

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

Amendment No. 1

to

SCHEDULE TO

(Rule 14d-11)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

AMKOR TECHNOLOGY, INC.

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

6.00% Convertible Senior Subordinated Notes due 2014
(Title of Class of Securities)

031652AZ3
(CUSIP Number of Class of Securities)

Gil C. Tily
Executive Vice President, Chief Administrative Officer,
General Counsel and Corporate Secretary
Amkor Technology, Inc.
1900 South Price Road
Chandler, AZ 85286
(480) 821-5000

(Name, address and telephone number of person authorized to receive notices and communication on behalf of Filing Persons)

Copy to:
William G. Lawlor, Esquire
Eric S. Siegel, Esquire
Dechert LLP
Cira Centre
2929 Arch Street
Philadelphia, PA 19104
(215) 994-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$377,128,494	\$51,440.33

* Estimated solely for purpose of calculating the Filing Fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended. The valuation is calculated based on the product of multiplying (i) (x) 4.5625, the average high and low price of Amkor Technology common stock as reported on the NASDAQ Global Select Market on May 14, 2013, by (y) 330.6332, the number of shares of Amkor Technology common stock payable per \$1,000 principal amount of the 6.00% Convertible Senior Subordinated Notes, by (ii) the quotient of (a) \$250,000,000, the aggregate principal amount at maturity of the 6.00% Convertible Senior Subordinated Notes due 2014 that are sought for exchange divided by (b) \$1,000.

** The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$136.40 for each \$1,000,000 of the value of the transaction.

☒ Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: 51,440.33
Form or Registration No.: SC TO-I

Filing Party: Amkor Technology, Inc.
Date Filed: May 15, 2013

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- ☐ third party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTION

This Amendment No. 1 (the “Amendment No. 1”) amends and supplements the Issuer Tender Offer Statement on Schedule TO (the “Schedule TO”) filed by Amkor Technology, Inc., a Delaware corporation (“Amkor” or the “Company”), pursuant to Rule 13e-4 of the Securities Exchange Act of 1934, as amended, in connection with the offer (the “Exchange Offer”) by Amkor to exchange for each outstanding \$1,000 principal amount of the Company’s 6.00% Convertible Senior Subordinated Notes due 2014 (the “Notes”): (i) 330.6332 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”); (ii) \$49.33 in cash; and (iii) accrued and unpaid interest from the most recent interest payment date for the Notes to, but excluding, the settlement date (which is expected to be June 18, 2013 (the “Settlement Date”)), which is expected to be approximately \$10.67, payable in cash. Amkor is seeking to exchange any and all outstanding Notes in the Exchange Offer.

The Exchange Offer is made upon the terms and subject to the conditions described in the Offer to Exchange dated May 15, 2013 (the “Offering Circular”) and the accompanying Letter of Transmittal. The Offering Circular and the accompanying Letter of Transmittal are incorporated herein by reference in response to all the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein. This Amendment No. 1. is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended.

Item 4. *Terms of the Transaction.*

Item 4(a) of the Schedule TO is hereby amended and supplemented with the information set forth in the Supplement to the Offering Circular (Exhibit (a)(1)(v) hereto) under “Capitalization of Amkor,” which is incorporated herein by reference.

Item 6. *Purposes of the Transaction and Plans or Proposals.*

Items 6(a) and 6(c) of the Schedule TO are hereby amended and supplemented with the information set forth in the Supplement to the Offering Circular (Exhibit (a)(1)(v) hereto) under “Summary—Purposes of the Exchange Offer,” which is incorporated herein by reference.

Item 10. *Financial Statements.*

Item 10(b) of the Schedule TO is hereby amended and supplemented with information set forth in the Supplement to the Offering Circular (Exhibit (a)(1)(v) hereto) under “Capitalization of Amkor,” which is incorporated herein by reference.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 6, 2013

AMKOR TECHNOLOGY, INC.

