

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 14, 2026**

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

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34791**  
(Commission  
File Number)

**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)

**Not Applicable**  
(Zip Code)

**+82 (2) 6903-3000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	MX	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(d)**

On January 14, 2026, the Board of Directors (the “Board”) of Magnachip Semiconductor Corporation (the “Company”) appointed Cristiano Amoruso as a director of the Company to serve until 2026 Annual Meeting of Stockholders or until his successor has been duly elected and qualified, or until his earlier death, resignation, retirement, disqualification or removal. Mr. Amoruso has also been appointed to each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of the Board.

Mr. Amoruso will participate in the Company’s independent director compensation program. He will receive the following compensation in connection with his service on the Board and Committees of the Board, provided that such compensation will be prorated pursuant to the Company’s Director Compensation Policy:

- a. an annual RSU grant valued at \$165,000 for service on the Board and \$10,000 for service on each committee of the Board; and
- b. a quarterly cash retainer of \$18,750 for service on the Board, \$3,750 for service on Audit Committee, \$2,500 for service on Compensation Committee and \$1,250 for service on Nominating and Corporate Governance Committee.

Since the beginning of the Company’s last fiscal year through the present, there have been no transactions with the Company, and there are currently no proposed transactions with the Company, in which the amount involved exceeds \$120,000 and in which Mr. Amoruso had or will have a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K of the Securities Act of 1933, as amended. No arrangement or understanding exists between Mr. Amoruso and any other person pursuant to which Mr. Amoruso was selected as a director of the Company.

**Item 7.01. Regulation FD Disclosure.**

On January 20, 2026, the Company issued a press release announcing the election of Mr. Amoruso to the Board as described in Item 5.02 (d) of this Form 8-K. A copy of the Company’s press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1. The information in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any registration document or other document filed by the Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued January 20, 2026.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 20, 2026

**MAGNACHIP SEMICONDUCTOR CORPORATION**

By: /s/ Shin Young Park

Name: Shin Young Park

Title: Chief Financial Officer



## Magnachip Announces the Appointment of Cristiano Amoruso to its Board of Directors

**SEOUL, South Korea, Jan. 20, 2026** – Magnachip Semiconductor Corporation (NYSE: MX) (“Magnachip” or the “Company”) today announced the appointment of Cristiano Amoruso as an independent director, effective as of January 14, 2026, to its board of directors.

“On behalf of the Board and management team, we are pleased to welcome Cristiano Amoruso as a director,” said Camillo Martino, Chair of Magnachip’s board of directors. “Having known him for more than 15 years, I have seen that Cristiano brings a rare combination of operational leadership and investment acumen in high-growth technology markets. His experience driving transformation and value creation will be highly valuable as we return the company to growth following our transition to a pure play power products company.”

Mr. Amoruso is an accomplished investor and operating executive with deep experience in the semiconductor industry. He is Co-Founder and Chief Investment Officer of Byreforge LLC, a New York- and London-based investment firm that seeks to drive long-term value at publicly listed companies by partnering with management and boards on a combination of operational and strategic improvements. He currently serves as a member of the board of directors for Navitas Semiconductor.

Mr. Amoruso commented: “Power semiconductors are expected to play an increasingly critical role in AI data centers, automotive, grid infrastructure, and other industrial applications. With its renewed, single-minded focus on power semiconductors and deep engineering talent, Magnachip is well-positioned to capitalize on growing market opportunities. I look forward to working with my fellow directors and the leadership team to harness the company’s potential and create long-term shareholder value.”

Before founding Byreforge, Mr. Amoruso served as Chief Executive Officer and Director of Suniva, Inc., the largest private U.S.-based manufacturer of solar photovoltaic semiconductors, where he architected and led its successful operational turnaround. Mr. Amoruso concurrently held senior investment roles at Lion Point Capital, L.P., a global investment firm. He previously served as an analyst at Starboard Value LP. Mr. Amoruso holds an MBA from Columbia Business School, and a Laurea in Economics and Commerce from the University of Bari (Italy).

### FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements include all statements other than statements of historical fact, including but not limited to statements regarding future strategies, capabilities, market opportunities, performance, anticipated growth, and timing of any of the foregoing. Forward-looking statements are inherently difficult to predict and involve known and unknown risks and uncertainties, including the risks detailed from time to time in Magnachip’s filings with the U.S. Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made. Magnachip assumes no obligation and does not intend to update the forward-looking statements provided, whether as a result of new information, future events or otherwise.

### About Magnachip Semiconductor

Magnachip is a designer and manufacturer of analog and mixed-signal power semiconductor platform solutions for various applications, including industrial, automotive, communication, consumer and computing. The Company provides a broad range of standard products to customers worldwide. Magnachip, with about 45 years of operating history, owns a portfolio of approximately 1,000 registered patents and pending applications, and has extensive engineering, design and manufacturing process expertise. For more information, please visit [www.magnachip.com](http://www.magnachip.com). Information on or accessible through Magnachip’s website is not a part of, and is not incorporated into, this release.

**CONTACT:**

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