

# MONOLITHIC POWER SYSTEMS INC

## **FORM 8-K** (Current report filing)

Filed 06/16/17 for the Period Ending 06/15/17

Address	79 GREAT OAKS BLVD SAN JOSE, CA 95119
Telephone	(408) 826-0600
CIK	0001280452
Symbol	MPWR
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported):  
**June 15 , 201 7**

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**MONOLITHIC POWER SYSTEMS, INC.**  
(Exact name of r egistrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-51026**  
(Commission  
File Number)

**77-0466789**  
(I.R.S. Employer  
Identification Number)

**79 Great Oaks Boulevard,**  
**San Jose, CA 95119**  
(Address of principal executive offices) (Zip Code)

**(408) 826-0600**  
(Registrant 's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 15, 2017, Monolithic Power Systems, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (i) elected two directors to the Company’s Board of Directors, (ii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2017, (iii) approved, on an advisory basis, the 2016 compensation of the Company’s named executive officers, and (iv) recommended, on an advisory basis, future advisory votes on the compensation of the Company’s named executive officers to be held every year.

Proposal One: Elect two Class I directors to the Company’s Board of Directors to serve until the Annual Meeting of Stockholders in 2020.

Nominee	For	Withheld	Broker Non-Votes
Victor K. Lee	34,748,414	525,873	3,925,549
James C. Moyer	33,011,733	2,262,554	3,925,549

Proposal Two: Ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year 2017.

For	Against	Abstain	Broker Non-Votes
38,128,377	1,066,501	4,958	0

Proposal Three: Approve, on an advisory basis, the 2016 compensation of the Company’s named executive officers.

For	Against	Abstain	Broker Non-Votes
34,574,092	685,435	14,760	3,925,549

Proposal Four: Recommend, on an advisory basis, the frequency of future advisory votes on the compensation of the Company’s named executive officers.

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
29,932,966	18,440	5,157,722	165,159	3,925,549

In accordance with the Board’s recommendation as set forth in the Company’s proxy statement for the Annual Meeting and consistent with the advisory vote of the stockholders, the Company will conduct future advisory votes on the compensation of executive officers every year, until the next advisory vote on this matter is held.

**Item 8.01 Other Events.**

On June 16, 2017, the Company issued a press release announcing the second quarter cash dividend of \$0.20 per share to all stockholders of record as of the close of business on June 30, 2017. The dividend will be paid to stockholders on July 14, 2017. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits .**

(d) Exhibits.

Exhibit	Description
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99.1	Press release issued on June 16, 2017, announcing the results of the Annual Meeting and the second quarter cash dividend.
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 16, 2017

By: \_\_\_\_\_  
/s/ T. Bernie Blegen  
T. Bernie Blegen  
Chief Financial Officer

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## Exhibit Index

Exhibit	Description
99.1	Press release issued on June 16, 2017, announcing the results of the Annual Meeting and the second quarter cash dividend.



**PRESS RELEASE  
For Immediate Release**

**Monolithic Power Systems, Inc.**  
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San Jose, CA 95119 USA  
T: 408-826-0600, F: 408-826-0601  
[www.monolithicpower.com](http://www.monolithicpower.com)

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**Monolithic Power Systems Announces  
Results of Annual Meeting of Stockholders and Second Quarter Dividend**

**SAN JOSE, Calif. June 16, 2017** -- Monolithic Power Systems (MPS) (Nasdaq: MPWR), a leading company in high performance analog solutions, today announced the final results of the 2017 Annual Meeting of Stockholders held on June 15, 2017 (the "Annual Meeting"). Stockholders re-elected the two director nominees with 94% and 99% of the votes cast for their election, ratified the appointment of MPS' independent auditors for 2017 with 97% of the votes cast for ratification, approved the 2016 compensation of executive officers with 98% of the votes cast for approval, and recommended to have future advisory votes on the compensation of executive officers with 85% of the votes cast in favor of annual frequency.

In accordance with the Board 's recommendation as set forth in MPS' proxy statement for the Annual Meeting and consistent with the advisory vote of the stockholders, MPS will conduct future advisory votes on the compensation of executive officers on an annual basis, until the next advisory vote on this matter is held.

"On behalf of the Board and management, I sincerely thank our stockholders for their overwhelming support for our proposals, including our executive compensation program," said Michael Hsing, CEO and founder of MPS.

**Second Quarter Dividend**

MPS also announced today its second quarter dividend of \$0.20 per common share to all stockholders of record as of the close of business on June 30, 2017. The dividend will be paid on July 14, 2017.

**Safe Harbor Statement**

This news release includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations, estimates and projections about our business and industry, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "forecasts," "intends," "believes," "plans," "may," "will," or "continue," and similar expressions and variations or negatives of these words. All such statements are subject to certain risks, assumptions and uncertainties, including those described in our most recent Quarterly Report on Form 10-Q and in other documents that we file or furnish with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially and adversely from those projected, and may affect our future operating results, financial position and cash flows. Accordingly, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. Except to the extent required by law, MPS does not undertake, and expressly disclaims, any duty or obligation to update publicly any forward-looking statement after the initial distribution of this release, whether as a result of new information, future events, changes in assumptions or otherwise.

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**About Monolithic Power Systems, Inc.**

Monolithic Power Systems, Inc. (MPS) provides small, highly energy efficient, easy-to-use power solutions for systems found in industrial applications, telecom infrastructures, cloud computing, automotive, and consumer applications. MPS' mission is to reduce total energy consumption in its customers' systems with green, practical, compact solutions. The company was founded by Michael Hsing in 1997 and is headquartered in San Jose, CA. MPS can be contacted through its website at [www.monolithicpower.com](http://www.monolithicpower.com) or its support offices around the world.

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Monolithic Power Systems, MPS, and the MPS logo are registered trademarks of Monolithic Power Systems, Inc. in the U.S. and trademarked in certain other countries.

**Contact:**

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