

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-KA

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2000

COMMISSION FILE NUMBER 000-29472

AMKOR TECHNOLOGY, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE 23-1722724  
(STATE OF INCORPORATION) (I.R.S. EMPLOYER IDENTIFICATION NUMBER)

1345 ENTERPRISE DRIVE  
WEST CHESTER, PA 19380  
(610) 431-9600  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES AND ZIP CODE)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, \$0.001 PAR VALUE

5 3/4% CONVERTIBLE SUBORDINATED NOTES DUE 2003

5% CONVERTIBLE SUBORDINATED NOTES DUE 2007

Check whether the issuer (1) filed all reports required to be filed by  
Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such  
shorter period that the registrant was required to file such reports), and (2)  
has been subject to such filing requirements for the past 90 days.  
Yes [X] No [ ]

Check if there is no disclosure of delinquent filers pursuant to Item 405  
of Regulation S-K is contained in this form, and no disclosure will be  
contained, to the best of registrant's knowledge, in definitive proxy or  
information statements incorporated by reference in Part III of this Form  
10-K or any amendment to this Form 10-K. [X]

The aggregate market value of the voting and non-voting common equity held by  
non-affiliates computed by reference to the average bid and asked prices of such  
stock, was approximately \$1,287,769,922 as of February 28, 2001.

The number of shares outstanding of each of the issuer's classes of common  
equity, as of February 28, 2001, was as follows: 151,201,638 shares of Common  
Stock, \$0.001 par value.

Documents Incorporated by Reference: Portions of the definitive Proxy  
Statement to be delivered to stockholders in connection with the 2001 Annual  
Meeting of Stockholders are incorporated by reference into Part III.

## PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CONTROL PERSONS; COMPLIANCE WITH  
SECTION 16(A) OF THE EXCHANGE ACT

DIRECTORS AND EXECUTIVE OFFICERS

NOMINEES FOR THE BOARD OF DIRECTORS

The following table sets forth the names and the ages as of May 1, 2001 of

our incumbent directors who are being nominated for re-election to the Board:

NAME ----	AGE ----	POSITION -----
James J. Kim.....	65	Chief Executive Officer and Chairman
John N. Boruch.....	59	President and Director
Kenneth T. Joyce.....	54	Executive Vice President and Chief Financial Officer
Eric R. Larson.....	45	Executive Vice President, Corporate Development
Michael D. O'Brien.....	68	Executive Vice President, Operations
Winston J. Churchill(1).....	60	Director
Thomas D. George(1).....	61	Director
Gregory K. Hinckley(2).....	54	Director
Juergen Knorr.....	68	Director
John B. Neff(2).....	69	Director

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(1) Member of Compensation Committee.

(2) Member of Audit Committee.

JAMES J. KIM. James J. Kim, 65, has served as our Chief Executive Officer and Chairman since September 1997. Mr. Kim founded our predecessor in 1968 and served as its Chairman from 1970 to April 1998. He also serves as the Chairman of Anam group of companies and a director of Anam Semiconductor, Inc. Mr. Kim is a director of Mattson Technology, Inc. and The Electronics Boutique Holdings Corp., an electronics retail chain.

JOHN N. BORUCH. John N. Boruch, 59, has served as our President and a director since September 1997 and our Chief Operating Officer since February 1999. Mr. Boruch has served as President of Amkor

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Electronics, Inc., our predecessor, from February 1992 through April 1998. From 1991 to 1992, he served as our predecessor's Corporate Vice President in charge of Sales. Mr. Boruch joined us in 1984. Prior to this he was with Motorola for 18 years. Mr. Boruch earned a B.A. in Economics from Cornell University.

KENNETH T. JOYCE. Kenneth T. Joyce, 54, has served as our Chief Financial Officer since July 1999. Prior to his election as our Chief Financial Officer, Mr. Joyce served as our Vice President and Operations Controller since 1997. Prior to joining our company, he was Chief Financial Officer of Selas Fluid Processing Corporation, a subsidiary of Linde AG. Mr. Joyce is also former Vice President, Finance and Chief Financial Officer of Selas Corporation of America (Amex: SLS) and was responsible for the sale of Selas' Fluid Processing business to Linde AG. Mr. Joyce began his accounting career in 1971 at KPMG Peat Marwick. Mr. Joyce is a certified public accountant. Mr. Joyce earned a B.S. in Accounting from Saint Joseph's University and an M.B.A. in Finance from Drexel University.

