





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

On October 19, 2016, the Compensation Committee of the Board of Directors of Micron Technology, Inc. (the “Company”) adopted the Micron Technology, Inc. Deferred Compensation Plan (the “Plan”), effective as of March 1, 2017. The Plan is a nonqualified deferred compensation plan under which designated eligible participants may elect to defer compensation. Eligible participants include a select group of management and other employees of the Company that meet certain compensation requirements, including each of the Company’s named executive officers.

Pursuant to the Plan and subject to applicable tax laws, participants may elect to defer up to 75% of their base salary and up to 100% of their bonus compensation. The Company may, in its sole discretion, provide matching and/or discretionary contributions to the Plan. Participants will be 100% vested at all times in their deferral accounts; provided, however, that matching and/or discretionary contributions by the Company, if any, may be subject to a vesting schedule as provided by the Company. Participants may elect to receive payment of their account balances upon a fixed date, or their separation from service with the Company, or the earlier of a fixed date or their separation from service. Participants may elect to receive payment of their account balances in a single sum cash payment or in substantially equal annual cash installments over not less than two years and not more than ten years. Account balances will become payable immediately in a single sum cash payment upon a participant’s death or disability, or upon a change in control. Account balances under the Plan earn or lose value based on the investment performance of one or more of the various investment funds offered under the Plan and selected by the participants.

Compensation deferred under the Plan represents an unsecured obligation of the Company. Amounts deferred under the Plan are expected to be held in a separate rabbi trust established to pay Plan benefits.

The foregoing description of the Plan is qualified in its entirety by the full text of the Plan, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the period ending December 1, 2016.

---

SIGNATURE

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.

MICRON TECHNOLOGY, INC.

Date: October 24, 2016 By: /s/ Ernest E. Maddock  
Name: Ernest E. Maddock  
Title: Chief Financial Officer and  
Vice President, Finance