

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

**SCHEDULE TO**  
(Amendment No. 1)

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

**QUALCOMM Incorporated**

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**747525103**  
(CUSIP Number of Common Stock)

**Donald J. Rosenberg**  
**Executive Vice President, General Counsel and Corporate Secretary**  
**QUALCOMM Incorporated**  
**5775 Morehouse Drive**  
**San Diego, California 92121**  
**Telephone: (858) 587-1121**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

**George E. Zobitz**  
**D. Scott Bennett**  
**Cravath, Swaine & Moore LLP**  
**Worldwide Plaza**  
**825 Eighth Avenue**  
**New York, New York 10019**  
**(212) 474-1000**

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount Of Filing Fee**
\$10,000,000,000	\$1,245,000.00

\* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to \$10 billion in value of shares of the common stock, par value \$0.0001 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per million dollars of the value of the transaction.

Check the box if any part of the 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:	\$1,245,000.00	Filing Party:	QUALCOMM Incorporated
Form or Registration No.:	Schedule TO	Date Filed:	July 31, 2018

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 transactions 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)

This Amendment (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (together with any subsequent amendments and supplements thereto, the “Schedule TO”), filed with the Securities and Exchange Commission by QUALCOMM Incorporated, a Delaware corporation (“Qualcomm” or the “Company”) on July 31, 2018. The Schedule TO relates to the offer by Qualcomm to purchase up to \$10 billion in value of shares of its common stock, \$0.0001 par value per share (the “Shares”), at a price not greater than \$67.50 nor less than \$60.00 per Share, to the seller in cash, less any applicable withholding taxes and without interest, on the terms and subject to the conditions set forth in the Offer to Purchase dated July 31, 2018 (the “Offer to Purchase”) and in the related Letter of Transmittal.

Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

#### ITEM 11. ADDITIONAL INFORMATION

Item 11 is hereby amended and supplemented as follows:

“On August 28, 2018, Qualcomm issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, New York City time, at the end of the day on August 27, 2018. A copy of such press release is filed as Exhibit (a)(5)(iv) to this Schedule TO and is incorporated herein by reference.”

#### ITEM 12. EXHIBITS

Exhibit No.	Description
(a)(1)(i)*	Offer to Purchase, dated July 31, 2018.
(a)(1)(ii)*	Letter of Transmittal.
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(v)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)*	Press Release, dated July 31, 2018.
(a)(5)(ii)*	Summary Advertisement, dated July 31, 2018.
(a)(5)(iii)*	Frequently Asked Questions for Employees.
(a)(5)(iv)	Press Release, dated August 28, 2018.
(b)	Not applicable.
(d)(1)*	Form of Grant Notice and Stock Option Agreement under the 2006 Long-Term Incentive Plan. [Incorporated by reference from Exhibit 10.84 to the Company’s Form 10-K (Commission file number 0-19528) for the fiscal year ended September 27, 2009]
(d)(2)*	Atheros Communications, Inc. 2004 Stock Incentive Plan, as amended. [Incorporated by reference from Exhibit 99.1 to the Company’s Form S-8 (Commission file number 333-174649) filed on June 1, 2011]
(d)(3)*	Resolutions Amending Atheros Communications, Inc. Equity Plans. [Incorporated by reference from Exhibit 99.6 to the Company’s Form S-8 (Commission file number 333-174649) filed on June 1, 2011]
(d)(4)*	Form of Grant Notices and Global Employee Stock Option Agreement under the 2006 Long-Term Incentive Plan. [Incorporated by reference from Exhibit 10.104 to the Company’s Form 10-K (Commission file number 0-19528) for the fiscal year ended September 30, 2012]
(d)(5)*	Form of Grant Notices and Global Employee Restricted Stock Unit Agreement under the 2006 Long-Term Incentive Plan. [Incorporated by reference from Exhibit 10.105 to the Company’s Form 10-K (Commission file number 0-19528)]

