

MICROTUNE INC
Form 8-K
April 27, 2009

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): April 24, 2009

Microtune, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-31029-40
(Commission File Number)

75-2883117
(IRS Employer

Identification No.)

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2201 10th Street, Plano, Texas
(Address of principal executive offices)

(972) 673-1600

75074
(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 1.01 Entry into a Material Definitive Agreement.

2009 Annual Meeting of Stockholders

At the 2009 annual meeting of stockholders (the Annual Meeting) of Microtune, Inc., a Delaware corporation (the Company), held on April 24, 2009, the Company s stockholders approved proposals to:

(i) amend and restate the Amended and Restated Microtune, Inc. 2000 Stock Plan (the 2000 Stock Plan) to increase the number of shares of common stock that may be issued under the 2000 Stock Plan by 2,000,000 shares from 11,054,496 shares to 13,054,496 shares and to make certain technical revisions and improvements to the 2000 Stock Plan;

(ii) amend and restate the Amended and Restated Microtune, Inc. 2000 Director Option Plan (the 2000 Director Plan) to change the form of equity awards under the plan from awards of nonstatutory stock options to awards of restricted stock units, to make certain technical revisions and improvements to the plan and to rename the 2000 Director Plan as the Amended and Restated Microtune, Inc. 2000 Director Stock Plan (the 2000 Director Stock Plan); and

(iii) ratify the amendment and restatement of the Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan (the 2000 ESPP) to increase the number of shares of common stock that may be issued under the 2000 ESPP by 600,000 shares from 2,180,000 shares to 2,780,000 shares.

Summaries of the material terms of the 2000 Stock Plan, the 2000 Director Stock Plan and the 2000 ESPP (which reflect the amendments approved at the Annual Meeting) can be found in the Company s Definitive Proxy Statement on Schedule 14A, filed on March 12, 2009 (the Proxy Statement), and such summaries are incorporated by reference herein. Copies of the 2000 Stock Plan, the 2000 Director Stock Plan and the 2000 ESPP (which reflect the amendments approved at the Annual Meeting) have been filed as Appendices 1, 2 and 3, respectively, to the Proxy Statement and are incorporated herein by reference.

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

(e)

Amendment and Restatement of Incentive Plans

The information set forth under Item 1.01 above regarding the 2000 Stock Plan, the 2000 Director Stock Plan and the 2000 ESPP is incorporated herein by reference.

Item 8.01 Other Events.

2009 Annual Meeting of Stockholders

On April 24, 2009, the Company held its Annual Meeting. There were 43,552,296 shares represented in person or by valid proxies, constituting 84% of the 52,082,021 shares outstanding on the record date of March 2, 2009. The stockholders approved all five of the proposals submitted by the Company for consideration at the Annual Meeting. With regard to the proposals offered for consideration, the following votes were cast:

Proposal 1: Election of Directors

At the Annual Meeting, stockholders voted on the election of directors. Each of the Company s nine directors was nominated for election. As a result of the election, Messrs. Ciciora, Clardy, Craddock, Fontaine, LeVecchio, Marren, Schueppert, Tai, and White were duly elected as directors of the Company to serve until the 2010 annual meeting of stockholders. The results of the voting were as follows:

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| Nominee | For | % of Voting | % of Outstanding | Withheld | % of Voting Withheld | % of Outstanding Withheld |
|-----------------------|------------|-------------|------------------|-----------|----------------------|---------------------------|
| Walter S. Ciciora | 41,783,509 | 95.94% | 80.23% | 1,768,787 | 4.06% | 3.40% |
| James H. Clardy | 41,827,641 | 96.05% | 80.31% | 1,724,655 | 3.95% | 3.31% |
| Steven Craddock | 37,493,723 | 86.09% | 71.99% | 6,058,573 | 13.91% | 11.63% |
| James A. Fontaine | 42,169,625 | 96.83% | 80.97% | 1,382,671 | 3.17% | 2.65% |
| Anthony J. LeVecchio | 37,480,697 | 86.06% | 71.96% | 6,071,599 | 13.94% | 11.66% |
| Bernard T. Marren | 41,864,461 | 96.13% | 80.38% | 1,687,835 | 3.87% | 3.24% |
| Michael T. Schueppert | 42,218,981 | 96.94% | 81.06% | 1,333,315 | 3.06% | 2.56% |
| William P. Tai | 41,801,757 | 95.99% | 80.26% | 1,750,539 | 4.01% | 3.36% |
| A. Travis White | 37,527,600 | 86.17% | 72.05% | 6,024,696 | 13.83% | 11.57% |

