

MAXIM INTEGRATED PRODUCTS INC

Form 8-K

November 14, 2014

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: November 12, 2014

(Date of Earliest Event Reported)

MAXIM INTEGRATED PRODUCTS, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction
of Incorporation)

1-34192

(Commission File Number)

94-2896096

(IRS Employer
Identification No.)

160 RIO ROBLES

SAN JOSE, CALIFORNIA

(Address of Principal Executive Offices)

95134

(Zip Code)

(408) 601-1000

(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 (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))

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

The 2014 Annual Meeting of Stockholders of Maxim Integrated Products, Inc., a Delaware corporation (“Maxim” or the “Company”), was held on November 12, 2014. At the meeting, the stockholders of the Company (a) elected each of the seven director nominees proposed by the Board of Directors of the Company; (b) approved and ratified Proposal Nos. 2, 3, 4, 6, and 7 submitted for a stockholder vote at the meeting and described below; and (c) voted against Proposal No. 5, described below, which required the approval of a majority of the outstanding shares of the Company.

With respect to each such matter, set forth below are, to the extent applicable, the number of votes cast for or against, the number of votes withheld, the number of abstentions and the number of broker non-votes:

Proposal No. 1 - Election of Directors

| Director Nominee Name | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------------|-------------|----------------|------------------|
| B. Kipling Hagopian | 240,600,608 | 3,759,519 | 19,090,515 |
| Tunç Doluca | 241,897,346 | 2,462,781 | 19,090,515 |
| James R. Bergman | 214,285,547 | 30,074,580 | 19,090,515 |
| Joseph R. Bronson | 241,966,265 | 2,393,862 | 19,090,515 |
| Robert E. Grady | 237,789,640 | 6,570,487 | 19,090,515 |
| William D. Watkins | 242,222,033 | 2,138,094 | 19,090,515 |
| Frank Wazzan | 241,372,018 | 2,988,109 | 19,090,515 |

Proposal No. 2 - Ratification of the appointment of Deloitte & Touche LLP as Maxim’s Independent Registered Public Accounting Firm for the fiscal year ending June 27, 2015.

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 259,635,643 | 3,573,377 | 241,622 | n/a |

Proposal No. 3 - Ratification and approval of an amendment to Maxim’s 2008 Employment Stock Purchase Plan to increase the number of shares of Maxim common stock reserved for issuance thereunder by 2,000,000 shares.

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 241,675,365 | 1,890,180 | 794,582 | 19,090,515 |

Proposal No. 4 - Ratification and approval of an amendment to Maxim’s 1996 Stock Incentive Plan to (x) increase the number of shares available for issuance thereunder by 5,000,000 shares, and (y) extend its term by ten years.

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 183,035,663 | 61,063,783 | 260,681 | 19,090,515 |

Proposal No. 5 - Ratification and approval of an amendment to Maxim's restated certificate of incorporation to eliminate the ability of stockholders to cumulate their votes in the election of directors

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 141,142,731 | 102,991,394 | 226,002 | 19,090,515 |

Proposal No. 6 - Non-binding advisory vote on the compensation of Maxim's Named Executive Officers for fiscal year 2015.

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 202,326,994 | 41,625,039 | 408,094 | 19,090,515 |

Proposal No. 7 - Approval and adoption of Maxim's Executive Bonus Plan, a bonus plan for executive officers of the Company compliant with Section 162(m) of the Internal Revenue Code.

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 240,656,883 | 3,321,122 | 382,122 | 19,090,515 |

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.

MAXIM INTEGRATED PRODUCTS, INC.

By: /s/ Bruce E. Kiddoo
Bruce E. Kiddoo
Senior Vice President and Chief Financial Officer

Date: November 14, 2014