

MAGNACHIP SEMICONDUCTOR LLC  
Form FWP  
July 28, 2010

Issuer Free Writing Prospectus  
Filed Pursuant to Rule 433  
Registration No. 333-165467

**Press Release**

**MagnaChip Reports Strong Second Quarter 2010**

**Financial Results**

**SEOUL, South Korea and CUPERTINO, Calif., July 28, 2010** MagnaChip Semiconductor LLC (MagnaChip Semiconductor) today announced solid financial results for the second quarter ended June 30, 2010.

Revenue for the second quarter of 2010 was \$194.7 million, an 8.5% increase compared to \$179.5 million for the first quarter of 2010, and a 39.4% increase compared to \$139.7 million for the second quarter ended June 30, 2009. Revenue exceeded the top end of the Company's expectations due to continued strong demand for its diverse mixed-signal analog products from its Semiconductor Manufacturing Services division and accelerated sales growth in the company's Power Solutions division.

Gross profit was \$64.5 million or 33.1%, as a percent of revenue, for the second quarter of 2010. This compares to gross profit of \$49.4 million or 27.5% for the first quarter of 2010 and \$48.3 million or 34.6% for the year-ago quarter. During the second quarter, gross profit was positively impacted by improved factory utilization at the Company's wafer fabrication facilities as well as a favorable mix shift to higher margin products in our Display and Power Solution business segments.

We are very encouraged by the strength of the order patterns across all our product lines, said Sang Park, MagnaChip's Chairman and Chief Executive Officer. We delivered solid financial results this quarter, exceeded the upper end of our revenue expectations and are well positioned to continue to capitalize on the improving global semiconductor market. The Company continues to prudently manage operating expenses. Combined SG&A and R&D expenses were \$36.5 million or 18.8% of revenue for the second quarter of 2010 compared to \$38.4 million or 21.4% for the first quarter of 2010 and \$34.6 million or 24.8% for the year-ago quarter.

Operating income was \$27.8 million for the second quarter of 2010 or 14.3% of revenue. This compares to operating income of \$10.6 million or 5.9% of revenue for the first quarter of 2010 and \$13.4 million or 9.6% of revenue for the second quarter of 2009.

Net loss, on a GAAP basis, for the second quarter of 2010 totaled \$30.7 million or \$0.10 per diluted common unit. This compares to net income of \$31.1 million or \$0.10 per diluted common unit for the first quarter of 2010 and net income of \$27.6 million or \$0.46 per diluted common unit for the year-ago quarter. Net loss, for the second quarter of 2010, was negatively impacted by a foreign currency loss of \$48.3 million compared to a foreign currency gain

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of \$21.6 million and \$30.8 million for the first quarter of 2010 and second quarter of 2009, respectively. A substantial portion of the net foreign currency exposure is related to non-cash translations gains or losses recorded for intercompany borrowings at our Korea subsidiary that are denominated in U.S. dollars.

Adjusted net income, a non-GAAP measurement, for the second quarter of 2010 totaled \$25.7 million compared to \$19.9 million for the first quarter of 2010, and an Adjusted net income of \$5.0 million for the year-ago quarter.

Adjusted EBITDA, a non-GAAP measurement, for the second quarter of 2010 totaled \$43.8 million compared to \$28.7 million for the first quarter of 2010, and \$29.2 million for the second quarter of 2009.

Management believes that non-GAAP financial measures, when viewed in conjunction with GAAP results, can provide a more meaningful understanding of the factors and trends affecting MagnaChip's business and operations. However, such non-GAAP financial measures have limitations and should not be considered as a substitute for net income or as a better indicator of our operating performance than measures that are presented in accordance with GAAP.

Combined cash balances (cash and cash equivalents plus short-term investments) totaled \$141.3 million at the end of the second quarter of 2010, an increase of \$58.6 million from the end of the prior quarter. Cash provided from operations totaled approximately \$36.0 million for the second quarter of 2010. This compares to \$14.9 million for the first quarter of 2010 and \$25.2 million for the second quarter of 2009.

### Revenue by Segment

| In thousands of US dollars           | Three Months Ended |                    |                      |
|--------------------------------------|--------------------|--------------------|----------------------|
|                                      | Successor<br>2Q 10 | Successor<br>1Q 10 | Predecessor<br>2Q 09 |
| Semiconductor Manufacturing Services | \$101,564          | \$ 93,201          | \$ 62,963            |
| Display Solutions                    | 80,584             | 76,730             | 74,187               |
| Power Solutions                      | 12,040             | 9,034              | 1,685                |
| Other                                | 512                | 520                | 858                  |
| Total Revenue                        | \$194,700          | \$179,485          | \$139,693            |

### Recent Operational Highlights

Announced an Enhanced Process Design Kit (PDK) for 0.18um and 0.35um BCD Technology

Introduced a Cost Competitive 0.18um Embedded EEPROM Technology for Specialized Applications

### Business Outlook

The Company anticipates third quarter 2010 revenue will increase 7% to 9% on a sequential basis.