Proposal 2: Approval of the Amendment and Restatement of the 2000 Stock Plan to Increase the Number of Shares That May Be Issued Under the 2000 Stock Plan and to Make Certain Technical Revisions and Improvements to the 2000 Stock Plan

At the Annual Meeting, stockholders voted on a proposal to amend and restate the 2000 Stock Plan to increase the number of shares of common stock that may be issued under the 2000 Stock Plan by 2,000,000 shares from 11,054,496 shares to 13,054,496 shares and to make certain technical revisions and improvements to the 2000 Stock Plan. The results of the voting were as follows:

| | Shares | % of Voting | % of Outstanding |
|-----------------|------------|-------------|------------------|
| For | 23,500,291 | 74.75% | 45.12% |
| Against | 7,933,688 | 25.23% | 15.23% |
| Abstain | 3,337 | 0.01% | 0.00% |
| Broker Non-Vote | 12,114,980 | N/A | N/A |

Proposal 3: Approval of the Amendment and Restatement of the 2000 Director Plan to Change the Form of Equity Awards under the Plan from Awards of Nonstatutory Stock Options to Awards of Restricted Stock Units and to Make Certain Technical Revisions and Improvements to the 2000 Director Plan

At the Annual Meeting, stockholders voted on a proposal to amend and restate the 2000 Director Plan to change the form of equity awards under the plan from awards of nonstatutory stock options to awards of restricted stock units, to make certain technical revisions and improvements to the plan and to rename the 2000 Director Plan as the Amended and Restated Microtune, Inc. 2000 Director Stock Plan. The results of the voting were as follows:

| | Shares | % of Voting | % of Outstanding |
|-----------------|------------|-------------|------------------|
| For | 27,109,582 | 86.23% | 52.05% |
| Against | 4,322,865 | 13.75% | 8.30% |
| Abstain | 4,869 | 0.01% | 0.00% |
| Broker Non-Vote | 12,114,980 | N/A | N/A |

Proposal 4: Ratification of the Amendment and Restatement of the 2000 ESPP to Increase the Number of Shares That May Be Issued Under the 2000 ESPP and to Make Certain Technical Revisions and Improvements to the 2000 ESPP

At the Annual Meeting, stockholders voted on a proposal to ratify the amendment and restatement of the 2000 ESPP to increase the number of shares of common stock that may be issued under the 2000 ESPP by 600,000 shares from 2,180,000 shares to 2,780,000 shares. The results of the voting were as follows:

| | Shares | % of Voting | % of Outstanding |
|-----------------|------------|-------------|------------------|
| For | 29,909,489 | 95.14% | 57.42% |
| Against | 1,522,790 | 4.84% | 2.92% |
| Abstain | 5,037 | 0.01% | 0.00% |
| Broker Non-Vote | 12,114,980 | N/A | N/A |

Proposal 5: Ratification of Appointment of Independent Auditors

At the Annual Meeting, stockholders voted on a proposal to ratify the appointment of KPMG LLP as the Company's independent auditor for the fiscal year ending December 31, 2009. The results of the voting were as follows:

| | Shares | % of Voting | % of Outstanding |
|---------|------------|-------------|------------------|
| For | 38,358,257 | 88.07% | 73.64% |
| Against | 5,144,536 | 11.81% | 9.87 |
| Abstain | 49,503 | 0.11% | 0.09% |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|---------------------|---|
| 10.1 ⁽¹⁾ | Amended and Restated Microtune, Inc. 2000 Stock Plan. |
| 10.2 ⁽¹⁾ | Amended and Restated Microtune, Inc. 2000 Director Stock Plan. |
| 10.3 ⁽¹⁾ | Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan. |

(1) Incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A filed on March 12, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICROTUNE, INC.

Date: April 27, 2009

By: /s/ Jeffrey A. Kupp
Jeffrey A. Kupp
Chief Financial Officer

Index to Exhibits

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| 10.2 ⁽¹⁾ | Amended and Restated Microtune, Inc. 2000 Director Stock Plan. |
| 10.3 ⁽¹⁾ | Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan. |

(1) Incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A filed on March 12, 2009.