

**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**

***Plan Descriptions***

On March 23, 2010, the Company adopted the Amended and Restated SIP, which was subsequently approved by the Company's stockholders at the annual stockholder meeting on May 18, 2010 and reapproved by the Company's stockholders at the annual stockholder meeting on May 20, 2015. The Amended and Restated SIP provides key employees, directors and consultants with various equity-based incentives as described in the plan document. The Amended and Restated SIP is administered by the Board of Directors or a committee thereof, which is authorized to determine, among other things, the key employees, directors or consultants who will receive awards under the plan, the amount and type of award, exercise prices or performance criteria, if applicable, and vesting schedules. On May 15, 2012, stockholders approved certain amendments to the Amended and Restated SIP to increase the number of shares of common stock subject to all awards under the Amended and Restated SIP by 33.0 million. On May 17, 2017, stockholders approved certain amendments to the Amended and Restated SIP to increase the number of shares of common stock subject to all awards under the Amended and Restated SIP by 27.9 million to 87.0 million, exclusive of shares of common stock subject to awards that were previously granted pursuant to the 2000 SIP that have or will become available for grant pursuant to the Amended and Restated SIP.

Generally, RSUs granted under the Amended and Restated SIP vest over three years or based on the achievement of certain performance or market-based conditions and are payable in shares of the Company's stock upon vesting. The options granted under the Amended and Restated SIP vest over a period of three to four years and have a contractual term of seven years. Under the plan, certain outstanding options vest automatically upon a change of control, as defined in the plan document, provided the option holder is employed by the Company on the date of the change of control. Certain other outstanding options may also vest upon a change of control if the Board of Directors of the Company, at its discretion, provides for acceleration of the vesting of said options. Generally, upon the termination of an option holder's employment, all unvested options will immediately terminate and vested options will generally remain exercisable for a period of 90 days after the date of termination (one year in the case of death or disability).

As of December 31, 2019, there was an aggregate of 25.5 million shares of common stock available for grant under the Amended and Restated SIP.

***Stock Options***

The number of options outstanding at December 31, 2018 was 0.3 million at a weighted average exercise price of \$6.41 per option, of which 0.3 million options were exercised at a weighted average exercise price of \$6.37 per option during the year ended December 31, 2019. There were an insignificant number of options outstanding as of December 31, 2019, at a weighted average exercise price of \$8.19 per option and had an aggregate intrinsic value of \$0.2 million. All outstanding options had exercise prices below \$24.38 per share, the closing price of the Company's common stock at December 31, 2019, and will expire at varying times between 2020 and 2021.

***Restricted Stock Units***

A summary of the RSU transactions for the year ended December 31, 2019 are as follows (number of shares in millions):

	Number of Shares	Weighted-Average Grant Date Fair Value
Nonvested shares of RSUs at December 31, 2018	8.6	\$ 16.59
Granted	5.4	21.64
Achieved	0.2	24.46
Released	(4.8)	14.41
Canceled	(0.5)	19.74
Nonvested shares of RSUs at December 31, 2019	8.9	20.84

During 2019, the Company awarded 2.6 million RSUs to certain officers and employees of the Company that vest upon the achievement of certain performance criteria and market conditions. The number of units expected to vest is evaluated each reporting period and compensation expense is recognized for those units for which achievement of the performance criteria is considered probable. Compensation expense for RSUs with market conditions are recognized based on the grant date fair value.