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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

QORVO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-5288992
(I.R.S. Employer
Identification No.)

7628 Thorndike Road, Greensboro, North Carolina 27409-9421
(Address of Principal Executive Offices)
(Zip Code)

QORVO, INC. 2012 STOCK INCENTIVE PLAN
(As Amended and Restated Effective January 1, 2015)
(Formerly, the RF Micro Devices, Inc. 2012 Stock Incentive Plan)
(Full title of the plan)

Jason K. Givens
General Counsel and Corporate Secretary
Qorvo, Inc.
7628 Thorndike Road
Greensboro, North Carolina 27409
(Name and address of agent for service)

(336) 664-1233
(Telephone number, including area code, of agent for service)

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

- Large accelerated filer
 Non-accelerated filer

- Accelerated filer
 Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This registration statement (the “Registration Statement”) on Form S-8 is being filed by Qorvo, Inc. (the “Registrant”) to register an additional 500,000 shares (the “Additional Shares”) of the common stock of the Registrant, par value \$0.0001 per share (the “Common Stock”), which are securities of the same class and relate to the same employee benefit plan, the Qorvo, Inc. 2012 Stock Incentive Plan (As Assumed by Qorvo, Inc. and Amended and Restated Effective January 1, 2015) (formerly, the RF Micro Devices, Inc. 2012 Stock Incentive Plan) (the “Plan”), as those shares registered on the Company’s Registration Statement on Form S-8 (the “Prior Registration Statement”) previously filed with the Securities and Exchange Commission (the “Commission”) on [January 5, 2015](#) (Registration No. 333-201358), which is hereby incorporated by reference. The Additional Shares represent shares subject to awards granted under the Plan that have become forfeited, cancelled, terminated, expired, or lapsed for any reason or that otherwise become available for re-issuance or issuance under the Plan pursuant to the terms of the Plan. The Additional Shares were previously registered under the Prior Registration Statement and do not represent an increase in the total number of shares of Common Stock that may be issued pursuant to the Plan. As permitted by the rules of the Commission, this Registration Statement consists of only those items required by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by the Registrant with the Securities and Exchange Commission (the “Commission”), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) The Registrant’s [Annual Report on Form 10-K](#) for the fiscal year ended April 2, 2022 filed on May 20, 2022, including information specifically incorporated by reference into the Form 10-K from the Registrant’s [Definitive Proxy Statement on Schedule 14A](#) filed on June 27, 2022;
- (b) The Registrant’s [Quarterly Report on Form 10-Q](#) for the fiscal quarter ended July 2, 2022 filed on August 4, 2022;
- (c) The Registrant’s Current Reports on Form 8-K filed on [April 5, 2022](#) and [May 19, 2022](#); and
- (d) The description of the Registrant’s Common Stock contained in [Exhibit 4.11](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended March 30, 2019, filed on May 17, 2019, including any amendment or report filed for the purpose of updating such description.

All reports and/or documents filed by the Registrant with the Commission under Sections 13(a), 13(c), 14 and 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except for such reports and/or documents (or portions thereof) that are only “furnished” to the Commission or that are otherwise not deemed to be filed with the Commission pursuant to such Exchange Act sections, subsequent to the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of such filing.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 5. Interests of Named Experts and Counsel.

Not applicable.

ITEM 6. 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 such provision does not limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability under Section 174 of the Delaware General Corporation Law ("DGCL") for unlawful payment of dividends or stock purchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit.

Under Delaware law, a corporation may indemnify any person made a party or 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), because he or she is or was an officer, director, employee or agent of the corporation or was serving at the request of the corporation as an officer, director, employee or agent of another corporation or entity against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such proceeding: if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. A corporation may indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action or suit brought by or in the right of the corporation because he or she was an officer, director, 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 or other entity, against expenses (including attorneys' fees) actually and reasonably incurred in connection with such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, provided that such indemnification will be denied if the person is found liable to the corporation unless, in such a case, the court determines the person is entitled to indemnification for such expenses as the court deems proper. A corporation must indemnify a present or former director or officer who successfully defends himself or herself in a proceeding to which he or she was a party because he or she was a director or officer of the corporation against expenses actually and reasonably incurred by him or her in connection with such proceeding. If any other person who is not a present or former director or officer is similarly successful, then the corporation may, but is not required to, indemnify such person for expenses actually and reasonably incurred. Expenses incurred by an officer or director, or any employees or agents as deemed appropriate by the board of directors, in defending civil or criminal proceedings may be paid by the corporation in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the corporation.

The Registrant's certificate of incorporation provides that, to the fullest extent permitted by the DGCL, no director may be held personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Registrant's bylaws provide that the Registrant will, to the maximum extent and in the manner permitted by the DGCL, indemnify any person against expenses, liabilities and losses (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred in connection with any threatened, pending or completed action, suit, or proceeding in which such person was or is a party or is threatened to be made a party because such person is or was a director or officer of the corporation. However, the Registrant's bylaws provide that the Registrant shall only be required to indemnify a director or officer in connection with an action, suit, or proceeding (or part thereof) such director or officer has initiated if the board of directors authorized the initiation of such action, suit, or proceeding (or part thereof). For purposes of this indemnification provision, the Registrant's bylaws define "directors" and "officers" to include any person (a) who is or was a director or officer of the Registrant; (b) who, while a director or officer of the corporation, is or was serving at the Registrant's request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise; or (c) who was a director or officer of a corporation which was a predecessor corporation of the Registrant or, while serving as a director or officer of such predecessor corporation, is or was serving at the request of such predecessor corporation as a director or officer of another enterprise.

