

MAXIM INTEGRATED PRODUCTS INC

Form 8-K

November 17, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: November 16, 2011  
(Date of Earliest Event Reported)

MAXIM INTEGRATED PRODUCTS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation)

1-34192  
(Commission File Number)

94-2896096  
(IRS Employer  
Identification No.)

120 SAN GABRIEL DRIVE  
SUNNYVALE, CALIFORNIA  
(Address of Principal Executive Offices)

94086  
(Zip Code)

(408) 737-7600  
(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 (see General Instruction A.2. below):

- 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

The 2011 Annual Meeting of Stockholders of Maxim Integrated Products, Inc., a Delaware corporation (“Maxim” or the “Company”), was held on November 16, 2011. At the meeting, the stockholders of the Company (a) elected each of the seven director nominees proposed by the Board of Directors of the Company and (b) approved and ratified each other matter submitted for a stockholder vote at the meeting and described below.

With respect to each such matter, set forth below are, to the extent applicable, the number of votes cast for or against, the number of votes withheld, the number of abstentions and the number of broker non-votes:

Proposal No. 1 - Election of Directors.

| Director Nominee Name | Votes For   | Votes Withheld | Broker Non-Votes |
|-----------------------|-------------|----------------|------------------|
| Tunc Doluca           | 250,548,993 | 1,539,553      | 20,860,481       |
| B. Kipling Hagopian   | 222,844,511 | 29,244,035     | 20,860,481       |
| James R. Bergman      | 196,304,821 | 55,783,725     | 20,860,481       |
| Joseph R. Bronson     | 251,010,968 | 1,077,578      | 20,860,481       |
| Robert E. Grady       | 248,407,501 | 3,681,045      | 20,860,481       |
| William D. Watkins    | 171,913,324 | 80,175,222     | 20,860,481       |
| Frank Wazzan          | 198,297,040 | 53,791,506     | 20,860,481       |

Proposal No. 2 - Ratification of the appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for the fiscal year ending June 30, 2012.

| Votes For   | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 270,964,152 | 1,935,426     | 49,449  | —                |

Proposal No. 3 - Ratification and approval of an amendment to Maxim's 2008 Employment Stock Purchase Plan to increase the number of shares of Maxim common stock reserved for issuance thereunder by 2,000,000 shares.

| Votes For   | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 249,973,186 | 2,067,707     | 47,653  | 20,860,481       |

Proposal No. 4 - Ratification and approval of an amendment to Maxim's Amended and Restated 1996 Stock Incentive Plan to increase the number of shares of Maxim common stock available for issuance thereunder by 7,000,000 shares.

| Votes For   | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 155,943,459 | 95,410,015    | 735,072 | 20,860,481       |

Proposal No. 5 - Non-binding advisory vote of the compensation paid to Maxim's Named Executive Officers for fiscal year 2011.

| Votes For   | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 184,759,474 | 67,140,549    | 188,523 | 20,860,481       |



Proposal No. 6 - Non-binding advisory vote on the frequency of future votes on compensation to Maxim's Named Executive Officers.

| 1 Year      | 2 Years   | 3 Years    | Abstain | Broker Non-Votes |
|-------------|-----------|------------|---------|------------------|
| 233,406,673 | 3,472,115 | 15,122,836 | 86,922  | 20,860,481       |

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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.

MAXIM INTEGRATED PRODUCTS, INC.

By: /s/ Bruce E. Kiddoo  
Bruce E. Kiddoo  
Senior Vice President and Chief Financial Officer

Date: November 17, 2011