

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**AMENDMENT NO. 4  
TO  
Form S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**ROCKY HOLDING, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

3674  
(Primary Standard Industrial  
Classification Code Number)

46-5288992  
(IRS Employer  
Identification Number)

c/o RF Micro Devices, Inc.  
7628 Thorndike Road  
Greensboro, North Carolina 27409-9421  
(336) 664-1233

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert A. Bruggeworth  
Chief Executive Officer  
Rocky Holding, Inc.  
c/o RF Micro Devices, Inc.  
7628 Thorndike Road  
Greensboro, North Carolina 27409-9421  
(336) 664-1233

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

Roy W. Tucker  
John R. Thomas  
Perkins Coie LLP  
1120 N.W. Couch Street,  
Tenth Floor  
Portland, Oregon 97209  
(503) 727-2000

Ralph G. Quinsey  
Chief Executive Officer  
TriQuint Semiconductor, Inc.  
2300 N.E. Brookwood Parkway  
Hillsboro, Oregon 97124  
(503) 615-9000

Keith Flaum  
Jane Ross  
Weil, Gotshal & Manges LLP  
201 Redwood Shores Parkway  
Redwood Shores, California  
94065-1134  
(650) 802-3000

Jeffrey C. Howland  
Womble Carlyle Sandridge &  
Rice, LLP  
One West Fourth Street  
Winston-Salem, North Carolina 27101  
(336) 721-3600

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the mergers described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

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#### EXPLANATORY NOTE

This Amendment No. 4 (“Amendment No. 4”) to the Registration Statement on Form S-4 (File No. 333-195236) of Rocky Holding, Inc. (the “Registration Statement”) is being filed solely for the purpose of filing specified exhibits as indicated in Part II of this Amendment No. 4. This Amendment No. 4 does not modify any provision of the prospectus that forms a part of the Registration Statement. Accordingly, Part I is omitted from this filing. Except with respect to Item 21(a), no other changes are being made to Part II of the Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Delaware law permits a corporation to adopt a provision in its certificate of incorporation eliminating or limiting the personal liability of a director, but not an officer in his or her capacity as such, to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that the provision does not limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its stockholders, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) liability under section 174 of the DGCL for unlawful payment of dividends or stock purchases or redemptions, or (d) any transaction from which the director derived an improper personal benefit.

Under Delaware law, a corporation may indemnify any person, including an officer and director, who was or is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding, provided the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal actions and proceedings, had no reasonable cause to believe that his conduct was unlawful. A Delaware corporation may also indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or contemplated action or suit by or in the right of the corporation, under the same conditions, except that no indemnification is permitted without judicial approval if the person is adjudged to be liable to the corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter herein, the corporation must indemnify the person against the expenses (including attorneys' fees) that the officer or director actually and reasonably incurred in connection therewith.

Rocky Holding's certificate of incorporation provides that no director shall be liable to Rocky Holding or its stockholders for monetary damages for any breach of fiduciary duty as a director to the fullest extent permitted by Delaware law. Rocky Holding's certificate of incorporation also permits Rocky Holding to indemnify any director or officer of Rocky Holding to the fullest extent permitted by Delaware law.

Rocky Holding's bylaws provides that it must indemnify its directors and officers, and may indemnify its other employees and agents, to the fullest extent permitted by Delaware law. Rocky Holding intends to enter into indemnification agreements with each of its directors and executive officers and to purchase directors' and officers' liability insurance.

The merger agreement provides that Rocky Holding will cause the surviving corporations and their subsidiaries to indemnify their respective directors and officers for six years following the effective time. The merger agreement also provides that the surviving corporations will maintain the liability insurance policy that covered the directors and officers of RFMD and TriQuint at the effective time for the same six year period. We discuss this obligation more fully in "The Merger Agreement — Covenants of the Parties — Indemnification of Officers and Directors."

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**ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.****(a) Exhibits**

In reviewing the merger agreement included as an exhibit to this joint proxy statement/prospectus, remember that the merger agreement governs the contractual rights between the parties in relation to the mergers. We have summarized terms of the merger agreement above and attached the merger agreement as an exhibit to this joint proxy statement/prospectus to provide you with information regarding the terms of the merger agreement. This summary and report are not intended to modify or supplement any factual disclosures about RFMD or TriQuint in our respective public reports filed with the SEC. In particular, the merger agreement and related summary are not intended to be, and should not be relied upon as, disclosures regarding any facts and circumstances relating to RFMD or TriQuint. The representations and warranties contained in the merger agreement have been negotiated with the principal purpose of establishing the circumstances in which a party may have the right not to close the RFMD merger or the TriQuint merger if the representations and warranties of the other party prove to be untrue due to a change in circumstance or otherwise, and allocates risk between the parties, rather than establishing matters as facts. The representations and warranties may also be subject to a contractual standard of materiality different from those generally applicable under the securities laws.

