
**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
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

Magnachip Semiconductor Corporation, a Delaware corporation (the “Registrant”) is filing this Registration Statement to register an additional 1,990,000 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 14, 2023, 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 1,990,000 shares, and such amendment was approved by the Registrant’s stockholders on May 18, 2023.

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). 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>
10.1	<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 17, 2023)</u>
23.1	<u>Consent of Goodwin Procter (included in Exhibit 5.1 above)</u>
23.2	<u>Consent of Samil PricewaterhouseCoopers, the Registrant's independent registered public accounting firm*</u>
24.1	<u>Power of Attorney (included on the signature page)</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 June 23, 2023.

MAGNACHIP SEMICONDUCTOR CORPORATION

By: /s/ Young-Joon Kim
Young-Joon Kim
Chief 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 Theodore S. 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 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:

	Title	Date
<u>/s/ Young-joon Kim</u> Young-Joon Kim	Chief Executive Officer, Interim Chief Financial Officer, Director	June 23, 2023
<u>/s/ Theodore Kim</u> Theodore Kim	Chief Compliance Officer, General Counsel and Secretary	June 23, 2023
<u>/s/ Melvin Keating</u> Melvin Keating	Director	June 23, 2023
<u>/s/ Ilbok Lee</u> Ilbok Lee	Director	June 23, 2023

/s/ Gary Tanner
Gary Tanner

Director

June 23, 2023

/s/ Liz Chung
Liz Chung

Director

June 23, 2023

/s/ Camillo Martino
Camillo Martino

Director

June 23, 2023

/s/ Gilbert Nathan
Gilbert Nathan

Director

June 23, 2023



Goodwin Procter LLP
601 Marshall St.
Redwood City, CA 94063

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+1 650 752 3100

June 23, 2023

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

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

We have acted as counsel to you 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 1,990,000 shares (the "Shares") of Common Stock, \$0.01 par value 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 opinions 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.

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

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery 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 February 22, 2023 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, 2022.

/s/ Samil PricewaterhouseCoopers
Seoul, Republic of Korea

June 23, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)Magnachip Semiconductor Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Other(2)	1,990,000(3)	\$11.16(2)	\$22,208,400(2)	0.00011020	\$2,447.37
Total Offering Amounts					\$22,208,400		\$2,447.37
Total Fee Offsets							\$0
Net Fee Due							\$2,447.37

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Magnachip Semiconductor Corporation Amended and Restated 2020 Equity and Incentive Compensation Plan (the "Plan") to prevent dilution resulting from stock splits, stock dividends, recapitalization or similar transactions that result in an increase in the number of outstanding securities.
- (2) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act, solely for the purpose of computing the amount of the registration fee, on the basis of the average of the high and low prices of shares of Magnachip Semiconductor Corporation's common stock, par value \$0.01 per share ("Common Stock"), reported on the New York Stock Exchange on June 16, 2023, which is within five business days of this filing.
- (3) Represents 1,990,000 additional shares of Common Stock for future issuance under the Plan.