ERIC R. LARSON. Eric Larson, 45, has served as our Executive Vice President, Corporate Development since December 2000. Mr. Larson served as Vice President of our wafer fabrication business from September 1997 to February 1998 and served as Executive Vice President, Wafer Fab from February 1999 to December 2000. Mr. Larson served as President of the wafer fabrication division of our predecessor from December 1996 to April 1998. From 1979 to 1996, he worked for Hewlett-Packard Company in various management capacities, most recently as Worldwide Marketing Manager for disk products. In addition, Mr. Larson was the worldwide Manager for Sales and Marketing of the IC (integrated circuit) Business Division of Hewlett-Packard Company from July 1985 to May 1993. Mr. Larson earned a B.A. in Political Science from Colorado State University and an M.B.A. from the University of Denver.

MICHAEL D. O'BRIEN. Michael O'Brien, 68, served as our Vice President of Packaging and Testing Operations from September 1997 to February 1999 and has served as Executive Vice President, Operations since February 1999. Mr. O'Brien served as Corporate Vice President of our predecessor from 1990 through April 1998. Mr. O'Brien joined our predecessor in 1988. Mr. O'Brien earned a B.S. in Engineering from Texas A&M University.

WINSTON J. CHURCHILL. Winston J. Churchill, 60, has been a director of our company since July 1998. Mr. Churchill is a managing general partner of SCP Private Equity Partners, L.P., a private equity fund sponsored by Safeguard Scientifics, Inc. He is also chairman of Churchill Investment Partners, Inc. and CIP Capital Management, Inc. From 1984 to 1989, Mr. Churchill was a general partner and a managing partner of a private investment firm. From 1967 to 1983, he practiced law at the Philadelphia law firm of Saul, Ewing, Remick & Saul where he served as Chairman of the Banking and Financial Institutions Department, Chairman of the Finance Committee and a member of the Executive Committee. Mr. Churchill is chairman of the board of Central Sprinkler Corporation and a member of the board of Griffin Land & Nurseries, Inc. From 1989 to 1993, he served as Chairman of the Finance Committee of the Pennsylvania Public School Employees' Retirement System. Mr. Churchill is also a member of the Executive Committee of the Council of Institutional Investors.

THOMAS D. GEORGE. Thomas D. George, 61, has been a director of our company since November 1997. Mr. George was Executive Vice President, and President and General Manager, Semiconductor Products Sector ("SPS") of Motorola, Inc., from April 1993 to May 1997. Prior to that, he held several positions with Motorola, Inc., including Executive Vice President and Assistant General Manager, SPS, from November 1992 to April 1993 and Senior Vice President and Assistant General Manager, SPS, from July 1986 to November 1992. Mr. George is currently retired, and is a director of Ultratech Stepper.

GREGORY K. HINCKLEY. Gregory K. Hinckley, 54, has been a director of our company since November 1997. Mr. Hinckley has served as Director, President and Chief Operating Officer of Mentor Graphics Corporation, an electronics design automation software company, since November 2000. From January 1997 until November 2000, he held the position of Executive Vice President, Chief Operating Officer and Chief Financial Officer of Mentor Graphics Corporation. From November 1995 until January 1997, he held the position of Senior Vice President with VLSI Technology, Inc., a manufacturer of complex integrated circuits. From August 1992 until December 1996, Mr. Hinckley held the position of Vice President, Finance and Chief Financial Officer with VLSI Technology, Inc.

JUERGEN KNORR. Juergen Knorr, 68, has been a director of our company since February 2001. Dr. Knorr is the former CEO and Group President of Siemens Semiconductor Group, and a former Member of the Executive Board of Siemens AG. Following his retirement from Siemens in 1996, Dr. Knorr has taken an active role in advancing the European semiconductor industry as a member of the Joint European Submicron Silicon Initiative, as past president of the European Electronics Components Manufacturer Association, and as president and chairman of Micro Electronics Development for European Applications (MEDEA).

JOHN B. NEFF. John B. Neff, 69, has been a director of our company since January 1999. Mr. Neff was portfolio manager for Windsor Fund and Gemini II mutual fund from 1964 until his retirement in 1995. He was also Senior Vice President and Managing Partner of Wellington Management, one of the largest investment management firms in the United States. From 1996 to 1998, Mr. Neff was a director with Chrysler Corporation. He is a member of the board of directors of Crown, Cork and Seal Corp. and on the executive board of directors of Invemed Catalyst Fund, LLP. He is also a member of the board of Governors of the Association for Investment Management and Research.

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#### BOARD MEETINGS AND COMMITTEES

The Company's Board meets approximately four times a year in regularly scheduled meetings, but will meet more often if necessary. The Board held four meetings and acted by unanimous written consent on four occasions during 2000 and all of the directors attended all of the Board meetings and Committee meetings of which they were members.

The full Board considers all major decisions of the Company. However, the Board has established the following two standing committees, each of which is chaired by an outside director:

#### COMPENSATION COMMITTEE

The Compensation Committee is presently comprised of Messrs. George and Churchill. The Compensation Committee: (1) reviews and approves annual salaries, bonuses, and grants of stock options pursuant to our 1998 Stock Plan and (2)

reviews and approves the terms and conditions of all employee benefit plans or changes to these plans. During 2000, the Compensation Committee met three times apart from regular meetings with the entire Board.

