

**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
(I.R.S. Employer
Identification No.)

**c/o MagnaChip Semiconductor S.A.
1, Allée Scheffer, L-2520
Luxembourg, Grand Duchy of Luxembourg**
(Address of principal executive offices)

MAGNACHIP SEMICONDUCTOR CORPORATION 2011 EQUITY INCENTIVE PLAN (as amended, the "2011 Plan")
(Full title of plans)

Theodore S. Kim
Chief Compliance Officer, EVP, General Counsel and Secretary
c/o MagnaChip Semiconductor, Inc.
60 South Market Street, Suite 750
San Jose, CA 95113
Tel: (408) 625-5999
Fax: (408) 625-5990

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

(Copy to:)
Micheal J. Reagan, Esq.
W. Stuart Ogg, Esq.
Jones Day
1755 Embarcadero Road
Palo Alto, CA 94303
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, 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.

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(3) | Proposed Maximum Aggregate Offering Price(3) | Amount of Registration Fee(3) |
|----------------------------------------------------------|----------------------------|----------------------------------------------|----------------------------------------------|-------------------------------|
| Common Stock, par value \$0.01 per share | | | | |
| - Shares available for future awards under the 2011 Plan | 688,824(2) | \$6.80 | \$4,684,003.20 | \$567.70 |

- (1) The amount being registered also includes an indeterminate number of shares of Common Stock that may be offered or issued by reason of stock splits, stock dividends and anti-dilution provisions and other terms pursuant to Rule 416 under the Securities Act of 1933, as amended.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2011 Plan on January 1, 2019 pursuant to an "evergreen" provision contained in the 2011 Plan. Pursuant to such provision, on January 1st of each calendar year commencing in 2012 and ending on (and including) January 1, 2021, the number of shares authorized for issuance under the 2011 Plan is automatically increased by a number equal to the smaller of (i) two percent (2%) of the number of shares of Common Stock issued and outstanding on December 31st of the preceding calendar year or (ii) an amount determined by the Registrant's Board of Directors.
- (3) Determined solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on \$6.80, which is the average of the high and low prices for the Registrant's Common Stock as reported on the New York Stock Exchange on February 15, 2019.

INCORPORATION BY REFERENCE OF CONTENTS OF

**REGISTRATION STATEMENTS ON FORM S-8 NOS. 333-172864, 333-180696, 333-186789, 333-202120, 333-209756,
333-216204 AND 333-223155**

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 automatic increase provisions of such plan. The Registrant previously registered shares of its Common Stock for issuance under the 2011 Plan under the following registration statements: a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (“SEC”) on March 16, 2011 (File No. 333-172864); a Registration Statement on Form S-8 filed with the SEC on April 13, 2012 (File No. 333-180696); a Registration Statement on Form S-8 filed with the SEC on February 22, 2013 (File No. 333-186789); a Registration Statement on Form S-8 filed with the SEC on February 17, 2015 (File No. 333-202120); a Registration Statement on Form S-8 filed with the SEC on February 26, 2016 (File No. 333-209756); a Registration Statement on Form S-8 filed with the SEC on February 23, 2017 (File No. 333-216204); and a Registration Statement on Form S-8 filed with the SEC on February 22, 2018 (File No. 333-223155). 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 2011 Plan.

