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

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

MAGNACHIP SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-0406195
(IRS Employer
Identification No.)

c/o Magnachip Semiconductor, Ltd.
15F, 76 Jikji-daero 436beon-gil, Heungdeok-gu
Cheongju-si, Chungcheongbuk-do, 28581, Republic of Korea
(Address of Principal Executive Offices) (Zip Code)

AMENDED AND RESTATED 2020 EQUITY AND INCENTIVE COMPENSATION PLAN
(Full title of the plan)

+82 (2) 6903-3000
(Telephone number, including area code, of agent for service)

Copies to:

**Micheal J. Reagan, Esq.
W. Stuart Ogg, Esq.
Goodwin Procter LLP
601 Marshall Street
Redwood City, CA 94063
Tel: (650) 739-3939
Fax: (650) 739-3900**

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Magnachip Semiconductor Corporation, a Delaware corporation (the “Registrant”) is filing this Registration Statement to register an additional 3,000,000 shares of its common stock, par value \$0.01 per share (“Common Stock”), for issuance under the Registrant’s 2020 Equity and Incentive Compensation Plan (the “2020 Plan”). On April 29, 2026, the Registrant’s Board of Directors amended and restated the 2020 Plan, subject to stockholder approval, in order to increase the aggregate number of shares of the Registrant’s Common Stock available for issuance thereunder by 3,000,000 shares, and such amendment was approved by the Registrant’s stockholders on June 11, 2026.

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plan is effective pursuant to the amendment to the 2020 Plan described above. The Registrant previously registered shares of its Common Stock for issuance under the 2020 Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (“SEC”) on July 15, 2020 (File No. 333-239872) and June 23, 2023 (File No. 333-272902). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above with respect to the shares of Common Stock registered under the 2020 Plan, except to the extent supplemented or amended or superseded by the information set forth or incorporated herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
5.1	<u>Opinion of Goodwin Procter*</u>
23.1	<u>Consent of Goodwin Procter (included in Exhibit 5.1 above).</u>
23.2	<u>Consent of Samil PricewaterhouseCoopers, Independent Registered Public Accounting Firm*</u>
23.3	<u>Consent of EY Han Young, Independent Registered Public Accounting Firm*</u>
24.1	<u>Power of Attorney (included on the signature page).</u>
99.1	<u>Amended and Restated 2020 Equity and Incentive Compensation Plan (Incorporated by reference to Appendix A to our Definitive Proxy Statement on Schedule 14A filed with the Commission on April 30, 2026).</u>
107	<u>Filing fee table*</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Seoul, Republic of Korea on July 10, 2026.

MAGNACHIP SEMICONDUCTOR CORPORATION

By: /s/ Chae Lee
Chae Lee
Chief Executive Officer (Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Chae Lee and Shinyoung Park and each or either of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, including any and all post-effective amendments and amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of Magnachip Semiconductor Corporation and in the capacities and on the dates indicated:

<u>/s/ Chae Lee</u> Chae Lee, <i>Chief Executive Officer (Principal Executive Officer)</i>	July 10, 2026
<u>/s/ Shinyoung Park</u> Shinyoung Park, <i>Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</i>	July 10, 2026
<u>/s/ Camillo Martino</u> Camillo Martino, <i>Director</i>	July 10, 2026
<u>/s/ Cristiano Amoruso</u> Cristiano Amoruso, <i>Director</i>	July 10, 2026
<u>/s/ Liz Chung</u> Liz Chung, <i>Director</i>	July 10, 2026
<u>/s/ Gilbert Nathan</u> Gilbert Nathan, <i>Director</i>	July 10, 2026



Goodwin Procter LLP
601 Marshall Street
Redwood City, CA 94063

goodwinlaw.com
+1 650 752 3100

July 10, 2026

Magnachip Semiconductor Corporation
15F, 76 Jikji-daero 436beon-gil, Heungdeok-gu
Cheongju-si, Chungcheongbuk-do, Republic of Korea 28581

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 3,000,000 shares (the "Shares") of Common Stock, par value \$0.01 per share ("Common Stock"), of Magnachip Semiconductor Corporation, a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Amended and Restated 2020 Equity and Incentive Compensation Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Magnachip Semiconductor Corporation of our report dated March 14, 2025, except for the effects of discontinued operations discussed in Note 2 to the consolidated financial statements, as to which the date is March 16, 2026, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Magnachip Semiconductor Corporation's Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Samil PricewaterhouseCoopers

Seoul, Republic of Korea

July 10, 2026

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Magnachip Semiconductor Corporation of our reports dated March 16, 2026, with respect to the consolidated financial statements of Magnachip Semiconductor Corporation and the effectiveness of internal control over financial reporting of Magnachip Semiconductor Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ EY Han Young

Seoul, the Republic of Korea

July 10, 2026
