

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

SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

AVX CORPORATION
(Name of Subject Company)

KYOCERA CORPORATION
(Names of Filing Persons – Offeror)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

002444107
(CUSIP Number of Class of Securities)

Shoichi Aoki
Kyocera Corporation
6, Takeda Tobadono-cho
Fushimi-ku, Kyoto 612-8501, Japan
Telephone: +81-75-604-3500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

George R. Bason, Jr.
Michael Davis
Kenneth J. Lebrun
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
N/A	N/A

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer

Check 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: Not applicable. Filing Party: Not applicable.
Form or Registration No.: Not applicable. Date Filed: Not applicable.

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.



EXHIBIT INDEX

Exhibit No.**Description**

- | | |
|------|---|
| 99.1 | Press release issued by Kyocera Corporation on November 27, 2019. |
| 99.2 | Outline of Q&A on the Acquisition of the Remaining Shares of AVX Corporation dated November 27, 2019. |
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November 27, 2019

To All Persons Concerned

Name of Company Listed: Kyocera Corporation
Name of Representative: Hideo Tanimoto, President and Director
(Code number: 6971, The First Section of the Tokyo Stock Exchange)
Person for Inquiry: Shoichi Aoki
Director, Managing Executive Officer and General Manager of
Corporate Management Control Group
(Tel: +81-75-604-3500)

Kyocera Announces Proposal to Acquire Shares it Does not Own of AVX for \$19.50 per Share

Kyocera Corporation (“Kyocera”) announced today that it has made a proposal to a special committee of the board of directors of AVX Corporation (“AVX”) to acquire all outstanding shares of common stock of AVX not owned by Kyocera for \$19.50 per share in cash. The proposal represents a 29.7% premium over the closing price as of November 26, 2019 and 27.4%, 27.6% and 27.0% premium over a 1-, 3- and 6- month average closing share price, respectively.

Kyocera currently owns approximately 72% of AVX’s outstanding shares of common stock. If the transaction is completed, AVX would become a wholly owned subsidiary of Kyocera.

Additional information regarding Kyocera’s proposal is included in a letter that Kyocera delivered to a special committee formed by the board of directors of AVX to evaluate a possible transaction with Kyocera, which is attached to this press release. The proposal will be reviewed by the special committee.

No assurance can be given whether such proposal will lead to a transaction or as to any of the terms or conditions of such transaction. Kyocera does not intend to disclose any developments unless or until it otherwise deems further disclosure is appropriate or required.

About Kyocera

Kyocera Corporation (TSE:6971) is a multinational ceramics, electronics and industrial cutting tool manufacturer headquartered in Kyoto, Japan. Kyocera consists of more than 200 operating companies and has over 70,000 employees located throughout the world.

About AVX

AVX Corporation (NYSE:AVX) is a leading worldwide manufacturer and supplier of a broad line of electronic components and interconnect, sensing and control devices and related products. AVX is headquartered in Fountain Inn, SC. AVX is a consolidated subsidiary of Kyocera.

Forward-Looking Statements

This communication contains forward-looking statements, including statements regarding the potential consummation of an acquisition, which involve a number of risks and uncertainties, including the satisfaction of closing conditions for the acquisition; the possibility that the transaction will not be completed; and the impact of general economic, industry, market or political conditions. These statements constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words “may,” “might,” “will,” “should,” “estimate,” “project,” “plan,” “anticipate,” “expect,” “intend,” “outlook,” “believe” and other similar expressions (or the negative of such terms) are intended to identify forward-looking statements. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results and the timing of events may differ materially from the results and/or timing discussed in the forward-looking statements, and readers are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements speak only as of the date of this communication, and Kyocera does not undertake any obligation to update any forward-looking statement except as required by law.

Additional Information and Where to Find It

An agreement in respect of the proposed transaction described in this press release has not yet been executed, and the transaction referenced in this communication has not been commenced. This announcement is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities, nor is it a substitute for the transaction disclosure materials that will be filed with the U.S. Securities and Exchange Commission (“SEC”) if and when a transaction is commenced. If and when a transaction is commenced or if an agreement is reached with AVX, Kyocera and other participants in such transaction will prepare and make available to AVX stockholders a transaction statement on Schedule 13E-3 and related transaction disclosure materials, and such documentation will be filed with the SEC. **AVX STOCKHOLDERS ARE URGED TO READ THESE TRANSACTION DISCLOSURE DOCUMENTS CAREFULLY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF AVX SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING A POTENTIAL TRANSACTION.** The transaction disclosure documents will be made available to all holders of AVX stock at no expense to them. The transaction disclosure documents will be made available for free at the SEC’s website at www.sec.gov. Copies of any documents filed with the SEC by Kyocera will be available free of charge on Kyocera’s internet website at <https://global.kyocera.com>. Copies of any documents filed with the SEC by AVX will be available free of charge on AVX’s internet website at <http://www.avx.com> or by contacting AVX’s Investor Relations Department at +1-864-967-9351 or investor.relations@avx.com.