By: /s/ Gil C. Tily

Name: Gil C. Tily

Title: Executive Vice President, Chief Administrative Officer, General
Counsel and Corporate Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(i)	Offer to Purchase dated May 15, 2013.*
(a)(1)(ii)	Form of Letter of Transmittal.*
(a)(1)(iii)	Form of Letter to DTC Participants.*
(a)(1)(iv)	Form of Letter to Clients for use by brokers, dealers, commercial banks, trust companies and other nominees.*
(a)(1)(v)	Supplement to Offer to Purchase dated June 6, 2013.
(a)(5)	Press Release, dated May 15, 2013 (filed as an exhibit to the Company's Current Report on Form 8-K on May 15, 2013 and deemed filed pursuant to Rule 13e-4(c) under the Securities Exchange Act of 1934).
(b)	Second Amended and Restated Loan and Security Agreement, dated as of June 28, 2012, among Amkor Technology, Inc., its subsidiaries from time to time party thereto, the lending institutions from time to time party thereto and Bank of America, N.A., as administrative agent (incorporated by reference to the Company's Current Report on Form 8-K filed on July 2, 2012).
(d)(i)	Voting Agreement, by and among Amkor Technology, Inc. and the Investors named therein, dated November 18, 2005 (incorporated by reference to the Company's Annual Report on Form 10-K filed on March 16, 2006 (File No. 000-29472)).
(d)(ii)	Letter Agreement, dated March 26, 2009, between Amkor Technology, Inc., James J. Kim and 915 Investments, LP (incorporated by reference to the Company's Current Report on Form 8-K filed on April 1, 2009).
(d)(iii)	2009 Voting Agreement, dated as of March 26, 2009, between Amkor Technology, Inc., James J. Kim and 915 Investments, LP (incorporated by reference to the Company's Current Report on Form 8-K filed on April 1, 2009).
(d)(iv)	Indenture, dated as of April 1, 2009, between Amkor Technology, Inc. and U.S. Bank National Association, as trustee regarding the 6.00% Convertible Senior Subordinated Notes due 2014 (incorporated by reference to the Company's Current Report on Form 8-K filed on April 1, 2009).
(d)(v)	Indenture, dated May 4, 2010, by and between Amkor Technology, Inc. and U.S. Bank National Association, as trustee, regarding the 7.375% Senior Notes due 2018 (incorporated by reference to the Company's Current Report on Form 8-K filed May 5, 2010).
(d)(vi)	Registration Rights Agreement, dated May 4, 2010, by and among Amkor Technology, Inc. and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. regarding the 7.375% Senior Notes due 2018 (incorporated by reference to the Company's Current Report on Form 8-K filed May 5, 2010).
(d)(vii)	Letter Agreement, dated May 17, 2011, between Amkor Technology, Inc., James J. Kim and 915 Investments, LP (incorporated by reference to the Company's Current Report on Form 8-K filed May 20, 2011).
(d)(viii)	Indenture, dated May 20, 2011, by and between Amkor Technology, Inc. and U.S. Bank National Association, as trustee, regarding the 6.625% Senior Notes due 2021 (incorporated by reference to the Company's Current Report on Form 8-K filed May 20, 2011).
(d)(ix)	Registration Rights Agreement, dated May 20, 2011, by and among Amkor Technology, Inc. and Deutsche Bank Securities Inc. and Citigroup Global Markets Inc (incorporated by reference to the Company's Current Report on Form 8-K filed May 20, 2011).

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- (d)(x) Indenture, dated September 21, 2012, by and between Amkor Technology, Inc. and U.S. Bank National Association, as trustee, regarding the 6.375% Senior Notes due 2022 (incorporated by reference to the Company's Current Report on Form 8-K filed September 21, 2012).
- (d)(xi) Registration Rights Agreement, dated September 21, 2012, by and among Amkor Technology, Inc., Deutsche Bank Securities Inc. and UBS Securities LLC (incorporated by reference to the Company's Current Report on Form 8-K filed September 21, 2012).
- (d)(xii) 1998 Stock Plan, as amended (incorporated by reference to the Company's Quarterly Report on Form 10-Q filed August 7, 2008).
- (d)(xiii) Form of Stock Option Agreement under the 1998 Stock Plan (incorporated by reference to the Company's Annual Report on Form 10-K filed on March 16, 2006 (File No. 000-29472)).
- (d)(xiv) 1998 Director Option Plan and form of agreement thereunder (incorporated by reference to the Company's Registration Statement on Form S-1 filed on October 6, 1997, as amended on March 31, 1998 (File No. 333-37235)).
- (d)(xv) 2003 Nonstatutory Inducement Grant Stock Plan, as amended (incorporated by reference to the Company's Quarterly Report on Form 10-Q filed August 7, 2008).
- (d)(xvi) Amended and Restated 2007 Equity Incentive Plan (incorporated by reference to the Company's Proxy Statement on Schedule 14A filed April 5, 2012).
- (d)(xvii) Form of Stock Option Agreement under the Amended and Restated 2007 Equity Incentive Plan (incorporated by reference to the Company's Quarterly Report on Form 10-Q filed August 2, 2012).
- (d)(xviii) Form of Restricted Stock Award Agreement under the Amended and Restated 2007 Equity Incentive Plan (incorporated by reference to the Company's Quarterly Report on Form 10-Q filed August 2, 2012).
- (g) None.
- (h) None.