#### THE AUDIT COMMITTEE

The Audit Committee is comprised of Messrs. Hinckley and Neff both of whom meet the independence and experience requirements as defined in Rule 4200(a)(15) of the National Association of Securities Dealers' listing standards. Prior to June 2001 a third member will be named to the Audit Committee. The Audit Committee: (1) recommends to the Board of Directors the annual appointment of our independent auditors, (2) discusses and reviews in advance the scope and the fees of the annual audit, (3) reviews the results of the audit with the independent auditors and discusses the foregoing with the company's management, (4) reviews and approves non-audit services of the independent auditors, (5) reviews compliance with our existing major accounting and financial reporting policies, (6) reviews the adequacy of our financial organization, (7) reviews the activities, organizational structure and qualifications of the company's internal audit function (8) reviews management's procedures and policies relating to the adequacy of our internal accounting controls and compliance with applicable laws relating to accounting practices and (9) reviews and discusses with our independent auditors their independence. The Audit Committee met contemporaneous with the regular meetings of the Board during 2000. In connection with the execution of the responsibilities of the Audit Committee including the review of the company's quarterly earnings prior to the public release of the information, the Audit Committee members communicated throughout 2000 with the company's management and independent accountants.

The Board currently has no nominating committee or committee performing a similar function.

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#### COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 requires our officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership on Form 3 and changes in ownership on Form 4 or 5 with the Securities and Exchange Commission (the "SEC") and the National Association of Securities Dealers, Inc. Such officers, directors and ten-percent stockholders are also required by SEC rules to furnish Amkor with copies of all forms that they file pursuant to Section 16(a). Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no other reports were required for such persons, Amkor believes that all Section 16(a) filing requirements applicable to our officers, directors and ten-percent stockholders were complied with in a timely fashion.

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#### ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation. The following table sets forth compensation earned during each of the three years in the period ending 2000 by our Chief Executive Officer, the four other most highly-compensated executive officers (collectively, the "Named Executive Officers").

#### SUMMARY COMPENSATION TABLE

NAME	YEAR	ANNUAL COMPENSATION		LONG-TERM COMPENSATION	ALL OTHER COMPENSATION (3)
		SALARY	BONUS (1)	SECURITIES UNDERLYING OPTIONS (2)	
James J. Kim(4) .....	2000	\$783,800	\$1,740,000	250,000	\$ 8,200
Chief Executive Officer and Chairman	1999	\$750,000	\$1,500,000	--	\$ 14,600
	1998	\$779,000	\$ 500,000	--	\$ 12,000

John N. Boruch(5).....	2000	\$575,400	\$ 633,625	150,000	\$ 9,400
Chief Operating Officer and	1999	\$540,400	\$ 546,200	100,000	\$ 10,200
President	1998	\$500,000	\$ 446,200	447,735	\$170,000
Kenneth T. Joyce.....	2000	\$263,500	\$ 218,500	40,000	\$ 6,000
Executive Vice President and Chief	1999	\$174,700	\$ 212,900	8,000	\$ 6,000
Financial Officer	1998	\$144,400	\$ 21,500	15,000	\$ 1,500
Eric R. Larson.....	2000	\$273,100	\$ 219,600	40,000	\$ 6,000
Executive Vice President, Wafer Fab	1999	\$260,100	\$ 223,100	30,000	\$ 6,000
	1998	\$250,300	\$ 148,000	90,000	\$ 6,000
Michael D. O'Brien.....	2000	\$286,200	\$ 189,800	40,000	\$ 6,000
Executive Vice President, Operations	1999	\$262,600	\$ 223,300	30,000	\$ 6,000
	1998	\$259,400	\$ 173,285	119,028	\$ 6,000

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- (1) Bonus amounts include amounts earned in the year indicated but that were approved by our Board of Directors and paid in the following year.
- (2) Long-term compensation represents stock options issued under the 1998 Stock Plan.
- (3) All other compensation for all of the named executives includes amounts paid to each executive's 401(k) plan.
- (4) Mr. Kim's bonus compensation in 1999 was restated to reflect an additional \$1,000,000 bonus earned in 1999 that was approved by our Board of Directors and paid in 2000. All other compensation for Mr. Kim includes a \$6,000 premium paid by us for a term life insurance policy, of which Mr. Kim's children are the beneficiaries. In 1999, all other compensation for Mr. Kim includes imputed loan interest.
- (5) All other compensation for Mr. Boruch in 1998 includes an aggregate of \$160,000 for a life insurance premium paid by us together with a bonus paid to Mr. Boruch to cover the income taxes owned by him as a result of the payment of this insurance premium. In 1998, all other compensation for Mr. Boruch includes a \$4,000 premium paid by us for a term life insurance policy, of which Mr. Boruch's daughters are the beneficiaries. In 2000 and 1999, all other compensation for Mr. Boruch includes imputed loan interest.

