon receipt of payment for our reasonable expenses in furnishing such exhibit.

OTHER BUSINESS

As of the date of this proxy statement, the Board knows of no other matter to come before the 2013 annual meeting. However, if any other matter requiring a vote of the shareholders arises, the persons named in the accompanying proxy will vote such proxy in accordance with their best judgment.

By Order of the Board of Directors,

A handwritten signature in cursive script that reads "William A. Priddy, Jr." followed by a small flourish.

William A. Priddy, Jr.
Secretary

Dated: June 28, 2013

[THIS PAGE INTENTIONALLY LEFT BLANK]



www.rfmd.com
7628 Thorndike Road
Greensboro, NC 27409-9421
336.664.1233