

# XILINX INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 06/01/16

Address	2100 LOGIC DR SAN JOSE, CA 95124
Telephone	4085597778
CIK	0000743988
Symbol	XLNX
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	04/01

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

**SCHEDULE 14A**  
(Rule 14a-101)

**SCHEDULE 14A INFORMATION**

**Proxy Statement pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**Xilinx, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
  - (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - (4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
  - (5) Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
\_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_



**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 10, 2016**

2050 Logic Drive, San Jose, California, 95124

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report on Form 10-K are available at [www.allianceproxy.com/xilinx/2016](http://www.allianceproxy.com/xilinx/2016)

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before August 2, 2016 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

**STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.**

To the Stockholders of XILINX, INC.

**Notice is hereby given that the Annual Meeting of Stockholders of Xilinx, Inc. will be held on August 10, 2016 at 11:00 a.m. Pacific Daylight Time at Xilinx, Inc., 2050 Logic Drive, San Jose, California, 95124 for the following purposes:**

1. Election of Directors:  
01. Dennis Segers, 02. Moshe N. Gavrielov, 03. Saar Gillai, 04. Ronald S. Jankov, 05. Thomas H. Lee, 06. J. Michael Patterson, 07. Albert A. Pimentel, 08. Marshall C. Turner, 09. Elizabeth W. Vanderslice
2. Proposal to approve amendments to the Company's 2007 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 2,500,000 shares and to limit the aggregate equity and cash compensation for each non-employee director to no more than \$750,000 per fiscal year
3. Proposal to approve certain provisions of the Company's 2007 Equity Incentive Plan for the purposes of complying with Section 162(m) of the Internal Revenue Code
4. Proposal to approve, on an advisory basis, the compensation of the Company's named executive officers
5. Proposal to ratify the appointment of Ernst & Young LLP as the Company's external auditors for fiscal 2017

**The Board of Directors recommends a vote FOR all proposals.**

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

**Material for this annual meeting and future meetings may be requested by one of the following methods:**



To view your proxy materials online, go to [www.allianceproxy.com/xilinx/2016](http://www.allianceproxy.com/xilinx/2016). Have the 11 digit control number available when you access the website and follow the instructions.



**877-777-2857 TOLL FREE**



[requests@viewproxy.com](mailto:requests@viewproxy.com)  
\* If requesting material by e-mail, please send a blank e-mail with the company name and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

**You must use the 11 digit control number located in the box below.**

<b>CONTROL NO.</b>



2050 Logic Drive, San Jose, California, 95124

The following proxy materials are available to you for review at: [www.allianceproxy.com/xilinx/2016](http://www.allianceproxy.com/xilinx/2016)

2016 Proxy Statement

2016 Annual Report to Stockholders on Form 10-K

Directions to the meeting can be found on the following page of our Company website:  
[http://www.xilinx.com/company/Xilinx\\_Site\\_Map.pdf](http://www.xilinx.com/company/Xilinx_Site_Map.pdf)

### **ACCESSING YOUR PROXY MATERIALS ONLINE**

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your control number to vote by Internet or request a paper copy of the proxy materials.

### **You May Vote Your Proxy When You View The Materials On The Internet**

#### **You Will Be Asked To Follow The Prompts To Vote Your Shares**

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

### **REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

By telephone please call **1-877-777-2857**

or

By logging onto <http://www.allianceproxy.com/xilinx/2016>

or

By email at: [requests@viewproxy.com](mailto:requests@viewproxy.com)

Please include the company name and your control number in the subject line.