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#### OPTION GRANTS IN FISCAL 2000

The following table provides information concerning each grant of options to purchase our common stock made during 2000 to the Named Executive Officers.

NAME	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE	
	NUMBER OF	% OF TOTAL	EXERCISE	EXPIRATION	MINUS EXERCISE PRICE AT	
	SECURITIES	OPTIONS	PRICE		ASSUMED ANNUAL RATES OF	
	UNDERLYING	GRANTED TO	PER SHARE		STOCK PRICE APPRECIATION	
	OPTIONS	EMPLOYEES IN	(\$/SH)		FOR OPTION TERM (a)	
	GRANTED (#)	FISCAL YEAR	(b)	DATE	5%	10%
-----	-----	-----	-----	-----	-----	-----
James J. Kim.....	250,000	4.8%	\$35.54	7/19/05	\$2,454,762	\$ 5,424,381
Chief Executive Officer and						
Chairman						
John N. Boruch.....	150,000	2.9%	\$43.25	2/4/10	\$4,079,954	\$10,339,404
Chief Operating Officer and						
President						
Kenneth T. Joyce.....	40,000	0.8%	\$43.25	2/4/10	\$1,087,988	\$ 2,757,174
Executive Vice President						
and Chief Financial Officer						
Eric R. Larson.....	40,000	0.8%	\$43.25	2/4/10	\$1,087,988	\$ 2,757,174
Executive Vice President,						
Wafer Fab						
Michael D. O'Brien.....	40,000	0.8%	\$43.25	2/4/10	\$1,087,988	\$ 2,757,174
Executive Vice President,						
Operations						

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- (a) Potential realizable value is based on the assumption that: (1) our common stock will appreciate at the compound annual rate shown from the date of grant until the expiration of the option term and (2) that the option is exercised at the exercise price and sold on the last day of its term at the appreciated price. We assume stock appreciation of 5% and 10% pursuant to rules promulgated by the Securities and Exchange Commission, and these

percentages do not reflect our estimate of future stock price growth.

- (b) All options shown granted in fiscal 2000 become exercisable as to 25% of the share subject to the option exercisable starting one year after the date of grant and an additional 1/48 of such shares subject to the option becoming exercisable each month thereafter.

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#### YEAR-END OPTION VALUES

The following table shows the number of shares covered by both exercisable and non-exercisable stock options held by the named executive officers as of December 31, 2000. Also reported are the values for "in-the-money" options which represent the positive spread between the exercise price of any such existing stock options and the year-end price of our common stock.

NAME -----	SHARES ACQUIRED ON EXERCISE -----	VALUE REALIZED -----	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT DECEMBER 31, 2000 -----		DOLLAR VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DECEMBER 31, 2000 (a) -----	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
James J. Kim..... Chief Executive Officer and Chairman	--	--	--	250,000	\$ --	\$ --
John N. Boruch..... Chief Operating Officer and President	--	--	322,774	374,961	\$1,667,075	\$1,255,196
Kenneth T. Joyce..... Executive Vice President and Chief Financial Officer	--	--	12,853	50,147	\$ 64,181	\$ 55,198
Eric R. Larson..... Executive Vice President, Wafer Fab	--	--	69,998	90,002	\$ 339,120	\$ 260,955
Michael D. O'Brien..... Executive Vice President, Operations	48,486	\$932,154	36,630	152,398	\$ 169,851	\$ 716,314

- (a) The value of unexercised options equals (i) \$15.52, the value of our common stock as of December 31, 2000 as reported by the Nasdaq Stock Market, minus (ii) the exercise price of such option.

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#### DIRECTOR COMPENSATION

We do not compensate directors who are also employees or officers of our company for their services as directors. Non-employee directors, however, are eligible to receive: (1) an annual retainer of \$15,000, (2) \$1,000 per meeting of the Board of Directors that they attend, (3) \$1,000 per meeting of a committee of the Board of Directors that they attend and (4) \$500 per non-regularly scheduled telephonic meeting of the Board of Directors in which they participate. We also reimburse non-employee directors for travel and related expenses incurred by them in attending board and committee meetings.

1998 DIRECTOR OPTION PLAN: Our Board of Directors adopted the 1998 Director Option Plan (the "Director Plan") in January 1998. Our stockholders subsequently approved the Director Plan in April 1998. The Director Plan became effective immediately prior to our initial public offering on April 30, 1998.