The following exhibits are filed herewith or incorporated herein by reference:

<b>Exhibit No.</b>	<b>Description</b>
2.1	Agreement and Plan of Merger and Reorganization dated February 22, 2014, by and among TriQuint Semiconductor, Inc., RF Micro Devices, Inc. and Rocky Holding, Inc.**
2.2	First Amendment to Agreement and Plan of Merger and Reorganization, dated July 15, 2014, by and among RF Micro Devices, Inc., TriQuint Semiconductor, Inc. and Rocky Holding, Inc.**
3.1	Amended and Restated Certificate of Incorporation of Rocky Holding, Inc.**
3.2	Amended and Restated Bylaws of Rocky Holding, Inc.**
5.1	Opinion of Womble Carlyle Sandridge & Rice, LLP regarding the legality of securities being registered
8.1	Opinion of Perkins Coie LLP regarding certain U.S. federal income tax matters
8.2	Opinion of Weil, Gotshal & Manges LLP regarding certain U.S. federal income tax matters
10.1	Amended TriQuint 2013 Incentive Plan**
23.1	Consent of KPMG, LLP, independent registered public accounting firm for TriQuint Semiconductor, Inc.**
23.2	Consent of Ernst & Young, LLP, independent registered public accounting firm for RF Micro Devices, Inc.**
23.3	Consent of Womble Carlyle Sandridge & Rice, LLP (included as part of Exhibit 5.1)
23.4	Consent of Perkins Coie LLP (included as part of Exhibit 8.1)
23.5	Consent of Weil, Gotshal & Manges LLP (included as part of Exhibit 8.2)
24.1	Power of Attorney**
99.1	Form of RF Micro Devices, Inc. Proxy Card**
99.2	Form of TriQuint Semiconductor, Inc. Proxy Card**
99.3	Consent of Goldman, Sachs & Co.**
99.4	Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated**

(\*\*) Previously filed.

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## ITEM 22. UNDERTAKINGS

1. The undersigned registrant hereby undertakes as follows: That prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145 (c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other Items of the applicable form.

2. The registrant undertakes that every prospectus (i) that is filed pursuant to paragraph (1) immediately preceding, or (ii) that purports to meet the requirements of section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

4. The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

5. The undersigned registrant hereby undertakes as follows:

(A) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(B) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(C) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

6. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report

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pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

7. That, for purposes of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of this registration statement shall be deemed to be part of and included in this registration statement as of the date it is first used after effectiveness; provided, however, that no statement made in this registration statement or prospectus that is part of this registration statement or made in a document incorporated or deemed incorporated by reference into this registration statement or prospectus that is part of this registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in this registration statement or prospectus that was part of this registration statement or made in any such document immediately prior to such date of first use.

8. That, for purposes of determining liability of the undersigned registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(A) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(B) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(C) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(D) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

9. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greensboro, State of North Carolina, on July 28, 2014.

**ROCKY HOLDING, INC.**

By: /s/ Robert A. Bruggeworth

Name: Robert A. Bruggeworth

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the registrant and in the capacities indicated on the 28<sup>th</sup> of July, 2014.

**Signature**

**Title**

/s/ Robert A. Bruggeworth

Robert A. Bruggeworth

President, Chief  
Executive Officer and Director (Principal Executive  
Officer)

/s/ William A. Priddy, Jr.

William A. Priddy, Jr.