Exhibit No.	Description
	for the fiscal year ended September 30, 2012]
(d)(6)*	2006 Long-Term Incentive Plan, as amended and restated. [Incorporated by reference from Exhibit 10.112 to the Company’s Form 10-Q (Commission file number 0-19528) for the quarter ended March 31, 2013]
(d)(7)*	Form of Grant Notices and Non-Employee Director Restricted Stock Unit Agreements under the 2006 Long-Term Incentive Plan for nonemployee directors residing in the United Kingdom and Hong Kong. [Incorporated by reference from Exhibit 10.117 to the Company’s Form 10-K (Commission file number 0-19528) for the fiscal year ended September 29, 2013]
(d)(8)*	Form of Grant Notices and Non-Employee Director Deferred Stock Unit Agreements under the 2006 Long-Term Incentive Plan for nonemployee directors residing in the United States and Spain. [Incorporated by reference from Exhibit 10.119 to the Company’s Form 10-K (Commission file number 0-19528) for the fiscal year ended September 29, 2013]
(d)(9)*	Form of Non-Employee Director Deferred Stock Unit Grant Notices and Deferred Stock Unit Agreement under the 2006 Long-Term Incentive Plan for non-employee directors residing in Singapore. [Incorporated by reference from Exhibit 10.122 to the Company’s Form 10-Q (Commission file number 0-19528) for the quarter ended June 29, 2014]

- (d)(10)\* Form of Executive Restricted Stock Unit Grant Notice and Executive Restricted Stock Unit Agreements under the 2006 Long-Term Incentive Plan, which includes a September 29, 2014 to March 29, 2015 performance period. [Incorporated by reference from Exhibit 10.123 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended June 29, 2014]
- (d)(11)\* Non-Qualified Deferred Compensation Plan, as amended, effective January 1, 2016. [Incorporated by reference from Exhibit 10.1 to the Company's Form 8-K (Commission file number 0-19528) filed on September 30, 2015]
- (d)(12)\* Amendment to 2006 Long-Term Incentive Plan, as amended and restated. [Incorporated by reference from Exhibit 10.126 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended December 28, 2014]
- (d)(13)\* Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan, as amended. [Incorporated by reference from Exhibit 10.128 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended June 28, 2015]
- (d)(14)\* Form of Executive Performance Stock Unit Grant Notice and Executive Performance Stock Unit agreement under the 2006 Long-Term Incentive Plan, which includes a September 29, 2014 to September 24, 2017 performance period. [Incorporated by reference from Exhibit 10.27 to the Company's Form 10-K (Commission file number 0-19528) for the fiscal year ended September 27, 2015]
- (d)(15)\* Form of Executive Performance Stock Unit Award Grant Notice and Executive Performance Stock Unit Award Grant Agreement under the 2006 Long-Term Incentive Plan, which includes a September 28, 2015 to September 28, 2018 performance period. [Incorporated by reference from Exhibit 10.28 to the Company's Form 10-K (Commission file number 0-19528) for the fiscal year ended September 27, 2015]
- (d)(16)\* 2016 Long-Term Incentive Plan. [Incorporated by reference from Appendix 5 to the Company's Notice of 2016 Annual General Meeting of Stockholders and Proxy Statement (Commission file number 0-19528) filed on January 21, 2016]
- (d)(17)\* Form of Executive Performance Stock Unit Award Grant Notice under the 2006 Long-Term Incentive Plan, which includes a March 28, 2016 to March 28, 2019 performance period. [Incorporated by reference from Exhibit 10.31 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended March 27, 2016]
- (d)(18)\* Form of Non-Employee Director Deferred Stock Unit Grant Notices and Non-Employee Director Deferred Stock Unit Agreements under the 2016 Long-Term Incentive Plan for non-employee directors residing in the United States. [Incorporated by reference from Exhibit 10.32 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended March 27, 2016]
- (d)(19)\* Form of Non-Employee Director Deferred Stock Unit Grant Notices and Non-Employee Director Deferred Stock Unit Agreements under the 2016 Long-Term Incentive Plan for non-employee directors residing in Spain. [Incorporated by reference from Exhibit 10.33 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended March 27, 2016]
- (d)(20)\* Form of Non-Employee Director Deferred Stock Unit Grant Notices and Non-Employee Director Deferred Stock Unit Agreements under the 2016 Long-Term Incentive Plan for non-employee directors residing in Singapore. [Incorporated by reference from Exhibit 10.34 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended March 27, 2016]
- (d)(21)\* Form of Executive Restricted Stock Unit Grant Notice and Executive Restricted Stock Unit Agreement under the 2016 Long-Term Incentive Plan. [Incorporated by reference from Exhibit 10.36 to the Company's Form 10-K (Commission file number 0-19528) for the fiscal year ended September 25, 2016]