Under the Director Plan, (1) each non-employee director who was a non-employee director on the date of our initial public offering received an initial grant of options to purchase 15,000 shares of our common stock, (2) each individual who became a non-employee director after our initial public offering received an initial grant of options to purchase 15,000 shares of our common stock on the date that he or she became a non-employee director and (3) each individual who becomes a non-employee director after April 30, 1998 will receive an initial grant of options to purchase 15,000 shares of our common stock on the date that he or she becomes a non-employee director. In addition to this initial grant, we will subsequently grant each non-employee director who has served on the Board of Directors for at least six months an option to purchase 5,000 shares of our common stock each time he or she is re-elected to serve as a

director of our company by our stockholders. The option grants under the Director Plan are automatic and nondiscretionary.

We reserved a total of 300,000 shares of our common stock for issuance under the Director Plan. The exercise price of the initial grant of 15,000 options to our non-employee directors who were serving as directors on the date of our initial public offering was 94% of the \$11.00 price per share of the shares of our common stock sold in our initial public offering. The exercise price of each option under the Director Plan issued after our initial public offering was, and will continue to be, 100% of the fair market value of our common stock on the grant date. The term of each option issued under the Director Plan is ten years.

Each option granted to a non-employee director vests as to 33 1/3% of the optioned stock one year after the date of grant and as to an additional 33 1/3% of the optioned stock on each anniversary of the date of grant, provided that the optionee continues to serve as a non-employee director. Therefore, three years after the grant of an option, a non-employee director may exercise 100% of the stock optioned under that option grant.

If all or substantially all of our assets are sold to another entity or we merge with or into another corporation, that acquiring entity or corporation may either assume all outstanding options under the Director Plan or may substitute equivalent options. Following an assumption or substitutes, if the director is terminated other than upon a voluntary resignation, any assumed or substituted options will vest and become exercisable in full. If the acquiring entity does not either assume all of the outstanding options under the Director Plan or substitute an equivalent option, each option issued under the Director Plan will immediately vest and become exercisable in full. The Director Plan will terminate in January 2008 unless sooner terminated by the Board of Directors.

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#### COMPENSATION COMMITTEE INTERLOCKS

The Compensation Committee currently consists of Messrs. Churchill and George. No member of the Compensation Committee was an officer or employee of ours or any of our subsidiaries during fiscal 2000. None of our executive officers has served on the board of directors or on the compensation committee on any other entity, any of whose officers served either on our Board of Directors or on our Compensation Committee.

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#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

##### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our outstanding common stock as of March 31, 2001 by:

- each person or entity who is known by us to beneficially own 5% or more of our outstanding common stock;
- each of our directors; and
- all of our executive officers.

NAME AND ADDRESS -----	BENEFICIAL OWNERSHIP (a) NUMBER OF SHARES -----	PERCENTAGE OWNERSHIP -----
James J. and Agnes C. Kim(b) (c)..... 1345 Enterprise Drive West Chester, PA 19380	29,727,094	19.5%
David D. Kim Trust of December 31, 1987(c) (d).....	14,457,344	9.5

1500 E. Lancaster Avenue Paoli, PA 19301		
John T. Kim Trust of December 31, 1987(c) (d).....	14,457,344	9.5
1500 E. Lancaster Avenue Paoli, PA 19301		
Susan Y. Kim Trust of December 31, 1987(c) (d) (e).....	14,457,344	9.5
1500 E. Lancaster Avenue Paoli, PA 19301		
J. & W. Seligman & Co. Incorporated(f).....	12,079,630	7.9
100 Park Avenue New York, New York 10017		
Capital Group International, Inc.(g).....	7,911,600	5.2
11100 Santa Monica Blvd. Los Angeles, CA 90025		
Winston J. Churchill(h).....	21,667	*
Thomas D. George(i).....	21,667	*
Gregory K. Hinckley(i).....	19,667	*
Juergen Knorr.....	--	*
John B. Neff(j).....	60,000	*
John N. Boruch(k).....	477,946	*
Eric R. Larson(l).....	98,856	*
Kenneth T. Joyce(m).....	30,405	*
Michael D. O'Brien(n).....	97,651	*
All directors and executive officers as a group (10 persons) (o).....	30,554,953	20.1%

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\* Represents less than 1%.

- (a) The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The information is not necessarily indicative of beneficial ownership for any other purpose. Under this rule, beneficial ownership includes any share over which the individual or entity has voting power or investment power. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of our common stock subject to options held by that person that will be exercisable on or before May 31, 2001 are deemed outstanding. Unless otherwise indicated, each person or entity has sole voting and investment power with respect to shares shown as beneficially owned.