Vice President,  
Secretary and Director  
(Principal Accounting Officer and Principal  
Financial Officer)

/s/ Suzanne B. Rudy

Suzanne B. Rudy

Director

[Letterhead of Womble Carlyle Sandridge &amp; Rice, LLP]

July 28, 2014

Rocky Holding, Inc.  
7628 Thomdike Road  
Greensboro, North Carolina 27409-9421

Re: Registration Statement on Form S-4

Ladies and Gentlemen:

We have acted as counsel to Rocky Holding, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-4 (as amended and together with all exhibits thereto, the "Registration Statement"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), covering the offering of up to 154,817,378 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"). The Shares are proposed to be issued upon the consummation of the merger of (i) RF Micro Devices, Inc., a North Carolina corporation ("RFMD"), with and into a to-be-formed North Carolina corporation and a direct, wholly-owned subsidiary of the Company, and (ii) TriQuint Semiconductor, Inc., a Delaware corporation ("TriQuint"), with and into a to-be-formed Delaware corporation and a direct, wholly-owned subsidiary of the Company, in each case, pursuant to that certain Agreement and Plan of Merger, dated as of February 22, 2014 and amended as of July 15, 2014, by and among the Company, RFMD, and TriQuint (the "Merger Agreement"). This opinion is provided pursuant to the requirements of Item 21(a) of Form S-4 and Item 601(b)(5) of Regulation S-K under the Securities Act.

As the Company's counsel, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's certificate of incorporation and bylaws, each as amended to date, resolutions of the Board of Directors relating to the approval of the Merger Agreement and the transactions contemplated thereby, including the issuance of the Shares and related matters, as provided to us by the Company, certificates of public officials and of representatives of the Company, and statutes and other instruments and documents, as a basis for the opinions hereinafter expressed. In rendering this opinion, we have relied upon certificates of public officials and representatives of the Company with respect to the accuracy of the factual matters contained in such certificates.

In connection with such examination, we have assumed (i) the genuineness of all signatures and the legal capacity of all signatories, (ii) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies, and (iii) the proper issuance and accuracy of certificates of public officials and representatives of the Company.

Based on and subject to the foregoing, and having regard for such legal considerations as we deem relevant, it is our opinion that when (i) the Registration Statement has been declared effective by the Commission, and (ii) the Shares are issued upon the terms and conditions set forth in the Merger Agreement, the Shares will be validly issued, fully paid and nonassessable.



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This opinion is limited to the laws of the State of Delaware, and we express no opinion as to the effect of the laws of any other jurisdiction.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to any reference to the name of our firm in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the 1933 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Womble Carlyle Sandridge & Rice, LLP

July 28, 2014

TriQuint Semiconductor, Inc.  
2300 N.E. Brookwood Parkway  
Hillsboro, OR 97124

**Re: Rocky Holding, Inc. Registration Statement on Form S-4**

Ladies and Gentlemen:

We have acted as counsel for TriQuint Semiconductor, Inc., a Delaware corporation (the "Company"), in connection with an Agreement and Plan of Merger and Reorganization dated as of February 22, 2014 by and among the Company, RF Micro Devices, Inc. a North Carolina corporation ("RFMD"), and Rocky Holding, Inc., a Delaware corporation ("Parent") (the "Merger Agreement"), pursuant to which TriQuint and RFMD will effect a business combination through the merger (the "TriQuint Merger") of a newly formed direct subsidiary of Parent with and into the Company, followed immediately by the merger (the "RFMD Merger," and together with the TriQuint Merger, the "Mergers") of another newly formed direct subsidiary of Parent with and into RFMD. This opinion is being delivered in connection with the Registration Statement on Form S-4 relating to the Mergers filed with the United States Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), (as amended through the date hereof, the "Registration Statement"), to which this opinion appears as an exhibit.

You have requested our opinion regarding certain United States federal income tax consequences of the Mergers. In rendering our opinion, we have examined and relied upon the truth, accuracy, and completeness of the facts, statements and representations contained in (i) the Merger Agreement, (ii) the Registration Statement, (iii) officer's certificates with respect to each of the Company and RFMD ("Tax Certificates"), and (iv) such other documents, certificates, records, statements and representations as we have deemed necessary or appropriate as a basis for the opinion set forth below. We have not, however, undertaken an independent investigation of any factual matter set forth in any of the foregoing.

In addition, we have assumed, with your permission, (i) that each of the Mergers will be effected in accordance with the Merger Agreement, (ii) that the statements and representations concerning the Mergers and the Company contained in the Merger Agreement and the Registration Statement, and the statements and representations contained in the Tax Certificates, are true, correct and complete and will remain true, correct and complete at all relevant times and (iii) the authenticity of original documents submitted to us, the conformity to the originals of documents submitted to us as copies, and the due and valid execution and delivery of all such documents where due execution and delivery are a prerequisite to the effectiveness thereof, (iv) the performance of all covenants contained in the Merger Agreement without waiver or breach of any material provision thereof and (v) that any representation or statement made in the Agreement or the Tax Certificates with the qualification "to the knowledge of" or "based on the belief of" the Company, RFMD or Parent, or other similar qualification, is true, correct and complete and will remain true, correct and complete at all relevant times, in each case without such qualification.

