

ANALOG DEVICES INC
Form 8-K
March 14, 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): March 13, 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)

Registrant's telephone number, including area code: (781) 329-4700

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

Voting Results.

At the 2013 Annual Meeting of Shareholders of Analog Devices, Inc. (the “Company”), held on March 13, 2013, the proposals listed below were submitted to a vote of our shareholders. The proposals are described in our definitive proxy statement for the Annual Meeting.

Proposal 1 – The election of ten nominees to our Board of Directors each for a term of one year.

The ten (10) nominees named in the definitive proxy statement were elected to serve as directors until the 2014 annual meeting. Information as to the vote on each director standing for election is provided below:

Nominee	Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
Ray Stata	251,023,084	978,464	200,758	16,717,436
Jerald G. Fishman	250,317,287	1,554,254	330,765	16,717,436
James A. Champy	251,227,025	617,870	357,411	16,717,436
John C. Hodgson	251,473,852	372,408	356,046	16,717,436
Yves-Andre Istel	251,233,914	611,235	357,157	16,717,436
Neil Novich	244,235,475	7,576,127	390,704	16,717,436
F. Grant Saviers	243,889,113	7,957,664	355,529	16,717,436
Paul J. Severino	244,615,370	7,231,289	355,647	16,717,436
Kenton J. Sicchitano	251,525,141	319,727	357,438	16,717,436
Lisa T. Su	251,330,609	521,576	350,121	16,717,436

Proposal 2 – The approval of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosure in our proxy statement.

The shareholders approved, on an advisory basis, the compensation of our named executive officers. The voting results were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
224,316,748	25,805,078	2,080,480	16,717,436

Proposal 3 – The approval of our Executive Section 162(m) Plan.

The shareholders approved our Executive Section 162(m) Plan. The voting results were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
247,470,209	4,215,493	516,604	16,717,436

Proposal 4 – The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 2, 2013.

The shareholders ratified the Company’s selection of Ernst & Young as our independent registered public accounting firm for the fiscal year ending November 2, 2013. The voting results were as follows:

Votes For	Votes Against	Votes Abstaining
265,578,894	3,088,351	252,497

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: March 14, 2013

ANALOG DEVICES, INC.

By: /s/ Margaret K. Seif

Margaret K. Seif

Vice President, General Counsel and Secretary