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- (b) James J. and Agnes C. Kim are husband and wife. Accordingly, each beneficially owns shares of our common stock held in the name of the other.
- (c) David D. Kim, John T. Kim and Susan Y. Kim are children of James J. and Agnes C. Kim. Each of the David D. Kim Trust of December 31, 1987, John T. Kim Trust of December 31, 1987 and Susan Y. Kim Trust of December 31, 1987 has in common Susan Y. Kim and John F.A. Earley as co-trustees, in addition to a third trustee (John T. Kim in the case of the Susan Y. Kim Trust and the John T. Kim Trust, and David D. Kim in the case of the David D. Kim Trust) (the trustees of each trust may be deemed to be the beneficial owners of the shares held by such trust). In addition, the trust agreement for each of these trusts encourages the trustees of the trusts to vote the shares of common stock held by them, in their discretion, in concert with James Kim's family. Accordingly, the trusts, together with their respective trustees and James J. and Agnes C. Kim, may be considered a "group" under Section 13(d) of the Exchange Act. This group may be deemed to have beneficial ownership of 73,099,126 shares or 48.0% of the outstanding shares of our common stock.
- (d) These three trusts together with the trusts described in note (e) below comprise the Kim Family Trusts.
- (e) Includes 8,200,000 shares held by the Trust of Susan Y. Kim dated April 16, 1998 established for the benefit of Susan Y. Kim's two children.
- (f) J. & W. Seligman & Co. Incorporated ("JWS") reported in a Schedule 13G/A filed with the Commission on February 1, 2001 that it beneficially owned these shares as of December 31, 2000. JWS also reported that William C. Morris, as the owner of a majority of the outstanding voting securities of JWS, may be deemed to beneficially own the shares beneficially owned by JWS. JWS is the investment adviser for Seligman Communications and



Information Fund, Inc. (the "Fund"). Of the 12,079,630 shares that JWS beneficially owns, the Fund beneficially owns 9,050,000 shares.

- (g) Capital Group International, Inc. reported in a Schedule 13G/A filed with the Commission on February 12, 2001 that it beneficially owned these shares as of December 31, 2000.
- (h) Includes 11,667 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001.
- (i) Includes 16,667 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001.
- (j) Includes 10,000 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001.
- (k) Includes 426,702 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001.
- (l) Includes 94,996 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001.
- (m) Includes 27,747 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001.
- (n) Includes 64,651 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001 and 33,000 shares held jointly with Mr. O'Brien's wife.
- (o) Includes 614,096 shares issuable upon the exercise of stock options that are exercisable on or before May 31, 2001.

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#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We have a long-standing relationship with Anam Semiconductor, Inc. ("ASI"). ASI was founded in 1956 by Mr. H. S. Kim, the father of Mr. James Kim, our Chairman and Chief Executive Officer. Through our supply agreements with ASI, we historically have had a first right to substantially all of the packaging and test services capacity of ASI and the exclusive right to all of the wafer output of ASI's wafer fabrication facility. Beginning in May 2000 with our acquisition of K1, K2 and K3, we no longer receive packaging and test services from ASI. Under the wafer fabrication services supply agreement, we continue to have the exclusive right to all of the wafer output of ASI's wafer fabrication facility, and we expect to continue to purchase all of ASI's wafer fabrication services. Historically, we have had other relationships with ASI affiliated companies for financial services, construction services, materials and equipment. Total purchases from ASI and its affiliates for the year ended December 31, 2000 were \$499.8 million. Additionally, other services performed by ASI and its affiliates included in interest expense for the year ended December 31, 2000 were \$1.6 million. Construction services and equipment purchases received from ASI and its affiliates capitalized during the year ended December 31, 2000 were \$38.8 million.

On May 1, 2000 we completed our purchase of ASI's three remaining packaging and test factories, known as K1, K2 and K3, for a purchase price of \$950.0 million. In addition we made a commitment to a \$459.0 million equity investment in ASI. Pursuant to the commitment we made an equity investment in ASI of \$309.0 million on May 1, 2000. We fulfilled the remaining equity investment commitment of \$150.0 million in three installments of which \$30.0 million was invested on June 30, 2000, \$60.0 million was invested on August 30, 2000 and October 27, 2000. We financed the acquisition and investment with the proceeds of a \$258.8 million convertible subordinated notes offering, a \$410.0 million private equity financing, \$750.0 million of new secured bank debt and approximately \$103 million from cash on hand. As of December 31, 2000, we had invested a total of \$500.6 million in ASI including an equity investment of \$41.6 million made on October 1999. We owned as of December 31, 2000 42% of the outstanding voting stock of ASI. We will continue to report ASI's results in our financial statements through the equity method of accounting.

The amount by which the cost of our investment exceeds our share of the underlying assets of ASI as of the date of our investment is being amortized on

a straight-line basis over a five-year period. The amortization is included in our consolidated statement of income within equity in income of investees. As of December 31, 2000, the unamortized excess of the cost of our equity investment in ASI above our share of the underlying net assets was \$154.1 million.