### Non-GAAP Metrics

Adjusted EBITDA excludes charges related to depreciation and amortization associated with continuing operations, interest expense, income tax expense (benefit), restructuring and impairment activities, other

restructuring charges, reorganization items, inventory step-up, equity-based compensation, foreign currency loss (gain) and derivative valuation loss (gain). A reconciliation of GAAP results to non-GAAP results is included following the financial statements below. Adjusted net income (loss) excludes charges related to restructuring and impairment, other restructuring charges, reorganization items, inventory step-up equity-based compensation, amortization of intangible assets associated with continuing operations, foreign currency loss (gain) and derivative valuation loss (gain).

#### **Conference Call**

MagnaChip will hold a teleconference at 6 p.m. EDT today to discuss the second quarter 2010 financial results. The conference call will be webcast live and can also be monitored by dialing 1-866-776-2061 in the U.S. or 1-706-679-0298 for all other locations. The conference ID number is 87834798 and participants are encouraged to initiate their calls at least 10 minutes in advance of the 6 p.m. EDT start time to ensure a timely connection. The webcast can be accessed at [www.magnachip.com](http://www.magnachip.com) and will be archived for one year.

A replay of the July 28, 2010 conference call will be available the same day and will run for 72 hours. The replay access numbers are 1-800-642-1687 and 1-706-645-9291. The access code is 87834798.

#### **About MagnaChip Semiconductor**

Headquartered in South Korea, MagnaChip Semiconductor is an Asia-based designer and manufacturer of analog and mixed-signal semiconductor products for high volume consumer applications. The Company has a broad range of analog and mixed-signal semiconductor technology and intellectual property, supported by its 30-year operating history, large portfolio of registered and pending patents and extensive engineering and manufacturing process expertise. For more information, please visit [www.magnachip.com](http://www.magnachip.com). Information on or accessible through, MagnaChip Semiconductor's website is not a part of, and is not incorporated into, this release.

#### **Safe Harbor for Forward-Looking Statements**

MagnaChip Semiconductor has filed a registration statement (including a preliminary prospectus) with the Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents MagnaChip Semiconductor has filed with the SEC for more complete information about the company and the offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov) or by visiting MagnaChip Semiconductor's investor relations SEC web site link at [www.magnachip.com](http://www.magnachip.com). Alternatively, MagnaChip Semiconductor will arrange to send you the preliminary prospectus if you request it by calling 1-408-625-1262.

Information in this release regarding MagnaChip Semiconductor's forecasts, business outlook, expectations and beliefs are forward-looking statements that involve risks and uncertainties. These statements include statements about our ability to capitalize on improving market dynamics and future operating and financial performance including third quarter 2010 revenues. All forward-looking statements included in this release are based upon information available to MagnaChip Semiconductor as of the date of this release, which may change, and we assume no obligation to update any such forward-looking statements. These statements are not guarantees of

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future performance and actual results could differ materially from our current expectations. Factors that could cause or contribute to such differences include general economic conditions, the impact of competitive products and pricing, timely design acceptance by our customers, timely introduction of new products and technologies, ability to ramp new products into volume production, industry wide shifts in supply and demand for semiconductor products, industry and/or company overcapacity, effective and cost efficient utilization of manufacturing capacity, financial stability in foreign markets and the impact of foreign exchange rates, unanticipated costs and expenses or the inability to identify expenses which can be eliminated, compliance with U.S. and international trade and export laws and regulations by us and our distributors, and other risks detailed from time to time in MagnaChip Semiconductor's filings with the SEC, including our Form S-1/A registration statement filed on June 16, 2010, and subsequent registration statements, amendments or other reports that we may file from time to time with the SEC and/or make available on our website. MagnaChip Semiconductor 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.

