

ALTERA CORP  
Form 8-K  
May 12, 2015

**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): May 11, 2015**

**ALTERA CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**101 Innovation Drive, San Jose, California**

**0-16617**  
**(Commission**

**File Number)**

**77-0016691**  
**(IRS Employer**

**Identification No.)**

**95134**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (408) 544-7000

**Not Applicable**

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

Altera Corporation (the Company) held its Annual Meeting on May 11, 2015, at 2:30 p.m. local time. All of the Company's nominees for director were re-elected, Proposals 2, 3, 4 and 5 were approved by the Company's stockholders with the requisite vote, and Proposal 6 was not approved by the Company's stockholders. The following matters were acted upon at the meeting:

## 1 Election of directors to serve until the next annual meeting of stockholders:

| <b>NOMINEES</b>    | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------|-------------|----------------|----------------|-----------------------------|
| John P. Daane      | 240,287,586 | 14,928,570     | 1,091,613      | 15,772,956                  |
| T. Michael Nevens  | 216,614,179 | 38,290,699     | 1,402,891      | 15,772,956                  |
| A. Blaine Bowman   | 244,872,055 | 11,086,462     | 349,252        | 15,772,956                  |
| Elisha W. Finney   | 244,926,751 | 11,031,110     | 349,908        | 15,772,956                  |
| Kevin McGarity     | 243,176,222 | 12,793,312     | 338,235        | 15,772,956                  |
| Krish A. Prabhu    | 243,631,383 | 12,326,144     | 350,242        | 15,772,956                  |
| Shane V. Robison   | 243,654,499 | 12,302,839     | 350,431        | 15,772,956                  |
| John Shoemaker     | 243,640,198 | 12,329,960     | 337,611        | 15,772,956                  |
| Thomas H. Waechter | 241,210,012 | 14,748,631     | 349,126        | 15,772,956                  |

|   | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|---|-------------|----------------|----------------|-----------------------------|
| 2 Approval of an amendment to the 2005 Equity Incentive Plan to increase by 3,000,000 the number of shares of common stock reserved for issuance under the plan.        | 231,049,309 | 24,941,372     | 317,088        | 15,772,956                  |
| 3 Approval of an amendment to the 1987 Employee Stock Purchase Plan to increase by 1,000,000 the number of shares of common stock reserved for issuance under the plan. | 251,041,141 | 4,166,313      | 1,100,315      | 15,772,956                  |
| 4 Approval, on an advisory basis, of named executive officer compensation.  | 176,043,985 | 76,842,547     | 3,421,237      | 15,772,956                  |
| 5 Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.      | 270,770,940 | 888,798        | 420,987        |                             |
| 6 A stockholder proposal regarding an independent chair of the board.   | 121,692,513 | 134,323,997    | 291,259        | 15,772,956                  |

**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.

ALTERA CORPORATION

/s/ Katherine E. Schuelke  
Katherine E. Schuelke

Senior Vice President, General Counsel, and Secretary

Dated: May 12, 2015