The acquisition of K1, K2 and K3 was accounted for as a purchase. Accordingly, the results of K1, K2 and K3 have been included in the accompanying consolidated financial statements since the date of acquisition. Goodwill and acquired intangibles as of the acquisition date were \$555.8 million and are being amortized on a straight-line basis over a 10 year period. Acquired intangibles include the value of acquired patent rights and of a workforce-in-place. The fair value of the assets acquired and liabilities assumed was approximately \$394 million for fixed assets, \$9 million for inventory and other assets, and \$9 million for assumed liabilities.

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We entered into indemnification agreements with our officers and directors. These agreements contain provisions which may require us, among other things, to indemnify the officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers (other than liabilities arising from willful misconduct of a culpable nature). We also agreed to advance them any expenses for proceedings against them that we agreed to indemnify them from.

As of December 31, 2000, Mr. James Kim and members of his immediate family and H. S. Kim beneficially owned approximately 51% of our outstanding common stock.

Amkor Electronics, Inc. (AEI), which was merged into our company just prior to the initial public offering of our company in May 1998, elected to be taxed as an S Corporation under the provisions of the Internal Revenue Code of 1986 and comparable state tax provisions. As a result, AEI did not recognize U.S. federal corporate income taxes. Instead, the stockholders of AEI were taxed on their proportionate share of AEI's taxable income. Accordingly, no provision for U.S. federal income taxes was recorded for AEI. The accompanying consolidated statements of income include an unaudited pro forma adjustment to reflect income taxes which would have been recorded if AEI had not been an S Corporation, based on the tax laws in effect during the respective periods. Just prior to the initial public offering, AEI terminated its S Corporation status at which point the profits of AEI became subject to federal and state income taxes at the corporate level. As of December 31, 2000, we had a receivable of \$3.3 million from Mr. & Mrs. Kim and the Kim Family Trusts related to the finalization of AEI's tax returns.

We lease office space in West Chester, Pennsylvania from certain of our stockholders. The lease expires in 2006. We have the option to extend the lease for an additional 10 years through 2016. Amounts paid for this lease in 2000 were \$1.2 million.

We maintain split-value life insurance policies on the joint lives of James J. Kim and Agnes C. Kim for the benefit of the Trust of James J. Kim dated September 30, 1992 (the "1992 Trust"). We pay approximately \$700,000 in annual premiums for these policies. We will receive in death benefits an amount equal to the lesser of the total net premiums paid in cash by us or the net cash surrender value of the policy as of the date of death of James J. Kim and Agnes C. Kim.

In January 1998, we loaned \$120,000 to Mr. Boruch. This loan bears interest at 7% per year and is repayable in five equal annual installments.

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#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed, on its behalf by the undersigned, thereunto duly authorized.

AMKOR TECHNOLOGY, INC.

By: \*

James J. Kim

Chairman and Chief Executive Officer

Date: April 30, 2001

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

NAME ----	TITLE -----	DATE ----
/s/ JAMES J. KIM ----- James J. Kim	Chief Executive Officer and Chairman	April 30, 2001
/s/ JOHN N. BORUCH ----- John N. Boruch	President and Director	April 30, 2001
/s/ KENNETH JOYCE ----- Kenneth Joyce	Chief Financial Officer (Principal Financial and Accounting Officer)	April 30, 2001
/s/ WINSTON J. CHURCHILL ----- Winston J. Churchill	Director	April 30, 2001
/s/ THOMAS D. GEORGE ----- Thomas D. George	Director	April 30, 2001
/s/ GREGORY K. HINCKLEY ----- Gregory K. Hinckley	Director	April 30, 2001
/s/ JOHN B. NEFF ----- John B. Neff	Director	April 30, 2001
/s/ JUERGEN KNORR ----- Juergen Knorr	Director	April 30, 2001

\* By: /s/ KENNETH JOYCE

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Kenneth Joyce  
Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
2.1	Asset Purchase Agreement by and between Amkor Technology Korea, Inc. and Anam Semiconductor, Inc., dated January 14, 2000.(7)
2.2	Amendment to Asset Purchase Agreement by and between Amkor Technology Korea, Inc. and Anam Semiconductor, Inc., dated as of February 25, 2000.(7)
3.1	Certificate of Incorporation.(1)
3.2	Certificate of Correction to Certificate of Incorporation.(2)

