

XILINX INC

FORM 8-K (Current report filing)

Filed 11/01/17 for the Period Ending 10/29/17

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

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): October 29, 2017

XILINX, INC.

(Exact name of registrant as specified in its charter)

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

000-18548
**(Commission File
Number)**

77-0188631
**(IRS Employer
Identification No.)**

2100 Logic Drive, San Jose, California
(Address of principal executive offices)

95124
(Zip Code)

Registrant's telephone number, including area code: (408) 559-7778

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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On October 29, 2017, the Board of Directors (the “Board”) of Xilinx, Inc. (the “Company”), upon recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Mary Louise Krakauer and Victor Peng to the Board, effective immediately for a term continuing to the Company’s 2018 Annual Meeting of Stockholders (except as otherwise provided pursuant to the Bylaws of the Company). The Board fixed the number of directors that constitute the Board at eleven. The Board also appointed Ms. Krakauer to the Compensation Committee of the Board.

Mr. Peng currently serves as the Company’s Chief Operating Officer, and his compensation and existing indemnification agreement are described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on June 2, 2017. Mr. Peng will not receive compensation for his service as a director and his compensation remains unchanged following his appointment to the Board.

Ms. Krakauer will receive compensation for her Board service in accordance with the Company’s standard compensation arrangements for non-employee directors, which are described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on June 2, 2017. The Company will enter into an indemnification agreement with Ms. Krakauer in the form of the Company’s standard form of indemnification agreement, which requires the Company to indemnify directors to the fullest extent permitted by Delaware law.

The Board determined that Ms. Krakauer will be an independent director within the meaning of the Nasdaq listing standards. There is no other arrangement or understanding between either Ms. Krakauer or Mr. Peng and any other person pursuant to which either Ms. Krakauer or Mr. Peng was selected as a director. There have been no transactions nor are there any proposed transactions between the Company and either Ms. Krakauer or Mr. Peng that would require disclosure pursuant to Item 404(a) of Regulation S-K.

On November 1, 2017 the Company issued a press release regarding the appointment of Ms. Krakauer and Mr. Peng to the Board. The press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of Xilinx, Inc. dated November 1, 2017

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 hereunto duly authorized.

XILINX, INC.

November 1, 2017

By: /s/ Scott Hover-Smoot

Scott Hover-Smoot

Senior Vice President, General Counsel and
Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of Xilinx, Inc. dated November 1, 2017



Xilinx Announces Appointment of Two New Directors

Mary Louise Krakauer and Victor Peng join Xilinx Board of Directors

SAN JOSE, Calif., November 1, 2017 /PRNewswire/ -- Xilinx, Inc. (NASDAQ: XLNX) today announced the appointment of two new members to the Company's Board of Directors, increasing its total size to eleven. Mary Louise (ML) Krakauer, an independent director who will also serve on the Board's Compensation Committee, joins the Board alongside Victor Peng, the Company's chief operating officer. Both Ms. Krakauer and Mr. Peng bring decades of executive management experience and industry expertise to Xilinx.

"We are delighted to have ML and Victor join the Board of Directors," said Dennis Segers, chairman of the board of Xilinx. "ML comes to us through an extensive search, and she brings deep executive and operational experience to the Board. Her expertise in human capital management, in particular, will enhance the effectiveness of our Compensation Committee. The Board also continues to focus on our previously announced CEO succession plan. Victor's appointment reflects the continued expansion of his role and responsibilities at Xilinx, and we look forward to adding to our Board his unique combination of Company knowledge, technical expertise and leadership skills that have made him an outstanding executive."

Ms. Krakauer retired as the executive vice president, chief information officer of Dell Corporation in January 2017, where she was responsible for global IT, including all operations and integration activity. She also served as the executive vice president, chief information officer of EMC Corporation in 2016. Prior to that she served as executive vice president, Business Development, Global Enterprise Services for EMC in 2015 and as executive vice president, Global Human Resources for EMC from 2012 to 2015, where she was responsible for executive, leadership, and employee development, compensation and benefits, staffing, and all of the people-related aspects of acquisition integration. Previously, she held leadership roles at Hewlett-Packard Corporation, Compaq Computer

Corporation, and Digital Equipment Corporation. Ms. Krakauer serves on the board of Mercury Systems, Inc., a Nasdaq-listed commercial provider of secure sensor and safety critical mission processing subsystems.

Mr. Peng joined Xilinx in 2008, and became the Company's chief operating officer in April of this year, with responsibility for global sales, global operations and quality, product development, and product and vertical marketing. Prior to that, he served as the Company's executive vice president and general manager of Products, a position he held since July 2014. Mr. Peng has over 30 years of experience defining and bringing to market leadership FPGAs, All Programmable SoCs, GPUs, high performance microprocessors and chip sets, and microprocessor IP products. Mr. Peng previously held executive roles at AMD, ATI, and MIPS Technologies.

About Xilinx

Xilinx is a leading provider of All Programmable semiconductor products, including FPGAs, SoCs, MPSoCs, RFSocS, and 3D ICs. Xilinx uniquely enables applications that are both software defined and hardware optimized – powering industry advancements in Cloud Computing, 5G Wireless, Embedded Vision, and Industrial IoT. For more information, visit www.xilinx.com.

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Xilinx

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