

LAM RESEARCH CORP
Form 8-K
April 18, 2011
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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): April 13, 2011

LAM RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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0-12933
(Commission File Number)

94-2634797
(IRS Employer Identification Number)

4650 Cushing Parkway

Fremont, California 94538

(Address of principal executive offices including zip code)

(510) 572-0200

(Registrant's telephone number, including area code)

Not Applicable

(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 (see General Instruction A.2. below):

- .. 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))

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

(d) On April 13, 2011, the Board of Directors of Lam Research Corporation (the Company), pursuant to applicable provisions of the Company's bylaws, appointed Christine Heckart as a director of the Company, effective on the date of appointment.

Ms. Heckart is the chief marketing officer at NetApp, Inc., a leading provider of data storage and management solutions. Prior to her position at NetApp, she served as general manager in Microsoft's TV, video and music business, and, before that, she led global marketing at Juniper Networks and was president at TeleChoice, Inc. Ms. Heckart holds a degree in economics from the University of Colorado at Boulder.

There are no arrangements or understandings between Ms. Heckart and any other persons pursuant to which Ms. Heckart was named a director of the Company. Ms. Heckart does not have any family relationship with any of the Company's directors or executive officers or any persons nominated or chosen by the Company to be a director or executive officer. Ms. Heckart has no direct or indirect material interest in any transaction or proposed transaction required to be reported under Section 404(a) of Regulation S-K or Item 5.02(d) of Form 8-K.

Ms. Heckart will receive compensation for her service as a director consistent with the Company's current policies for compensation of non-employee directors, comprised of:

an annual cash retainer of \$50,000 (pro-rated to \$37,500 for calendar year 2011);

an initial grant of restricted stock units (RSUs), to be granted on the date of the first regularly scheduled board meeting that Ms. Heckart attends; the RSUs will have a value, as of the date of grant, of \$250,000, vesting 25% on each of the first four anniversaries of the grant date (subject to a service requirement); and

beginning in 2012, an annual grant of RSUs with a value, as of the grant date, of \$160,000, vesting in full on November 1 of the year of grant (subject to a service requirement).

In accordance with the Company's customary practice, the Company is entering into its standard form of indemnification agreement with Ms. Heckart, which will require the Company to indemnify her against certain liabilities that may arise as result of her status or service as a director. The description of Ms. Heckart's indemnification agreement is qualified in its entirety by the full text of the form of indemnification agreement, which is attached to the Company's Current Report on Form 8-K dated November 13, 2008 as Exhibit 10.148.

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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: April 18, 2011

LAM RESEARCH CORPORATION

By: /s/ George M. Schisler, Jr.
George M. Schisler, Jr.
Vice President, General Counsel and Secretary