- 3.3 Restated Bylaws.(2)
- 4.1 Specimen Common Stock Certificate.(1)
- 4.2 Convertible Subordinated Notes Indenture dated as of May 6, 1998 between the Registrant and State Street Bank and Trust Company, including form of 5 3/4% Convertible Subordinated Notes due 2003.(1)
- 4.3 Senior Notes Indenture dated as of May 6, 1999 between the Registrant and State Street Bank and Trust Company, including form of 9 1/4% Senior Note Due 2006.(4)
- 4.4 Senior Subordinated Notes Indenture dated as of May 6, 1999 between the Registrant and State Street Bank and Trust Company, including form of 10 1/2% Senior Subordinated Note Due 2009.(4)
- 4.5 Convertible Subordinated Notes Indenture dated as of March 22, 2000 between the Registrant and State Street Bank and Trust Company, including form of 5% Convertible Subordinated Notes due 2007.(6)
- 4.6 Registration Agreement between the Registrant and the Initial Purchasers named therein dated as of March 22, 2000.(1)
- 10.1 Form of Indemnification Agreement for directors and officers.(1)
- 10.2 1998 Stock Plan and form of agreement thereunder.(1)
- 10.3 Form of Tax Indemnification Agreement between Amkor Technology, Inc., Amkor Electronics, Inc. and certain stockholders of Amkor Technology, Inc.(1)
- 10.4 Commercial Office Lease between the 12/31/87 Trusts of Susan Y., David D. and John T. Kim and Amkor Electronics, Inc., dated October 1, 1996.(1)
- 10.5 Commercial Office Lease between the 12/31/87 Trusts of Susan Y., David D., and John T. Kim and Amkor Electronics, Inc., dated June 14, 1996.(1)
- 10.6 Contract of Lease between Corinthian Commercial Corporation and Amkor/Anam Pilipinas Inc., dated October 1, 1990.(1)
- 10.7 Contract of Lease between Salcedo Sunvar Realty Corporation and Automated Microelectronics, Inc., dated May 6, 1994.(1)
- 10.8 Lease Contract between AAP Realty Corporation and Amkor/Anam Advanced Packaging, Inc., dated November 6, 1996.(1)
- 10.9 Immunity Agreement between Amkor Electronics, Inc. and Motorola, Inc., dated June 30, 1993.(1)
- 10.10 1998 Director Option Plan and form of agreement thereunder.(1)
- 10.11 1998 Employee Stock Purchase Plan.(1)
- 10.12 Foundry Services Agreement by and among Amkor Electronics, Inc., C.I.L. Limited, Anam Industries Co., Ltd. and Anam USA dated as of January 1, 1998.(1)
- 10.13 Technical Assistance Agreement by and between Texas Instruments Incorporated and Anam Industrial Co., Ltd. dated as of July 1, 2000.(9)+
- 10.14 Amended Manufacturing and Purchase Agreement by and between Texas Instruments Incorporated, Anam Industrial Co., Ltd. and Amkor Electronics, Inc., dated as of July 1, 2000.(9)+
- 10.15 1998 Stock Option Plan for French Employees.(1)
- 10.16 Loan Agreement between Amkor Electronics, Inc. and John Boruch dated January 30, 1998.(3)
- 10.17 Shareholders Agreement, dated April 10, 1998, by and among Amkor Electronics, Inc., Anam Industrial Co. Ltd., Scientek International Investment Co. Ltd., Chinfon Semiconductor & Technology Co., Ltd.,

Taiwan Semiconductor Manufacturing Company Ltd., and Acer Incorporated. (6) +

10.18 Intellectual Property Transfer and License Agreement by and between Amkor Technology, Inc. and Anam Semiconductor, Inc. (5)

12.1 Calculation of Ratio of Earnings to Fixed Charges. (8)

21.1 List of Subsidiaries of the Registrant. (8)

23.1 Consent of PricewaterhouseCoopers LLP. (8)

23.2 Consent of Sycip Gorres Velayo & Co. (8)

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EXHIBIT  
NUMBER

DESCRIPTION OF DOCUMENT

23.3 Consent of Samil Accounting Corporation. (8)

23.4 Consent of Arthur Andersen LLP. (8)

23.5 Consent of Siana Carr & O'Connor, LLP. (8)

23.6 Consent of Ahn Kwon & Company. (8)

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(1) Incorporated by reference to the Company's Registration Statement on Form S-1 filed October 6, 1997, as amended (File No. 333-37235).

(2) Incorporated by reference to the Company's Registration Statement on Form S-1 filed August 26, 1998, as amended (File No. 333-49645).

(3) Incorporated by reference to the Company's Annual Report on Form 10-K filed March 31, 1999, as amended.

(4) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed May 17, 1999.

(5) Incorporated by reference to the Company's Report on Form 8-K dated October 26, 1999.

(6) Incorporated by reference to the Company's Annual Report on Form 10-K filed March 30, 2000, as amended.

(7) Incorporated by reference to the Company's Report on Form 8-K dated May 2, 2000, as amended.

(8) Incorporated by reference to the Company's Annual Report on Form 10-K filed April 2, 2001.

(9) To be filed by amendment.

+ Confidential Treatment requested as to certain portions of this exhibit.