

CADENCE DESIGN SYSTEMS INC

Form 8-K

May 08, 2012

**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): May 4, 2012

**CADENCE DESIGN SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-15867**  
(Commission  
File Number)

**77-0148231**  
(I.R.S. Employer  
Identification No.)

**2655 Seely Avenue, Building 5**

**San Jose, California**  
(Address of Principal Executive Offices)  
**(408) 943-1234**

**95134**  
(Zip Code)

(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:

- 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.**

At the Annual Meeting of Stockholders held on May 4, 2012 (the Annual Meeting), the stockholders of Cadence Design Systems, Inc. ( Cadence ) voted on the following matters, which are described in detail in Cadence's Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on March 20, 2012:

1. A proposal to elect eight (8) directors of Cadence to serve until the 2013 Annual Meeting of Stockholders and until their successors are elected and qualified, or until such director's earlier death, resignation or removal, was approved as set forth below.

| <b>Nominee</b>                      | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------------------------|-------------|----------------|----------------|-------------------------|
| Susan L. Bostrom                    | 224,966,720 | 2,283,401      | 182,450        | 29,063,195              |
| Donald L. Lucas                     | 223,200,175 | 4,052,813      | 179,583        | 29,063,195              |
| Dr. James D. Plummer                | 226,174,114 | 1,070,447      | 188,010        | 29,063,195              |
| Dr. Alberto Sangiovanni-Vincentelli | 225,151,152 | 2,127,677      | 153,742        | 29,063,195              |
| George M. Scalise                   | 223,373,539 | 3,891,867      | 167,165        | 29,063,195              |
| Dr. John B. Shoven                  | 218,126,479 | 9,137,961      | 168,131        | 29,063,195              |
| Roger S. Siboni                     | 224,982,134 | 2,269,450      | 180,987        | 29,063,195              |
| Lip-Bu Tan                          | 209,416,048 | 17,876,281     | 140,242        | 29,063,195              |

2. A proposal to approve the amendment and restatement of the 1995 Directors Stock Option Plan (the Directors Plan) was approved as set forth below.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 155,891,993 | 71,393,430     | 147,148        | 29,063,195              |

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3. A proposal to approve an increase in the number of authorized shares of common stock reserved for issuance under the Directors Plan from 3,050,000 shares to 3,550,000 shares was approved as set forth below.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 155,638,625 | 71,646,858     | 147,088        | 29,063,195              |

4. A non-binding advisory resolution approving executive compensation was approved as set forth below.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 220,849,579 | 6,323,151      | 259,841        | 29,063,195              |

5. A proposal to ratify the selection of KPMG LLP as Cadence's independent registered public accounting firm for the fiscal year ending December 29, 2012 was approved as set forth below.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 254,501,341 | 1,670,824      | 323,601        | 0                       |

**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.

Dated: May 8, 2012

CADENCE DESIGN SYSTEMS, INC.

By: /s/ James J. Cowie  
James J. Cowie  
Senior Vice President, General Counsel and  
Secretary