

MAGNACHIP SEMICONDUCTOR LLC

Form 8-A12B

March 01, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**MAGNACHIP SEMICONDUCTOR LLC\***

**(to be converted into MagnaChip Semiconductor Corporation)**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation**

**or organization)**

**83-0406195**  
**(I.R.S. Employer**

**Identification No.)**

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c/o MagnaChip Semiconductor S.A.  
74, rue de Merl, B.P. 709, L-2146  
Luxembourg R.C.S.,  
Luxembourg B97483  
(Address of principal executive offices)

Not Applicable  
(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, par value \$0.01 per share	New York Stock Exchange
Depository Shares, each representing one share of common stock, par value \$0.01	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

Securities Act registration statement file number to which this form relates: 333-165467

Securities to be registered pursuant to Section 12(g) of the Act: **None**

\* MagnaChip Semiconductor LLC, a limited liability company organized under the laws of Delaware, is the registrant filing this Registration Statement. Prior to the listing of the common stock and depository shares on the New York Stock Exchange, MagnaChip Semiconductor LLC will be converted into a corporation organized under the laws of Delaware, pursuant to the Delaware Limited Liability Company Act Section 18-216 and the Delaware General Corporation Law Section 265 and renamed MagnaChip Semiconductor Corporation. The common stock and depository shares to be listed on the New York Stock Exchange and referred to herein are securities of MagnaChip Semiconductor Corporation.

As disclosed in the registration statement on Form S-1 (No. 333-165467) relating to the registrant's initial public offering (the Registration Statement), all of the shares of common stock sold in such offering will be sold in the form of depository shares. Each depository share represents an ownership interest in one share of common stock. Approximately forty-five days after the effective date of the Registration Statement, each holder of depository shares will be credited with a number of shares of common stock equal to the number of depository shares held by such holder on that date, and the depository shares will be canceled. Until such cancellation of the depository shares, holders of depository shares will be entitled to all proportional rights and preferences of the shares of common stock underlying such depository shares. Accordingly, application is made for listing of the common stock of the registrant, but such shares will not trade until the depository shares are canceled.



**Item 1. Description of Registrant's Securities to be Registered.**

For a description of the securities to be registered hereunder, reference is made to the information set forth under the headings "Description of Capital Stock" and "Description of Depositary Shares" in the prospectus included in the registrant's Registration Statement on Form S-1 (File No. 333-165467), originally filed with the Securities and Exchange Commission on March 15, 2010, as amended by any amendments to such Registration Statement, which description is incorporated by reference herein. In addition, any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Under the "Instructions as to Exhibits" section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**MAGNACHIP SEMICONDUCTOR LLC**

Date: March 1, 2011

By: /s/ John McFarland  
John McFarland  
Senior Vice President, General Counsel and Secretary