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**MAGNACHIP SEMICONDUCTOR LLC AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands of US dollars, except unit data)  
(Unaudited)

|  | <b>Three Months Ended</b> |                    |                 |
|--|---------------------------|--------------------|-----------------|
|  | <b>Successor</b>          | <b>Predecessor</b> |                 |
|  | <b>June 30,</b>           | <b>March 31,</b>   | <b>June 28,</b> |
|  | <b>2010</b>               | <b>2010</b>        | <b>2009</b>     |
| Net sales  | \$ 194,700                | \$ 179,485         | \$ 139,693      |
| Cost of sales  | 130,166                   | 130,127            | 91,362          |
| <br>   |                           |                    |                 |
| Gross profit   | 64,534                    | 49,358             | 48,331          |
| Gross profit %   | 33.1%                     | 27.5%              | 34.6%           |
| <br>   |                           |                    |                 |
| Selling, general and administrative expenses                 | 15,964                    | 17,908             | 18,353          |
| Research and development expenses                            | 20,543                    | 20,531             | 16,242          |
| Restructuring and impairment charges                         | 267                       | 336                | 385             |
| <br>   |                           |                    |                 |
| Operating income from continuing operations                  | 27,760                    | 10,583             | 13,351          |
| <br>   |                           |                    |                 |
| Other income (expenses)                                      |                           |                    |                 |
| Interest expense, net  | (6,557)                   | (2,049)            | (12,837)        |
| Foreign currency gain (loss), net                            | (48,273)                  | 21,616             | 30,791          |
| Reorganization items, net                                    |                           |                    | (340)           |
| Others   | (950)                     | (52)               |                 |
|  | (55,780)                  | 19,515             | 17,614          |
| <br>   |                           |                    |                 |
| Income (loss) from continuing operations before income taxes | (28,020)                  | 30,098             | 30,965          |
| <br>   |                           |                    |                 |
| Income tax expenses (benefits)                               | 2,727                     | (1,003)            | 2,387           |
| <br>   |                           |                    |                 |
| Income (loss) from continuing operations                     | (30,747)                  | 31,101             | 28,578          |
| <br>   |                           |                    |                 |
| Income (loss) from discontinued operations, net of taxes     |                           |                    | (966)           |
| <br>   |                           |                    |                 |
| Net income (loss)  | \$ (30,747)               | \$ 31,101          | \$ 27,612       |

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|  |    |             |    |             |    |            |
|--|----|-------------|----|-------------|----|------------|
| Dividends accrued on preferred units   |    |             |    | 2,948       |    |            |
| Income (loss) from continuing operations attributable to common units          | \$ | (30,747)    | \$ | 31,101      | \$ | 25,630     |
| Net income (loss) attributable to common units                                 | \$ | (30,747)    | \$ | 31,101      | \$ | 24,664     |
| Earnings (loss) per common unit from continuing operations Basic and diluted   | \$ | (0.10)      | \$ | 0.10        | \$ | 0.48       |
| Earnings (loss) per common unit from discontinued operations Basic and diluted | \$ |             | \$ |             | \$ | (0.02)     |
| Earnings (loss) per common unit Basic and diluted                              | \$ | (0.10)      | \$ | 0.10        | \$ | 0.46       |
| Weighted average number of units Basic   |    | 302,558,556 |    | 302,443,556 |    | 52,923,483 |
| Weighted average number of units Diluted                                       |    | 302,558,556 |    | 307,535,928 |    | 52,923,483 |

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**MAGNACHIP SEMICONDUCTOR LLC AND SUBSIDIARIES**  
**RECONCILIATION OF NET INCOME (LOSS) TO ADJUSTED EBITDA AND ADJUSTED NET INCOME**  
**(LOSS)**  
(In thousands of US dollars, except unit data)  
(Unaudited)

