





Item 1.01 Entry into a Material Definitive Agreement.

On June 15, 2017, Maxim Integrated Products, Inc. (the “Company”) completed a public offering of \$500 million aggregate principal amount of the Company’s 3.450% Senior Notes due 2027. The Notes are governed by an Indenture, dated as of June 10, 2010 (the “Base Indenture”), as supplemented by a Supplemental Indenture, dated as of June 15, 2017 (the “Fourth Supplemental Indenture”), each between the Company and Wells Fargo Bank, National Association, as trustee (as so supplemented, the “Indenture”).

The Notes are unsecured and unsubordinated obligations of the Company and rank equally with all of the Company’s existing and future unsecured and unsubordinated obligations. Interest on the Notes will be payable semiannually in arrears on June 15 and December 15 of each year beginning on December 15, 2017.

Prior to March 15, 2027, the Company may redeem all or a portion of the Notes at its option at any time or from time to time at a redemption price equal to the greater of:

• 100% of the principal amount plus accrued and unpaid interest to, but excluding, the redemption date; and the sum of the present values of the remaining scheduled payments of principal and interest (exclusive of interest accrued to the redemption date) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Indenture) plus 20 basis points, plus accrued and unpaid interest on the principal amount being redeemed to, but excluding, the redemption date.

On or after March 15, 2027, the Company may redeem all or a portion of the Notes at any time or from time to time at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest to, but excluding, the redemption date.

The net proceeds of this offering were approximately \$495.1 million after deducting the underwriting discounts and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the offering for general corporate purposes. The Notes were offered and sold by the Company pursuant to its registration statement on Form S-3 (File No. 333-213110) (the “Registration Statement”).

The foregoing description of the Indenture does not purport to be complete and is qualified in its entirety by reference to the full text of the Base Indenture, which is filed as Exhibit 4.4 to the Company’s Registration Statement, filed on June 10, 2010, and to the full text of the Fourth Supplemental Indenture, which is filed as Exhibit 4.1 hereto. Each of the foregoing documents is incorporated by reference herein.

In connection with the offering of the Notes, the Company is filing as Exhibit 5.1 hereto an opinion of counsel addressing the validity of the Notes. Such opinion is incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Description

4.1 Fourth Supplemental Indenture, dated as of June 15, 2017, between Maxim Integrated Products, Inc. and Wells Fargo Bank, National Association, as trustee.

5.1 Opinion of Weil, Gotshal & Manges LLP.

**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 thereunto duly authorized.

Date: June 20, 2017

MAXIM INTEGRATED PRODUCTS, INC.

By: /s/ Bruce E. Kiddoo

Bruce E. Kiddoo

Senior Vice President, Chief Financial Officer and Chief Accounting Officer

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EXHIBIT INDEX

Exhibit Description

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