

ANALOG DEVICES INC

FORM 8-K (Current report filing)

Filed 03/15/18 for the Period Ending 03/14/18

Address	ONE TECHNOLOGY WAY NORWOOD, MA, 02062
Telephone	7813294700
CIK	0000006281
Symbol	ADI
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	10/31

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

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): March 14, 2018

Analog Devices, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction
of incorporation)

1-7819

(Commission
File Number)

04-2348234

(IRS Employer
Identification No.)

One Technology Way, Norwood, MA

(Address of principal executive offices)

02062

(Zip Code)

Registrant's telephone number, including area code: (781) 329-4700

(Former name or former address, if changed since last report)

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

Voting Results.

At the 2018 Annual Meeting of Shareholders of Analog Devices, Inc. (the “Company”), held on March 14, 2018, the proposals listed below were submitted to a vote of our shareholders. The proposals are described in our definitive proxy statement for the Annual Meeting.

Proposal 1 – The election of nine nominees to our Board of Directors each for a term expiring at the next annual meeting of shareholders.

The nine nominees named in the definitive proxy statement were elected to serve as directors until our next annual meeting of shareholders. Information as to the vote on each director standing for election is provided below:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
Ray Stata	305,822,834	2,837,076	141,176	26,833,052
Vincent Roche	307,352,597	1,299,382	149,107	26,833,052
James A. Champy	300,129,432	8,142,653	529,001	26,833,052
Bruce R. Evans	304,238,486	4,285,101	277,499	26,833,052
Edward H. Frank	305,635,546	2,782,740	382,800	26,833,052
Mark M. Little	304,243,508	4,269,621	287,957	26,833,052
Neil Novich	305,820,967	2,696,455	283,664	26,833,052
Kenton J. Sicchitano	299,996,446	8,468,943	335,697	26,833,052
Lisa T. Su	307,143,802	1,399,538	257,746	26,833,052

Proposal 2 – The approval of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosure in our proxy statement.

The shareholders approved, on an advisory basis, the compensation of our named executive officers. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
295,737,137	9,658,539	3,405,410	26,833,052

Proposal 3 – The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 3, 2018.

The shareholders ratified the Company's selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 3, 2018. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>
323,869,543	11,449,155	315,440

SIGNATURE

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 hereunto duly authorized.

Date: March 15, 2018

ANALOG DEVICES, INC.

By: /s/ Margaret K. Seif

Margaret K. Seif

Senior Vice President, Chief Legal Officer and Secretary