Exhibit

November 27, 2019

Special Committee of AVX Corporation

As you know, Kyocera Corporation (“Kyocera”) has maintained a good and trusting relationship with AVX Corporation (“AVX”) for nearly 30 years. AVX is an exciting business whose future is a key part of Kyocera’s business. Under the current market situation, for both parties’ further development, Kyocera now believes that its strategic initiatives would best be served by changing its current ownership in AVX.

In consequence, Kyocera would like to propose a potential acquisition of the remaining shares of AVX common stock by Kyocera in a transaction pursuant to which AVX shareholders would receive \$19.50 per share in cash for their AVX shares (the “Potential Transaction”).

The \$19.50 per share price represents a 29.7% premium over AVX’s most recent closing price as of November 26, 2019 and a premium of 27.4%, 27.6% and 27.0% over AVX’s 1-, 3- and 6- month average closing share price, respectively.

As you know, Kyocera owns approximately 72% of the outstanding AVX common shares, and six of the nine directors of AVX are current executive officers of Kyocera. Accordingly, Kyocera expects that the independent special committee of the Board of Directors of AVX, with the assistance of its independent legal and financial advisors, will consider the proposal and make a recommendation with respect to the Potential Transaction.

Given our knowledge of AVX from holding a majority stake for many years, we are in a position to swiftly complete our confirmatory due diligence review on AVX upon receiving access to the relevant materials. Our counsel has prepared a draft of a merger agreement which we believe can be negotiated promptly in parallel with value discussions. The list of confirmatory due diligence items and the draft of the merger agreement will be provided shortly.

In considering the Potential Transaction, you should know that, in our capacity as a shareholder of AVX, we are interested only in acquiring the shares of AVX that we do not already hold and have no interest in selling any of the AVX shares held by us nor would we expect, in our capacity as a shareholder, to vote in favor of, or otherwise support, any alternative sale, merger or similar transaction involving AVX.

We will look forward to hearing from you.

Very truly yours,

Kyocera Corporation

Kyocera Corporation

Outline of Q&A on the Acquisition of the Remaining Shares of AVX CorporationPurpose of the transaction

Q: What is the purpose of the proposed transaction?

A: Driven by the spread of technologies such as IoT, 5G, and ADAS, demand in the electronic components industry is expected to increase significantly. Technological innovation and business opportunities are expected to change faster than ever. Kyocera believes that under its global strategy, laying out the framework for rapid expansion, such as technology development, customer acquisition and investment implementation, is essential in order to gain market share in such ever-changing circumstances. Therefore, Kyocera has made a proposal to make AVX Corporation its wholly-owned subsidiary.

Impact on financial forecasts

Q: Would the transaction have an impact on Kyocera's financials for the current fiscal year?

A: The transaction will not have a significant impact on Kyocera's financials on a consolidated basis for the fiscal year ending March 31, 2020.

Q: What is the timing of the payment (approximately ¥100 billion)? Is the payment expected to be made within the current fiscal year?

A: The timing of the payment has not been decided. The terms of the transaction, including the timing of the payment, are under discussion and subject to negotiation with a Special Committee formed by the board of directors of AVX consisting of AVX's three independent directors, who are unaffiliated with Kyocera.

Transaction Structure

Q: What is the transaction structure?

A: Kyocera is considering a tender offer, but it is still under discussion.

Q: How will the price be decided?

A: Based on Kyocera's initial offer price, Kyocera and the Special Committee will negotiate to reach the final price.

Q: What is the expected schedule for the transaction?

A: This is under discussion and subject to negotiation with the Special Committee and we cannot answer at this time.

Q: Who are the financial advisors?

A: Kyocera has retained Daiwa Securities / DC Advisory as its financial advisors. The Special Committee will retain its own financial advisor.

Q: If conducting a tender offer, what is the minimum percentage required to be tendered?

A: All the conditions and terms of the transaction are under discussion and subject to negotiation with the Special Committee, and we cannot answer at this time.

Q: If conducting a tender offer, what if the tender offer fails?

A: All the conditions and terms of transaction are under discussion and subject to negotiation with the Special Committee, and we cannot answer at this time.

Q: If conducting a tender offer, how will you treat the shares that are not tendered?

A: Kyocera is considering a merger after the tender offer. However, all the conditions and terms of the transaction are under discussion and subject to negotiation with the Special Committee.

Financing

Q: What is the total consideration for this transaction?

A: If Kyocera acquires AVX for \$19.5 per share, the total amount will be approximately ¥100 billion. However, the price is under discussion and subject to negotiation with the Special Committee.

Q: How will Kyocera finance this transaction? (E.g., by cash in hand?)

A: This is under discussion and we cannot answer at this time.

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