* Previously filed with Schedule TO

SUPPLEMENT TO OFFERING CIRCULAR



AMKOR TECHNOLOGY, INC.

**OFFER TO PAY A PREMIUM FOR EXCHANGE OF
ANY AND ALL OF ITS OUTSTANDING
6.00% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2014 (CUSIP No. 031652AZ3)
INTO SHARES OF AMKOR TECHNOLOGY, INC. COMMON STOCK**

On May 15, 2015, we commenced an offer to exchange any and all of our outstanding 6.00% Convertible Senior Subordinated Notes due 2014, which we refer to herein as the “Notes.”

For each \$1,000 principal amount of the Notes, we are offering to exchange the following “Exchange Offer Consideration”:

- 330.6332 shares of our common stock, par value \$0.001 per share; plus
- a cash payment of \$49.33; plus
- accrued and unpaid interest from the most recent interest payment date for the Notes to, but excluding, the Settlement Date, which amount is expected to be approximately \$10.67, payable in cash.

Certain terms used but not defined herein have the meanings ascribed to them in the offering circular filed May 15, 2013, which we refer to herein as the “Original Offering Circular.”

This Supplement to the Original Offering Circular, which we refer to herein as the “Supplement,” amends and supplements the Original Offering Circular to update certain information therein to reflect the results of the note offering we conducted concurrently with the Exchange Offer, in which we sold \$225.0 million aggregate principal amount of additional 6.375% senior notes due 2022.

Holders that have previously tendered (and not withdrawn) their Notes are not required to take any further action to receive the offer consideration pursuant to the Exchange Offer.

You must make your own decision whether to tender Notes in the Exchange Offer, and, if so, the amount of Notes to tender. Neither we, the information agent, the exchange agent nor any other person is making any recommendation as to whether or not you should tender your Notes for exchange in the Exchange Offer.

Neither the Securities and Exchange Commission (“SEC”) nor any state securities commission has approved or disapproved of this transaction or these securities or determined if this offering circular is truthful or complete. Any representation to the contrary is a criminal offense.

FORWARD-LOOKING STATEMENTS

Statements included or incorporated by reference herein may constitute “forward-looking statements.” Forward-looking statements are based on expectations, forecasts, and assumptions by our management and involve a number of risks, uncertainties, and other factors that could cause actual results to differ materially from those stated, including, without limitation, those set forth in “Item 1A—Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, incorporated herein by reference.

We cannot be certain that any expectations, forecasts or assumptions made by management in preparing these forward-looking statements will prove accurate, or that any projections will be realized. It is to be expected that there may be differences between projected and actual results. Our forward-looking statements speak only as of the date of their initial issuance, and we do not undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

INFORMATION IN THE ORIGINAL OFFERING CIRCULAR

The Original Offering Circular includes important information about us and the Exchange Offer that we have not repeated in this Supplement, and we encourage you to read the Original Offering Circular as well as this Supplement carefully. Among other things, the Original Offering Circular describes the terms and conditions of the Exchange Offer and risk factors you should consider in determining whether to tender your Notes in the Exchange Offer. It also includes certain sections referenced herein.

Except as otherwise set forth in this Supplement, the terms and conditions set forth in the Original Offering Circular and the accompanying Letter of Transmittal remain applicable in all respects. To the extent that any information or amendment contained in this Supplement is inconsistent with the information in the Original Offering Circular, the information and amendments set forth in this Supplement shall control.

The below amends and restates in its entirety the section entitled “Documents Incorporated by Reference” set forth in the Original Offering Circular.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents we filed with the SEC are incorporated herein by reference and shall be deemed to be a part hereof (other than any portions of such documents that are not deemed “filed” under the Exchange Act in accordance with the Exchange Act and applicable SEC rules):

- Amkor’s Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on March 8, 2013, including portions of Amkor’s 2012 Proxy Statement on Schedule 14A, filed with the SEC on April 5, 2013 to the extent specifically incorporated by reference therein;
- Amkor’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed with the SEC on May 3, 2013; and
- Amkor’s Current Reports on Form 8-K filed with the SEC on January 16, 2013, February 7, 2013, February 21, 2013, March 29, 2013, May 3, 2013, May 10, 2013, May 16, 2013 and May 20, 2013.

