

XILINX INC
Form 8-K
August 16, 2011

**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): August 10, 2011

XILINX, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

000-18548

(Commission File Number)

77-0188631

(IRS Employer Identification No.)

2100 Logic Drive, San Jose, California

(Address of Principal Executive Offices)

95124

(Zip Code)

Registrant's telephone number, including area code: **(408) 559-7778**

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

On August 10, 2011, at the Xilinx, Inc. (the Company) 2011 Annual Meeting of Stockholders, the Company's stockholders approved the proposals listed below. The final results for the votes regarding each proposal are also set forth below. The proposals are described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on May 31, 2011.

1. Elect nine nominees for director to serve on the Board of Directors for the ensuing year or until their successors are duly elected and qualified.

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Philip T. Gianos | 214,475,340 | 3,209,710 | 733,048 | 21,962,447 |
| Moshe N. Gavrielov | 214,514,438 | 3,154,181 | 749,479 | 21,962,447 |
| John L. Doyle | 214,551,977 | 3,141,914 | 724,207 | 21,962,447 |
| Jerald G. Fishman | 208,137,115 | 9,571,295 | 709,688 | 21,962,447 |
| William G. Howard, Jr. | 214,478,310 | 3,199,448 | 740,340 | 21,962,447 |
| J. Michael Patterson | 216,810,705 | 830,161 | 777,232 | 21,962,447 |
| Albert A. Pimentel | 209,784,096 | 7,830,613 | 803,389 | 21,962,447 |
| Marshall C. Turner | 217,044,353 | 595,903 | 777,842 | 21,962,447 |
| Elizabeth W. Vanderslice | 214,142,423 | 3,566,103 | 709,572 | 21,962,447 |

2. Approve an amendment to the Company's 1990 Employee Qualified Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by 2,000,000 shares.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 215,905,992 | 1,730,098 | 782,008 | 21,962,447 |

3. Approve an amendment to the Company's 2007 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 4,500,000 shares.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 167,295,694 | 50,297,012 | 825,392 | 21,962,447 |

4. Approve certain provisions of the Company's 2007 Equity Incentive Plan for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986, as amended.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 209,070,623 | 8,355,116 | 992,359 | 21,962,447 |

5. Approve, on an advisory basis, the compensation of the Company's named executive officers.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 192,632,417 | 25,018,249 | 767,432 | 21,962,447 |

6. Recommend, on an advisory basis, the frequency of votes on the Company's executive compensation.

| One Year | Two Years | Three Years | Abstentions |
|-----------------|------------------|--------------------|--------------------|
| 192,047,518 | 3,264,700 | 22,406,846 | 699,034 |

Based on these results, the Board of Directors of the Company determined to hold an annual advisory vote on executive compensation.

7. Ratify the appointment of Ernst & Young LLP as the Company's external auditors for the fiscal year ended March 31, 2012.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 236,675,342 | 3,528,544 | 176,659 | |

8.01. Other Events.

On August 10, 2011, the Board of Directors approved amendments to the Company's Significant Governance Principles to change the stock ownership requirements for the Company's executive officers. The revised stock ownership requirements provide as follows:

The CEO is required to own Company stock having a value of \$2.5 million.

Senior Vice Presidents who are Section 16 Executive Officers are required to own Company stock having a value of \$750,000.

Corporate Vice Presidents who are Section 16 Executive Officers are required to own Company stock having a value of \$500,000.

The CEO and all other Section 16 Executive Officers must retain half of the shares of Company stock derived from awards of time-based RSUs until their respective ownership requirements are met.

A copy of the revised Significant Governance Principles is available on the Company's investor relations website at www.investor.xilinx.com.

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.

XILINX, INC.

Date: August 16, 2011

By: /s/ Jon A. Olson

Jon A. Olson
Senior Vice President, Finance and Chief Financial
Officer