|   | <b>Three Months Ended</b> |                    |                 |
|---|---------------------------|--------------------|-----------------|
|   | <b>Successor</b>          | <b>Predecessor</b> |                 |
|   | <b>June 30,</b>           | <b>March 31,</b>   | <b>June 28,</b> |
|   | <b>2010</b>               | <b>2010</b>        | <b>2009</b>     |
| Net income (loss)   | \$ (30,747)               | \$ 31,101          | \$ 27,612       |
| Less: Income (loss) from discontinued operations, net of taxes      |                           |                    | (966)           |
| Income (loss) from continuing operations                            | (30,747)                  | 31,101             | 28,578          |
| Adjustments:  |                           |                    |                 |
| Depreciation and amortization associated with continuing operations | 14,508                    | 15,477             | 11,741          |
| Interest expense, net   | 6,557                     | 2,049              | 12,837          |
| Income tax expenses (benefits)                                      | 2,727                     | (1,003)            | 2,387           |
| Restructuring and impairment charges                                | 267                       | 336                | 385             |
| Other restructuring charges   |                           |                    | 3,719           |
| Reorganization items, net   |                           |                    | 340             |
| Inventory step-up   |                           | 867                |                 |
| Equity-based compensation expense                                   | 1,279                     | 1,473              | 56              |
| Foreign currency loss (gain), net                                   | 48,273                    | (21,616)           | (30,791)        |
| Derivative valuation loss, net                                      | 950                       | 57                 |                 |
| Adjusted EBITDA   | \$ 43,814                 | \$ 28,741          | \$ 29,252       |
| Adjusted EBITDA per Common Unit:                                    |                           |                    |                 |
| Basic and diluted   | 0.14                      | 0.09               | 0.55            |
| Net income (loss)   | \$ (30,747)               | \$ 31,101          | \$ 27,612       |
| Less: Income (loss) from discontinued operations, net of taxes      |                           |                    | (966)           |
| Income (loss) from continuing operations                            | (30,747)                  | \$ 31,101          | 28,578          |
| Adjustments:  |                           |                    |                 |
| Restructuring and impairment charges                                | 267                       | 336                | 385             |
| Other restructuring charges   |                           |                    | 3,719           |
| Reorganization items, net   |                           |                    | 340             |
| Inventory step-up   |                           | 867                |                 |
| Equity based compensation expense                                   | 1,279                     | 1,473              | 56              |
| Amortization of intangibles associated with continuing operations   | 5,718                     | 7,697              | 2,725           |
| Foreign currency loss (gain), net                                   | 48,273                    | (21,616)           | (30,791)        |
| Derivative valuation loss, net                                      | 950                       | 57                 |                 |
| Adjusted Net Income (Loss)  | \$ 25,740                 | \$ 19,915          | \$ 5,012        |

## Adjusted Net Income (Loss) per Common Unit:

|         |         |         |         |
|---------|---------|---------|---------|
| Basic   | \$ 0.09 | \$ 0.07 | \$ 0.09 |
| Diluted | \$ 0.08 | \$ 0.06 | \$ 0.09 |

We define Adjusted EBITDA as net income (loss) less income (loss) from discontinued operations, net of taxes, adjusted to exclude (i) depreciation and amortization associated with continuing operations, (ii) interest expense, net, (iii) income tax expense, (iv) restructuring and impairment charges, (v) other restructuring charges, (vi) abandoned IPO expenses, (vii) subcontractor claim settlement, (viii) the increase in cost of sales resulting from the fresh-start accounting inventory step-up, (ix) equity-based compensation expense, (x) reorganization items, net, (xi) foreign currency gain (loss), net, and (xii) derivative valuation loss(gain), net.

We present Adjusted Net Income as a further supplemental measure of our performance. We prepare Adjusted Net Income by adjusting net income (loss) to eliminate the impact of a number of non-cash expenses and other items that may be either one time or recurring that we do not consider to be indicative of our core ongoing operating performance. We believe that Adjusted Net Income is particularly useful because it reflects the impact of our asset base and capital structure on our operating performance.

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**MAGNACHIP SEMICONDUCTOR LLC AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

(In thousands of US dollars, except unit data)

(Unaudited)

|   | <b>June 30,</b> | <b>Successor</b> |
|---|-----------------|------------------|
|   | <b>2010</b>     | <b>December</b>  |
|   |                 | <b>31,</b>       |
|   |                 | <b>2009</b>      |
| <b>Assets</b>                             |                 |                  |
| Current assets                            |                 |                  |
| Cash and cash equivalents                 | \$ 141,310      | \$ 64,925        |
| Accounts receivable, net                  | 117,711         | 74,233           |
| Inventories, net                          | 59,972          | 63,407           |
| Other receivables                         | 3,702           | 3,433            |
| Prepaid expenses                          | 9,908           | 12,625           |
| Other current assets                      | 11,097          | 3,433            |
| <br>                                      |                 |                  |
| Total current assets                      | 343,700         | 222,056          |
| <br>                                      |                 |                  |
| Property, plant and equipment, net        | 155,040         | 156,337          |
| Intangible assets, net                    | 34,837          | 50,158           |
| Long-term prepaid expenses                | 10,883          | 10,542           |
| Other non-current assets                  | 21,491          | 14,238           |
| <br>                                      |                 |                  |
| Total assets                              | \$ 565,951      | \$ 453,331       |
| <br>                                      |                 |                  |
| <b>Liabilities and Unitholders Equity</b> |                 |                  |
| Current liabilities                       |                 |                  |
| Accounts payable                          | \$ 69,379       | \$ 59,705        |
| Other accounts payable                    | 22,546          | 7,190            |
| Accrued expenses                          | 31,906          | 22,114           |
| Current portion of long-term debt         |                 | 618              |
| Other current liabilities                 | 7,826           | 3,937            |
| <br>                                      |                 |                  |
| Total current liabilities                 | 131,657         | 93,564           |
| <br>                                      |                 |                  |
| Long-term borrowings                      | 246,746         | 61,132           |
| Accrued severance benefits, net           | 76,394          | 72,409           |
| Other non-current liabilities             | 9,234           | 10,536           |
| <br>                                      |                 |                  |
| Total liabilities                         | 464,031         | 237,641          |

