

COHU INC  
Form 8-K  
May 13, 2009

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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 12, 2009

Cohu, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-04298

95-1934119

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

12367 Crosthwaite Circle, Poway, California

92064

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

858-848-8100

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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) At the Cohu, Inc. (the "Company") Annual Meeting of Stockholders (the "Annual Meeting") held on May 12, 2009, the Company's stockholders approved amendments to the Cohu, Inc. 2005 Equity Incentive Plan. The amendments increase the number of shares of the Company's common stock issuable in connection with awards granted under the Plan by 1,800,000 shares and increase the number of shares which may be issued pursuant to restricted stock and performance awards from 1,500,000 shares to 2,500,000 shares. A copy of the amended Cohu, Inc. 2005 Equity Incentive Plan is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 8.01 Other Events.**

The matters voted on at the Annual Meeting and the results of the voting were as follows:

Submission of Matters to a Vote of Security Holders:

(1) Harry L. Casari and Harold Harrigian were elected directors of the Company. The results of the vote were as follows:

Harry L. Casari – Votes For – 20,198,656; Votes Withheld – 1,715,898  
Harold Harrigian – Votes For – 20,193,587; Votes Withheld – 1,720,967

The remaining directors continuing in office until 2010 or 2011 are James A. Donahue, Robert L. Ciardella and Charles A. Schwan.

(2) The amendments to the Cohu 2005 Equity Incentive Plan were approved. The results were as follows:

Votes For – 14,778,656; Votes Against – 2,531,560; Abstentions – 586,005; Broker Non-Votes – 5,447,750

(3) The ratification of the appointment of Ernst & Young LLP as Cohu's independent registered public accounting firm for the year ending December 26, 2009 was approved. The results were as follows:

Votes For – 20,987,717; Votes Against – 811,991; Abstentions – 114,846; Broker Non-Votes – 1,429,417

Other presentation material from the Annual Meeting is available at [www.cohu.com/investors/presentations.htm](http://www.cohu.com/investors/presentations.htm)

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 10.1

Cohu, Inc. 2005 Equity Incentive Plan (1)

(1) Compensation plan or arrangement in which executive officers and directors participate.



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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 hereunto duly authorized.

Cohu, Inc.

*May 13, 2009*

*By: Jeffrey D. Jones*

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*Name: Jeffrey D. Jones  
Title: VP Finance & CFO*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	Cohu, Inc. 2005 Equity Incentive Plan