

SILICONWARE PRECISION INDUSTRIES CO LTD
Form SC 13D/A
December 14, 2017

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

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 19)**

SILICONWARE PRECISION INDUSTRIES CO., LTD.
(Name of Issuer)

Common Shares, Par Value NT\$10.00 Per Share and

American Depositary Shares, Each Representing Five Common Shares
(Title of Class of Securities)

827084864 (American Depositary Shares)
(CUSIP Number of Class of Securities)

TW0002325008 (Common Shares)
(ISIN Number of Class of Securities)

Joseph Tung

Room 1901, No. 333, Section 1 Keelung Rd.

Taipei, Taiwan, 110

Republic of China

Tel: +886 2-6636-5678

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

With a copy to:

George R. Bason, Jr.

Davis Polk & Wardwell LLP

450 Lexington Avenue

New York, New York 10017

Telephone: +1 (212) 450-4000

December 14, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("**Act**") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.

827084864

Names of Reporting Persons.

1.

**Advanced Semiconductor
Engineering, Inc.**

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2.

(a)

(b)
SEC Use Only

3.

Source of Funds (See
Instructions)

4.

WC

Check if Disclosure of Legal
Proceedings Is Required

5.

Pursuant to Items 2(d) or 2(e)

Citizenship or Place of
Organization

6.

Republic of China

NUMBER OF

Sole Voting Power

SHARES

7.

BENEFICIALLY

1,037,300,000

Shared Voting Power

OWNED BY

8.

EACH

REPORTING

9. Sole Dispositive Power

PERSON WITH:

1,037,300,000

10. Shared Dispositive Power

Aggregate Amount
Beneficially Owned by Each
Reporting Person

11.

1,037,300,000

Check if the Aggregate
Amount in Row (11) Excludes
Certain Shares (See
Instructions)

12.

Percent of Class Represented
by Amount in Row (11)

13.

33.29%

Type of Reporting Person (See
Instructions)

14.

HC, CO

Item 1. Security and Issuer

Advanced Semiconductor Engineering, Inc. (“**ASE**”) hereby amends and supplements its report on Schedule 13D, as filed on December 29, 2015 (the “**Schedule 13D**”), with respect to the Common Shares, NT\$10 par value per share (the “**Common Shares**”), and American depositary shares, each representing five Common Shares (“**ADSs**”), of Siliconware Precision Industries Co., Ltd., a company limited by shares under the Company Law of the Republic of China (“**SPIL**”). Unless otherwise indicated, capitalized terms used in this Amendment No. 19, but not defined herein, shall have the meaning assigned to such terms in the Schedule 13D.

Except as set forth herein, the Schedule 13D is unmodified.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On November 16, 2016, the TFTC issued a no objection letter in respect of the proposed combination between ASE and SPIL. On May 15, 2017, ASE received a letter from the U.S. Federal Trade Commission confirming that its non-public investigation of the proposed combination had been closed. On November 24, 2017, the Ministry of Commerce of the People’s Republic of China approved the proposed combination on the condition that ASE and SPIL maintain independent operations, among other conditions, for 24 months.

On December 14, 2017, ASE's Chairman and SPIL's Chairman signed a supplemental agreement to the Joint Share Exchange Agreement ("**Supplemental Agreement**") pursuant to which both parties agree to extend the last day for the consummation of the Share Exchange from December 31, 2017 to October 31, 2018. The Supplemental Agreement will be effective upon the approval by each of ASE's and SPIL's board of directors. A copy of the Supplemental Agreement is attached as Exhibit 17 hereto.

Item 7. Material to be filed as Exhibits.

Item 7 is hereby amended and supplemented as follows:

Exhibit 17: Supplemental Agreement to the Joint Share Exchange Agreement, dated December 14, 2017.

SIGNATURE

After reasonable 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: December 14, 2017

ADVANCED
SEMICONDUCTOR
ENGINEERING, INC.

By: /s/ Joseph Tung
Name: Joseph Tung
Title: Chief Financial Officer