

ANALOG DEVICES INC  
Form 8-K  
March 15, 2012

**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, 2012**

**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.)

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**One Technology Way, Norwood, MA**

(Address of principal executive offices)

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

**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 3.01. Notice of Delisting or Failure to Satisfy a Continue Listing Rule or Standard; Transfer of Listing.**

On March 13, 2012, the Board of Directors (the "Board") of Analog Devices, Inc. (the "Company") approved the voluntary withdrawal of the Company's common stock (the "Common Stock") from listing on the New York Stock Exchange. The Board also approved the listing of the Common Stock on The NASDAQ Global Select Market ("NASDAQ"). The Common Stock is expected to commence trading on NASDAQ on or about April 2, 2012 under the Company's current trading symbol, "ADI". The Company expects that the Common Stock will cease trading on the New York Stock Exchange effective upon the close of market on March 30, 2012.

On March 13, 2012, the Company provided written notice to NYSE and issued a press release announcing that the transfer of the listing of the Common Stock to NASDAQ, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

**Voting Results.**

At the Annual Meeting of Shareholders of Analog Devices, Inc., held on March 13, 2012, 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 nine nominees to our Board of Directors each for a term of one year.*

The nine (9) nominees named in the definitive proxy statement were elected to serve as directors until the 2013 annual meeting. Information as to the vote on each director standing for election is provided below:

| Nominee              | Votes<br>For | Votes<br>Against | Votes<br>Abstaining | Broker<br>Non-Votes |
|----------------------|--------------|------------------|---------------------|---------------------|
| Ray Stata            | 235,360,237  | 1,269,567        | 104,494             | 18,543,362          |
| Jerald G. Fishman    | 234,213,761  | 2,384,631        | 135,906             | 18,543,362          |
| James A. Champy      | 234,954,921  | 1,434,731        | 344,646             | 18,543,362          |
| John C. Hodgson      | 235,763,188  | 624,084          | 347,026             | 18,543,362          |
| Yves-Andre Istel     | 234,540,482  | 1,797,002        | 396,814             | 18,543,362          |
| Neil Novich          | 231,412,595  | 4,974,349        | 347,354             | 18,543,362          |
| F. Grant Saviers     | 230,200,972  | 6,190,277        | 343,049             | 18,543,362          |
| Paul J. Severino     | 231,467,499  | 4,928,083        | 338,716             | 18,543,362          |
| Kenton J. Sicchitano | 235,651,296  | 735,928          | 347,074             | 18,543,362          |

*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.*

Our 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<br>Non-Votes |
|-------------|---------------|------------------|---------------------|
| 207,347,328 | 26,963,095    | 2,423,875        | 18,543,362          |

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Proposal 3 The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 3, 2012.

The shareholders ratified the Company's selection of Ernst & Young as our independent registered public accounting firm for the fiscal year ending November 3, 2012. The voting results were as follows:

| Votes For   | Votes Against | Votes Abstaining |
|-------------|---------------|------------------|
| 252,472,432 | 2,572,090     | 233,138          |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

See the Exhibit Index attached to this Current Report on Form 8-K, which is incorporated herein by reference.

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 15, 2012

ANALOG DEVICES, INC.

By: /s/ David A. Zinsner  
David A. Zinsner  
Vice President, Finance and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                             |
|------------------------|----------------------------------------------------------------|
| 99.1                   | Press Release issued by Analog Devices, Inc. on March 13, 2012 |