Exhibit No.	Description
(d)(22)*	Form of Executive Performance Stock Unit Award Grant Notice and Executive Performance Stock Unit Award Agreement under the 2016 Long-Term Incentive Plan. [Incorporated by reference from Exhibit 10.37 to the Company's Form 10-K (Commission file number 0-19528) for the fiscal year ended September 25, 2016]
(d)(23)*	Qualcomm Incorporated 2018 Director Compensation Plan. [Incorporated by reference from Exhibit 10.38 to the Company's Form 10-K (Commission file number 0-19528) for the fiscal year ended September 24, 2017]
(d)(24)*	Form of Executive Restricted Stock Unit Grant Notice and Executive Restricted Stock Unit Agreement under the 2016 Long-Term Incentive Plan, which includes a September 25, 2017 to March 25, 2018 performance period. [Incorporated by reference from Exhibit 10.39 to the Company's Form 10-K (Commission file number 0-19528) for the fiscal year ended September 24, 2017]
(d)(25)*	Form of Executive Performance Stock Unit Award Grant Notice and Executive Performance Stock Unit Award Agreement under the 2016 Long-Term Incentive Plan, which includes a September 25, 2017 to September 27, 2020 performance period. [Incorporated by reference from Exhibit 10.40 to the Company's Form 10-K (Commission file number 0-19528) for the fiscal year ended September 24, 2017]
(d)(26)*	Amendment to the Qualcomm Incorporated 2006 and 2016 Long-Term Incentive Plans, as amended and restated. [Incorporated by reference from Exhibit 10.02 to the Company's Form 8-K (Commission file number 0-19528) filed on December 22, 2017]
(d)(27)*	Form of Executive Restricted Stock Unit Grant Notice and Executive Restricted Stock Unit Agreement under the 2016 Long-Term Incentive Plan (FY2017/FY2018). [Incorporated by reference from Exhibit 10.44 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended December 24, 2017]
(d)(28)*	Form of 2016 Long-Term Incentive Plan Non-Employee Director Deferred Stock Unit Grant Notice and Non-Employee Director Deferred Stock Unit Agreement for Non-Employee Directors in Singapore. [Incorporated by reference from Exhibit 10.58 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended March 25, 2018]
(d)(29)*	Form of 2016 Long-Term Incentive Plan Non-Employee Director Deferred Stock Unit Grant Notice and Non-Employee Director Deferred Stock Unit Agreement for Non-Employee Directors in Spain. [Incorporated by reference from Exhibit 10.59 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended March 25, 2018]
(d)(30)*	Form of 2016 Long-Term Incentive Plan Non-Employee Director Deferred Stock Unit Grant Notice and Non-Employee Director Deferred Stock Unit Agreement. [Incorporated by reference from Exhibit 10.60 to the Company's Form 10-Q (Commission file number 0-19528) for the quarter ended March 25, 2018]

(d)(31)\* Qualcomm Incorporated Executive Officer Change in Control Severance Plan. [Incorporated by reference from Exhibit 10.1 to the Company's Form 8-K (Commission file number 0-19528) filed on May 25, 2018]

(g) Not applicable.

(h) Not applicable.

\* Previously filed.

#### ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

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#### SIGNATURES

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

QUALCOMM INCORPORATED

Dated: August 28, 2018

By: /s/ George S. Davis  
Name: George S. Davis  
Title: Executive Vice President and Chief Financial Officer

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(g)	Not applicable.
(h)	Not applicable.

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\* Previously filed.

