

ANALOG DEVICES INC  
Form 8-K  
December 02, 2013

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): November 25, 2013

Analog Devices, Inc.  
(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction  
of incorporation)

1-7819  
(Commission  
File Number)

04-2348234  
(IRS Employer  
Identification No.)

One Technology Way, Norwood, MA  
(Address of principal executive offices)

02062  
(Zip Code)

(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:

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

Election of New Director

At a meeting of the Board of Directors of the Company held on November 25, 2013, Richard M. Beyer was elected as a Director, effective November 30, 2013. Mr. Beyer was also appointed to the Compensation Committee of the Board of Directors, effective November 30, 2013. In connection with his service on the Board of Directors, Mr. Beyer will receive an annual cash retainer of \$60,000, paid quarterly. In connection with his service on the Compensation Committee of the Board of Directors, Mr. Beyer will also receive an annual cash retainer of \$3,000, paid quarterly. Mr. Beyer will automatically be granted on December 16, 2013 (or the next succeeding business day that the NASDAQ is open) equity awards under the Company's 2006 Stock Incentive Plan as follows:

- (a) a non-qualified stock option to purchase 2,970 shares of common stock of the Company at an exercise price equal to the closing price of the common stock on the grant date, which shall vest and become exercisable with respect to the shares covered thereby on the earlier of the date of the Company's next annual meeting of shareholders or March 13, 2014; and
- (b) 500 restricted stock units, which shall vest and convert into shares of the Company's common stock on the earlier of the date of the Company's next annual meeting of shareholders or March 13, 2014.

On an annual basis, each non-employee director reelected at an annual meeting of shareholders is automatically granted: (a) a non-qualified stock option to purchase a number of shares of common stock approved by the Board at an exercise price equal to the closing price of the common stock on the grant date; and (b) a restricted stock unit award for a number of shares of common stock approved by the Board, each on the date of the Company's annual meeting of shareholders.

Director equity awards vest in full upon the occurrence of a Change in Control Event (as defined in the Company's 2006 Stock Incentive Plan) or the director's death. If the director ceases to serve as a director by reason of his or her disability, as determined by the Board, each RSU will vest in full and each option will continue to vest over its remaining term on the date it otherwise would have vested if the director's service had not been terminated for disability. In addition, upon the occurrence of a Change in Control Event or in the event of the director's death, disability or retirement after age 60, each vested option will continue to be exercisable for the balance of its term.

A press release related to the election of Mr. Beyer is filed as Exhibit 99.1 to this Current Report, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated December 2, 2013

---

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.

Date: December 2, 2013

ANALOG DEVICES, INC.

By: /s/ Margaret K. Seif  
Margaret K. Seif  
Vice President, General Counsel and  
Secretary

---

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated December 2, 2013