The Registrant also maintains insurance coverage relating to certain liabilities of directors and officers.

ITEM 8. Exhibits.

The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Registration Statement.

ITEM 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) 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, as amended (the "Securities Act");
- (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; and
- (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;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with, or furnished to, the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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) 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.

(b) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greensboro, State of North Carolina, on August 9, 2022.

QORVO, INC.

By: /s/ Robert A. Bruggeworth

Name: Robert A. Bruggeworth

Title: President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of the Registrant, hereby severally constitute and appoint Robert A. Bruggeworth and Grant A. Brown, and each of them, our true and lawful attorneys-in-fact and agents with full power to sign for us, and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all pre-effective and post-effective amendments to said registration statement, to file the same, and generally to do all such things in our name and on our behalf in our capacities as officers and directors of the Registrant, in connection with the transaction contemplated by said registration statement, to enable the Registrant to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the U.S. Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys-in-fact to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of August 9, 2022.

/s/ Robert A. Bruggeworth

Name: Robert A. Bruggeworth

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

/s/ Gina B. Harrison

Name: Gina B. Harrison

Title: Vice President and Corporate Controller (Principal Accounting Officer)

/s/ Judy Bruner

Name: Judy Bruner

Title: Director

Name: John R. Harding

Title: Director

/s/ Roderick D. Nelson

Name: Roderick D. Nelson

Title: Director

/s/ Susan L. Spradley

Name: Susan L. Spradley

Title: Director

/s/ Grant A. Brown

Name: Grant A. Brown

Title: Vice President of Treasury and Interim Chief Financial Officer (Principal Financial Officer)

/s/ Ralph G. Quinsey

Name: Ralph G. Quinsey

Title: Chairman of the Board of Directors

/s/ Jeffery R. Gardner

Name: Jeffery R. Gardner

Title: Director

/s/ David H. Y. Ho

Name: David H. Y. Ho

Title: Director

/s/ Dr. Walden C. Rhines

Name: Dr. Walden C. Rhines

Title: Director

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on February 3, 2015).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant, effective as of May 13, 2016 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 19, 2016).</u>
5.1	<u>Opinion of Womble Bond Dickinson (US) LLP regarding the legality of the securities being registered.*</u>
23.1	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.*</u>
23.2	<u>Consent of Womble Bond Dickinson (US) LLP (included in Exhibit 5).*</u>
24.1	<u>Powers of Attorney (included on the signature page).*</u>
99.1	<u>Qorvo, Inc. 2012 Stock Incentive Plan (As Assumed by Qorvo, Inc. and Amended and Restated Effective January 1, 2015) (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the Commission on January 5, 2015).</u>
107.1	<u>Filing Fee Table.*</u>

* Filed herewith.

[Letterhead of Womble Bond Dickinson (US) LLP]

August 9, 2022

Qorvo, Inc.
7628 Thorndike Road
Greensboro, North Carolina 27409

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Qorvo, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's above-referenced registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "1933 Act"), filed by the Company with the Securities and Exchange Commission (the "Commission"). The Registration Statement relates to the offer by the Company of up to 500,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), which are issuable pursuant to the Qorvo, Inc. 2012 Stock Incentive Plan (As Assumed by Qorvo, Inc. and Amended and Restated Effective January 1, 2015) (formerly, the RF Micro Devices, Inc. 2012 Stock Incentive Plan) (the "Plan"). This opinion is delivered to you pursuant to Item 8(a) of Form S-8 and Item 601(b)(5) of Regulation S-K of the Commission.

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, and minutes and records of the corporate proceedings of the Company relating to the filing of the Registration Statement and the issuance of the Shares, 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 (a) the genuineness of all signatures and the legal capacity of all signatories; (b) 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 (c) 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 upon issuance, delivery and payment therefor in the manner contemplated by the Plan and the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited to the Delaware General Corporation Law, as currently in effect.

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 Bond Dickinson (US) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Qorvo, Inc. 2012 Stock Incentive Plan of our reports dated May 20, 2022, with respect to the consolidated financial statements of Qorvo, Inc. and the effectiveness of internal control over financial reporting of Qorvo, Inc. included in its Annual Report (Form 10-K) for the year ended April 2, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Raleigh, North Carolina

August 9, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Qorvo, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)(2)	Proposed Maximum Offering Per Share(3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other	500,000	\$102.90	\$51,450,000	0.0000927	\$4,769.42
Total Offering Amount				—	\$51,450,000	—	\$4,769.42
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$4,769.42

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Act”), this Registration Statement also covers additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or other similar transaction.
- (2) Represents 500,000 shares of Common Stock reserved for issuance under the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Act. The proposed maximum offering price per share is estimated based on the average of the high and low prices of Common Stock on the Nasdaq Stock Market on August 4, 2022.