|   |            |            |
|---|------------|------------|
| Unitholders' equity   |            |            |
| Common units, no par value, 375,000,000 units authorized, 307,233,996 and 307,083,996 units issued and outstanding at June 30, 2010 and December 31, 2009, respectively | 55,453     | 55,135     |
| Additional paid-in capital  | 39,224     | 168,700    |
| Accumulated deficit   | (1,609)    | (1,963)    |
| Accumulated other comprehensive income (loss)   | 8,852      | (6,182)    |
| <br>  |            |            |
| Total unitholders' equity   | 101,920    | 215,690    |
| <br>  |            |            |
| Total liabilities and unitholders' equity   | \$ 565,951 | \$ 453,331 |

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**MAGNACHIP SEMICONDUCTOR LLC AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands of US dollars)  
(Unaudited)

|   | <b>Six Months Ended</b> |                    |
|---|-------------------------|--------------------|
|   | <b>Successor</b>        | <b>Predecessor</b> |
|   | <b>June 30,</b>         | <b>June 28,</b>    |
|   | <b>2010</b>             | <b>2009</b>        |
| <b>Cash flows from operating activities</b>   |                         |                    |
| Net income (loss)   | \$ 354                  | \$ (42,080)        |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities |                         |                    |
| Depreciation and amortization   | 29,985                  | 22,167             |
| Provision for severance benefits  | 9,380                   | 3,738              |
| Amortization of debt issuance costs   | 449                     | 499                |
| Gain on foreign currency translation, net   | 29,966                  | 9,758              |
| Loss (gain) on disposal of property, plant and equipment, net                           | (9)                     | 82                 |
| Loss on disposal of intangible assets, net  | 7                       | 74                 |
| Restructuring and impairment charges  | 603                     |                    |
| Unit-based compensation   | 2,752                   | 167                |
| Cash used for reorganization items  | 1,475                   |                    |
| Noncash reorganization items  |                         | 340                |
| Other   | 749                     | 1,077              |
| Changes in operating assets and liabilities   |                         |                    |
| Accounts receivable   | (45,243)                | (13,972)           |
| Inventories   | 1,342                   | 7,899              |
| Other receivables   | 119                     | 343                |
| Deferred tax assets   | 618                     | 1,623              |
| Accounts payable  | 7,542                   | 8,520              |
| Other accounts payable  | 11,330                  | (2,884)            |
| Accrued expenses  | 7,841                   | 25,542             |
| Long term other payable   | (1,531)                 | 405                |
| Other current assets  | (92)                    | 517                |
| Other current liabilities   | (1,172)                 | 5,081              |
| Payment of severance benefits   | (2,760)                 | (3,207)            |
| Other   | (1,324)                 | (184)              |
| Net cash provided by operating activities before reorganization items                   | 52,381                  | 25,505             |
| Cash used for reorganization items  | (1,475)                 |                    |
| Net cash provided by operating activities   | 50,906                  | 25,505             |
| <b>Cash flows from investing activities</b>   |                         |                    |
| Proceeds from disposal of plant, property and equipment                                 | 13                      | 282                |
| Proceeds from disposal of intangible assets   |                         | 1                  |
| Purchase of plant, property and equipment   | (20,509)                | (2,082)            |

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|   |            |          |
|---|------------|----------|
| Payment for intellectual property registration          | (245)      | (155)    |
| Increase in restricted cash                             |            | (17,524) |
| Decrease (increase) in short-term financial instruments | 329        | (324)    |
| Decrease in guarantee deposits                          | 999        | 608      |
| Other   | (778)      | 3        |
| Net cash used in investing activities                   | (20,191)   | (19,191) |
| <b>Cash flows from financing activities</b>             |            |          |
| Proceeds from issuance of senior notes                  | 238,372    |          |
| Repayment of current portion of long-term debt          | (772)      |          |
| Repayment of long-term debt                             | (60,978)   |          |
| Distribution to unitholders                             | (130,697)  |          |
| Net cash provided by financing activities               | 45,925     |          |
| Effect of exchange rates on cash and cash equivalents   | (255)      | (914)    |
| Net increase in cash and cash equivalents               | 76,385     | 5,400    |
| <b>Cash and cash equivalents</b>                        |            |          |
| Beginning of the period                                 | 64,925     | 4,037    |
| End of the period                                       | \$ 141,310 | \$ 9,437 |