Qualcomm Contacts:  
Pete Lancia, Corporate Communications  
Phone: 1-858-845-5959  
Email: corpcomm@qualcomm.com

John Sinnott, Investor Relations  
Phone: 1-858-658-4813  
Email: ir@qualcomm.com

### Qualcomm Announces Preliminary Results of Tender Offer

**SAN DIEGO—August 28, 2018**—Qualcomm Incorporated (NASDAQ: QCOM) today announced the preliminary results of its “modified Dutch auction” tender offer, which expired at 12:00 midnight, New York City time, at the end of the day on August 27, 2018.

Based on the preliminary count by Computershare Trust Company, N.A., the depository for the tender offer, a total of 76,205,230 shares of Qualcomm’s common stock were properly tendered and not properly withdrawn at or below the purchase price of \$67.50 per share, including 34,408,876 shares that were tendered by notice of guaranteed delivery.

In accordance with the terms and conditions of the tender offer and based on the preliminary count by the depository, Qualcomm expects to accept for payment, at a purchase price of \$67.50, approximately 76,205,230 shares of its common stock properly tendered at or below the purchase price and not properly withdrawn before the expiration date, at an aggregate cost of approximately \$5.1 billion, excluding fees and expenses relating to the tender offer.

The number of shares to be purchased and the purchase price are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the depository and is based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the two trading day settlement period. The final number of shares to be purchased and the final purchase price will be announced following the expiration of the guaranteed delivery period and completion by the depository of the confirmation process. Payment for the shares accepted for purchase under the tender offer, and return of all other shares tendered and not purchased, will occur promptly thereafter.

Goldman Sachs & Co. LLC acted as dealer manager for the tender offer. Stockholders who have questions or would like additional information about the tender offer may contact the information agent for the tender offer, Georgeson LLC at (800) 561-2871 (toll free) or by email at QCOM@Georgeson.com.

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#### About Qualcomm

Qualcomm invents breakthrough technologies that transform how the world connects, computes and communicates. When we connected the phone to the Internet, the mobile revolution was born. Today, our inventions are the foundation for life-changing products, experiences, and industries. As we lead the world to 5G, we envision this next big change in cellular technology spurring a new era of intelligent, connected devices and enabling new opportunities in connected cars, remote delivery of health care services, and the IoT — including smart cities, smart homes, and wearables. Qualcomm Incorporated includes our licensing business, QTL, and the vast majority of our patent portfolio. Qualcomm Technologies, Inc., a subsidiary of Qualcomm Incorporated, operates, along with its subsidiaries, all of our engineering, research and development functions, and all of our products and services businesses, including, our QCT semiconductor business. For more information, visit Qualcomm’s website, OnQ blog, Twitter and Facebook pages.

#### Cautionary Note Regarding Forward-Looking Statements

Any statements contained in this document that are not historical facts are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Additionally, statements regarding operating results for future years, growth in operating results and the factors contributing to future operating results; the resolution of licensing disputes and the impact and timing thereof; expected market, industry, geographic and organic growth and trends; future serviceable addressable market size and growth; anticipated contributions from and growth in new opportunities; benefits from planned cost reductions; technology and product leadership and trends; Qualcomm’s positioning to benefit from any of the above; potential benefits and upside to Qualcomm’s stockholders related to any of the above; and the regulatory process and regulatory uncertainty are forward-looking statements. Words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “project,” “predict,” “should,” “will” and similar expressions are intended to identify such forward-looking statements. These statements are based on Qualcomm’s current expectations or beliefs, and are subject to uncertainty and changes in circumstances. Actual results may differ materially from those expressed or implied by the statements herein due to changes in economic, business, competitive, technological, strategic and/or regulatory factors, and other factors affecting the operations of Qualcomm. More detailed information about these factors may be found in Qualcomm’s filings with the SEC, including those discussed in Qualcomm’s most recent Annual Report on Form 10-K and in any subsequent periodic reports on Form 10-Q and Form 8-K, each of which is on file with the SEC and available at the SEC’s website at [www.sec.gov](http://www.sec.gov). SEC filings for Qualcomm are also available in the Investor Relations section of Qualcomm’s website at [www.qualcomm.com](http://www.qualcomm.com). Qualcomm is not obligated to update these forward-looking statements to reflect events or circumstances after the date of this document. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

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