

XILINX INC
Form 8-K
August 02, 2018

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): August 1, 2018

XILINX, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| Delaware | 000-18548 | 77-0188631 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

2100
Logic
Drive
San Jose, California
(Address of principal executive offices)
95124
(Zip Code)

Registrant's telephone number, including area code: (408) 559-7778

(Former name or former address, if changed since last report: N/A)

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))

Indicate by check mark whether the registrant is

an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On August 1, 2018, at the Xilinx, Inc. (the “Company”) 2018 Annual Meeting of Stockholders, the Company’s stockholders approved the proposals listed below. The final results for the votes regarding each proposal are also set forth below. The proposals are described in detail in the Company’s proxy statement filed with the United States Securities and Exchange Commission on June 20, 2018.

1. Elect eleven nominees for director to serve on the Board of Directors for the ensuing year or until their successors are duly elected and qualified:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Dennis Segers | 194,983,517 | 261,912 | 266,169 | 18,238,776 |
| Raman Chitkara | 195,027,043 | 211,615 | 272,939 | 18,238,777 |
| Saar Gillai | 194,918,252 | 319,735 | 273,611 | 18,238,776 |
| Ronald S. Jankov | 192,572,479 | 2,665,036 | 274,083 | 18,238,776 |
| Mary Louise Krakauer | 193,356,390 | 1,883,923 | 271,282 | 18,238,779 |
| Thomas H. Lee | 194,948,191 | 282,779 | 280,624 | 18,238,780 |
| J. Michael Patterson | 190,766,293 | 4,483,271 | 262,034 | 18,238,776 |
| Victor Peng | 194,268,373 | 973,946 | 269,276 | 18,238,779 |
| Albert A. Pimentel | 195,027,969 | 201,469 | 282,157 | 18,238,779 |
| Marshall C. Turner | 193,151,926 | 2,101,922 | 257,748 | 18,238,778 |
| Elizabeth W. Vanderslice | 188,760,578 | 6,487,198 | 263,821 | 18,238,777 |

Effective upon his election to the Board of Directors, Mr. Chitkara has been appointed as Chairman of the Audit Committee.

Approve an amendment to the Company’s 1990 Employee Qualified Stock Purchase

2. Plan to increase the number of shares reserved for issuance thereunder by 3,000,000 shares:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 194,466,331 | 874,858 | 170,116 | 18,239,069 |

3. Approve an amendment to the Company’s 2007 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 3,000,000 shares:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 184,426,358 | 10,736,793 | 348,157 | 18,239,066 |

4. Approve, on an advisory basis, the compensation of the Company’s named executive officers:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 174,677,668 | 20,444,512 | 389,123 | 18,239,071 |

5. Ratify the appointment of Ernst & Young LLP as the Company’s external auditors for fiscal 2019:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 209,287,150 | 4,044,392 | 418,832 | — |

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 hereunto duly authorized.

XILINX,
INC.

Date:
7/27
August
Catia
Hagopian
2018
Catia
Hagopian
Senior
Vice
President,
General
Counsel
and
Secretary