We do not incorporate by reference any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K in any past or future filings, unless specifically stated otherwise. Any such information incorporated by reference would be an important part of this offering circular. Information in this offering circular supersedes information that we filed with the SEC prior to the date of this offering circular. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this offering circular.

We will provide without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this offering circular and a copy of any or all other contracts or documents which are referred to in this offering circular. Requests should be directed to:

Amkor Technology, Inc.
Attention: Investor Relations
1900 South Price Road, Chandler, Arizona 85286
Telephone number: (480) 821-5000

The below amends and restates in its entirety the subsection entitled “Purpose of the Exchange Offer” in the section entitled “Summary” set forth in the Original Offering Circular.

SUMMARY

Purpose of the Exchange Offer

The purpose of the Exchange Offer is to exchange any and all of our outstanding Notes for a combination of cash and shares of our common stock under the terms set forth in this offering circular. The Exchange Offer is being made as part of our plan to improve our balance sheet and capital structure. All Notes acquired by us pursuant to the Exchange Offer will be retired and cancelled. With the Exchange Offer, we have the opportunity to replace up to \$250.0 million of debt on our balance sheet with equity. This would help to off-set any additional debt that we may incur, including in connection with our issuance on May 20, 2013 of \$225.0 million in aggregate principal amount of additional 6.375% senior notes due 2022 (the “Note Offering”). See “Terms of the Exchange Offer—Purpose and Background of the Exchange Offer.”

The below amends and restates in its entirety the section entitled “Capitalization of Amkor” set forth in the Original Offering Circular:

CAPITALIZATION OF AMKOR

The following table sets forth our cash and cash equivalents and capitalization as of March 31, 2013 on an actual basis and on an as adjusted basis to give effect to the Exchange Offer and the Note Offering as if they occurred on March 31, 2013. You should read the information set forth in the table below in conjunction with “Selected Historical Consolidated Financial Information” and our audited and unaudited financial statements and the accompanying notes incorporated by reference in this offering circular.

	As of March 31, 2013(a)		
	Actual	As Adjusted, assuming 100% of Notes tendered and Note Offering (In thousands)	As Adjusted, assuming 50% of Notes tendered and Note Offering
Cash and cash equivalents(b)	<u>\$ 466,702</u>	<u>\$ 680,030</u>	<u>\$ 687,530</u>
Long-term debt and short-term borrowings:			
Senior secured credit facilities:			
\$150 million revolving credit facility due June 2017	\$ —	\$ —	\$ —
Senior notes:			
7.375% Senior Notes due May 2018	345,000	345,000	345,000
6.625% Senior Notes due June 2021, \$75 million related party	400,000	400,000	400,000
6.375% Senior Notes due October 2022(c)	300,000	525,000	525,000
Senior subordinated notes:			
6.00% Convertible Senior Subordinated Notes due April 2014, \$150 million related party actual, \$0 as adjusted assuming 100% of the Kim Family Notes are tendered, and \$75 million as adjusted assuming 50% of the Kim Family Notes are tendered(d)	250,000	—	125,000
Other debt of subsidiaries	<u>283,000</u>	<u>283,000</u>	<u>283,000</u>
Total long-term debt and short-term borrowings(c)	<u>1,578,000</u>	<u>1,553,000</u>	<u>1,678,000</u>
Total Amkor stockholders’ equity(e)	<u>667,671</u>	<u>904,458</u>	<u>786,064</u>
Total capitalization	<u>\$2,245,671</u>	<u>\$ 2,457,458</u>	<u>\$2,464,064</u>

- (a) Does not reflect any events subsequent to March 31, 2013.
- (b) The net proceeds of the Note Offering were approximately \$228.3 million.
- (c) The carrying value of the additional notes issued in the Note Offering is \$225.0 million.
- (d) As of May 14, 2013, there were approximately \$250.0 million aggregate principal amount of Notes outstanding and approximately 199.2 million and 153.8 million shares of common stock issued and outstanding, respectively. The carrying value of the Notes on March 31, 2013 was \$250.0 million. If all of the outstanding Notes are validly tendered and accepted for exchange in accordance with the Exchange Offer, there would have been an aggregate of approximately 236.5 million shares of common stock outstanding as of May 14, 2013.
- (e) “As Adjusted” total Amkor stockholders’ equity includes a one-time loss and an increase in additional paid-in capital resulting from the March 31, 2013 assumed exchange.