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | <u>Certificate of Incorporation of MagnaChip Semiconductor Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on March 11, 2011).</u> |
| 4.2 | <u>Amended and Restated Bylaws of MagnaChip Semiconductor Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 6, 2016).</u> |
| 4.3 | <u>Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of MagnaChip Semiconductor Corporation, as filed with the Secretary of the State of Delaware on March 6, 2015 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 6, 2015).</u> |
| 5.1 | <u>Opinion of Jones Day regarding the validity of the shares of Common Stock being registered on this Registration Statement.</u> |
| 23.1 | <u>Consent of Samil PricewaterhouseCoopers.</u> |
| 23.2 | <u>Consent of Jones Day (contained in Exhibit 5.1 to this Registration Statement).</u> |
| 24.1 | <u>Power of Attorney (included on the signature page to this Registration Statement).</u> |
| 99.1 | <u>MagnaChip Semiconductor Corporation 2011 Equity Incentive Plan (as amended on April 26, 2018) (incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K filed on February 22, 2019).</u> |
| 99.2 | <u>MagnaChip Semiconductor Corporation 2011 Form of Stock Option Agreement (U.S. Participants) (incorporated by reference to Exhibit 10.55 to the Registrant's Registration Statement on Form S-1 (No. 333-165467)).</u> |
| 99.3 | <u>MagnaChip Semiconductor Corporation 2011 Form of Stock Option Agreement (Non-U.S. Participants) (incorporated by reference to Exhibit 10.56 to the Registrant's Registration Statement on Form S-1 (No. 333-165467)).</u> |
| 99.4 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (U.S. Participants) (incorporated by reference to Exhibit 10.57 to the Registrant's Registration Statement on Form S-1 (No. 333-165467)).</u> |
| 99.5 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (Non-U.S. Participants) (incorporated by reference to Exhibit 10.58 to the Registrant's Registration Statement on Form S-1 (No. 333-165467)).</u> |
| 99.6 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Agreement (U.S. Participants) (incorporated by reference to Exhibit 10.59 to the Registrant's Registration Statement on Form S-1 (No. 333-165467)).</u> |
| 99.7 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Agreement (Non-U.S. Participants) (incorporated by reference to Exhibit 10.60 to the Registrant's Registration Statement on Form S-1 (No. 333-165467)).</u> |
| 99.8 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (Nonemployee Director) (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed on May 6, 2016).</u> |
| 99.9 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on April 27, 2018).</u> |
| 99.10 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (TSR Performance) (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on April 27, 2018).</u> |
| 99.11 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (AOP Performance) (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on April 27, 2018).</u> |
| 99.12 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on October 26, 2018).</u> |
| 99.13 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (TSR Performance) (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on October 26, 2018).</u> |
| 99.14 | <u>MagnaChip Semiconductor Corporation 2011 Form of Restricted Stock Units Agreement (AOP Performance) (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on October 26, 2018).</u> |

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 February 22, 2019.

MAGNACHIP SEMICONDUCTOR CORPORATION

By: /s/ Young-Joon Kim

Young-Joon Kim

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 Young-Joon Kim and Jonathan W. Kim 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 and in his 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his 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:

| | Date |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| <u>/s/ Young-Joon Kim</u> Young-Joon Kim, <i>Chief Executive Officer (Principal Executive Officer) and Director</i> | February 22, 2019 |
| <u>/s/ Jonathan Kim</u> Jonathan W. Kim, <i>Chief Financial Officer, Executive Vice President and Chief Accounting Officer (Principal Financial and Accounting Officer)</i> | February 22, 2019 |
| <u>/s/ Melvin Keating</u> Melvin Keating, <i>Director</i> | February 22, 2019 |
| <u>/s/ Ilbok Lee</u> Ilbok Lee, <i>Director</i> | February 22, 2019 |
| <u>/s/ Camillo Martino</u> Camillo Martino, <i>Director</i> | February 22, 2019 |
| <u>/s/ Gary Tanner</u> Gary Tanner, <i>Director</i> | February 22, 2019 |
| <u>/s/ Nader Tavakoli</u> Nader Tavakoli, <i>Non- Executive Chairman of the Board of Directors</i> | February 22, 2019 |

JONES DAY

SILICON VALLEY OFFICE • 1755 EMBARCADERO ROAD • PALO ALTO, CALIFORNIA 94303

TELEPHONE: +1.650.739.3939 • FACSIMILE: +1.650.739.3900

February 22, 2019

MagnaChip Semiconductor Corporation
c/o MagnaChip Semiconductor S.A.
1, Allée Scheffer, L-2520
Luxembourg, Grand Duchy of Luxembourg

Re: Registration Statement on Form S-8 Filed by MagnaChip Semiconductor Corporation

Ladies and Gentlemen:

We have acted as counsel for MagnaChip Semiconductor Corporation, a Delaware corporation (the “*Company*”), in connection with the Company’s 2011 Equity Incentive Plan (as amended, the “*Plan*”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the additional 688,824 shares (the “*Shares*”) of common stock, par value \$0.01 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the “*Award Agreements*”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

ALKHOBAR • AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS •
DALLAS DETROIT • DUBAI • DÜSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • JEDDAH • LONDON • LOS ANGELES •
MADRID MEXICO CITY • MIAMI • MILAN • MINNEAPOLIS • MOSCOW • MUNICH • NEW YORK • PARIS • PERTH • PITTSBURGH •
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WASHINGTON

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 22, 2019 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of MagnaChip Semiconductor Corporation, which appears in MagnaChip Semiconductor Corporation's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ Samil PricewaterhouseCoopers

Seoul, Korea
February 22, 2019