Based upon the foregoing, and subject to the limitations, qualifications, assumptions and caveats set forth herein and in the Registration Statement, we hereby confirm our opinions set forth in the Registration Statement under the heading "The Mergers—Material U.S. Federal Income Tax Consequences."

We hereby consent to the discussion of this opinion in the Registration Statement, to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the captions "Legal Matters" and "The Mergers—Material U.S. Federal Income Tax Consequences" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, nor do we admit that we are experts with respect to any part of the Registration Statement within the meaning of the term "expert" as used in the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Perkins Coie LLP

**Perkins Coie LLP**

July 28, 2014

RF Micro Devices, Inc.  
7628 Thomdike Road  
Greensboro, North Carolina 27409-9421

Ladies and Gentlemen:

We have acted as counsel to RF Micro Devices, Inc., a North Carolina corporation (the "Company"), in connection with the Agreement and Plan of Merger and Reorganization dated as of February 22, 2014 (as amended through the date hereof, the "Merger Agreement"), among the Company, Rocky Holding, Inc., a Delaware corporation ("Parent"), and TriQuint Semiconductor, Inc., a Delaware corporation ("TriQuint"). Any capitalized terms used but not defined herein have the meaning given to such terms in the Merger Agreement.

At your request, we are rendering our opinion concerning certain U.S. federal income tax consequences of the Mergers pursuant to the Merger Agreement.

In rendering our opinion, we have examined and with your consent are relying upon: (1) the Merger Agreement, (2) the Form S-4 initially filed by Parent with the Securities and Exchange Commission ("SEC") on April 14, 2014, including the proxy statement and prospectus constituting a part thereof (as amended through the date hereof, the "Registration Statement") and (3) such documents and corporate records as we have deemed necessary or appropriate. In addition, we have obtained such additional information as we deemed relevant and necessary through consultation with various officers and representatives of the Company, Parent and TriQuint.

Our opinion set forth below assumes, with your consent: (1) the accuracy and completeness of the statements and facts concerning the Mergers set forth in the Merger Agreement and the Registration Statement, (2) the consummation of the Mergers

in the manner contemplated by, and in accordance with the terms set forth in, the Merger Agreement and the Registration Statement, (3) the accuracy and completeness of the representations, as of the date hereof and as of the effective time of the Mergers, as applicable, (i) made by the Company and Parent, each on their own behalf, set forth in the certificate delivered to us by the Company, dated the date hereof and (ii) made by TriQuint, on behalf of itself, set forth in the certificate delivered to us by TriQuint, dated the date hereof, (4) that any representations or statements made in such certificates which are qualified by knowledge or qualifications of like import are accurate without such qualification, (5) that there will be no change in applicable U.S. federal income tax law from the date hereof through the effective time of the Mergers and (6) that the Mergers will be reported by the Company, Parent, TriQuint and their respective affiliates in a manner consistent with our opinion set forth below.

Based upon the facts and statements set forth above, our examination and review of the documents referred to above and subject to the assumptions set forth above and qualifications set forth below, we hereby confirm that the discussion contained in the Registration Statement under the caption "The Mergers—Material U.S. Federal Income Tax Consequences," insofar as such discussion constitutes statements of U.S. federal income tax law or legal conclusions, subject to the assumptions, limitations and conditions set forth therein, represents our opinion as to the material U.S. federal income tax consequences of the Mergers.

Our opinion is based on current provisions of the Code, Treasury Regulations promulgated thereunder, published pronouncements of the Internal Revenue Service and case law, in each case as in effect on the date hereof and any of which may be changed at any time with retroactive effect. Any change in applicable laws or facts and circumstances surrounding the Mergers, or any inaccuracy in the facts, representations, warranties, covenants, undertakings or assumptions on which we have relied, may affect the continuing validity of the opinion set forth herein. We assume no responsibility to inform you of any such change or inaccuracy that may occur or come to our attention. No opinion is expressed as to any transactions other than the Mergers or any matter other than those specifically covered by the foregoing opinion.

We hereby consent to the filing of this opinion with the SEC as an exhibit to the Registration Statement and to the references to us in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

**Weil, Gotshal & Manges LLP**