

MICROCHIP TECHNOLOGY INC

Form 8-K

August 25, 2017

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 25, 2017 (August 22, 2017)

MICROCHIP TECHNOLOGY INCORPORATED

(Exact Name Of Registrant As Specified In Its Charter)

Delaware

0-21184

86-0629024

(State or other Jurisdiction of Incorporation) (Commission File No.) (IRS Employer Identification No.)

2355 West Chandler Boulevard, Chandler, Arizona 85224-6199

(Address of Principal Executive Offices, Including Zip Code)

(480) 792-7200

(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:

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

On August 22, 2017, our stockholders approved an amendment and restatement of our 2004 Equity Incentive Plan ("2004 Plan") to (i) increase the number of shares of common stock authorized for issuance thereunder by 6,000,000, (ii) re-approve the material terms of the plan for purposes of Section 162(m) of the Internal Revenue Code, and (iii) make certain other changes as set forth in the amended and restated 2004 Plan. Our Board of Directors had previously approved the amendment and restatement of our 2004 Plan, subject to stockholder approval. The 2004 Plan is filed as Exhibit 10.1 hereto.

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

At our annual meeting of stockholders held on August 22, 2017, our stockholders elected each of the following individuals to serve on the Board of Directors until the next annual meeting of stockholders, or until his or her successor is duly elected and qualified.

| Nominees           | Votes For   | Votes Against | Abstentions | Broker Non Votes |
|--------------------|-------------|---------------|-------------|------------------|
| Steve Sanghi       | 185,149,355 | 7,586,220     | 260,888     | 24,017,840       |
| Matthew W. Chapman | 182,548,987 | 10,307,239    | 140,237     | 24,017,840       |
| L.B. Day           | 174,250,361 | 18,616,305    | 129,797     | 24,017,840       |
| Esther L. Johnson  | 190,759,396 | 2,092,581     | 144,486     | 24,017,840       |
| Wade F. Meyercord  | 181,986,522 | 10,868,290    | 141,651     | 24,017,840       |

In addition, the following proposals were voted on and approved at the annual meeting:

Proposal to approve an amendment and restatement of our 2004 Plan to (i) increase the number of shares of common stock authorized for issuance thereunder by 6,000,000, (ii) 1. re-approve the material terms of the plan for purposes of Section 162(m) of the Internal Revenue Code, and (iii) make certain other changes as set forth in the amended and restated 2004 Plan.

|             |               |             |                  |
|-------------|---------------|-------------|------------------|
| Votes For   | Votes Against | Abstentions | Broker Non Votes |
| 183,625,585 | 9,127,390     | 243,233     | 24,018,095       |

Proposal to ratify the appointment of Ernst & Young LLP 2. as our independent registered public accounting firm for the fiscal year ending March 31, 2018.

|             |               |             |                  |
|-------------|---------------|-------------|------------------|
| Votes For   | Votes Against | Abstentions | Broker Non Votes |
| 215,721,459 | 1,172,612     | 120,232     | —                |

3. Proposal to approve the compensation of our named executive officers on an advisory (non-binding) basis.

| Votes For   | Votes Against | Abstentions | Broker Non Votes |
|-------------|---------------|-------------|------------------|
| 179,384,802 | 13,314,573    | 296,833     | 24,018,095       |

4. Proposal to approve the frequency period for holding an advisory vote on the compensation of our named executives on an advisory (non-binding) basis.

| 1 Year      | 2 Years | 3 Years    | Abstentions |
|-------------|---------|------------|-------------|
| 181,361,783 | 330,550 | 11,104,290 | 199,585     |

After consideration of the stockholder vote on Proposal 4 above, we determined to hold an advisory (non-binding) vote on the compensation of our named executives each year.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 2004 Equity Incentive Plan, as amended and restated

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.

Dated: August 25, 2017 Microchip Technology Incorporated

By: /s/ J. Eric Bjornholt  
J. Eric Bjornholt  
Vice President, Chief Financial Officer