

CIRRUS LOGIC INC
Form 8-K
August 03, 2015

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): July 29, 2015

CIRRUS LOGIC, INC.
(Exact name of Registrant as specified in its charter)

| | | |
|----------------------------------------------------------------------------------|----------------------------------------|----------------------------------------------------|
| Delaware (State or Other Jurisdiction of Incorporation or Organization) | 0-17795 (Commission File Number) | 77-0024818 (IRS Employer Identification No.) |
| 800 W. 6th Street, Austin, TX (Address of Principal Executive Offices) | | 78701 (Zip Code) |

Registrant's telephone number, including area code: (512) 851-4000

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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Cirrus Logic, Inc. (the "Company") was held on July 29, 2015. At the Annual Meeting, the Company's stockholders voted on the following proposals described in detail in the Company's Proxy Statement, dated June 1, 2015. Final voting results for each of the matters voted on at the meeting are set forth below.

Proposal One: Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| John C. Carter | 27,206,671 | 17,743,680 | 12,080,437 |
| Alex Davern | 42,940,446 | 2,009,905 | 12,080,437 |
| Timothy R. Dehne | 44,764,640 | 185,711 | 12,080,437 |
| Christine King | 44,758,905 | 191,446 | 12,080,437 |
| Jason P. Rhode | 44,788,647 | 161,704 | 12,080,437 |
| Alan R. Schuele | 44,784,563 | 165,788 | 12,080,437 |
| William D. Sherman | 27,227,264 | 17,723,087 | 12,080,437 |
| David J. Tupman | 44,743,404 | 206,947 | 12,080,437 |

Proposal Two: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's 2016 fiscal year.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 33,828,064 | 23,174,966 | 27,758 | |

Proposal Three: Approval, by non-binding vote, of the compensation of the Company's Named Executive Officers as described in the proxy statement.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 43,354,082 | 1,132,729 | 463,540 | 12,080,437 |

Proposal Four: Approval of the Amendment to, and the Restatement of, the 2006 Stock Incentive Plan.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 40,946,728 | 3,945,872 | 57,751 | 12,080,437 |

Proposal Five: Approval of the Material Terms of the 2006 Stock Incentive Plan, as Amended and Restated, for Purposes of Complying with the Requirements of Section 162(m) of the Internal Revenue Code.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 42,102,187 | 2,793,710 | 54,454 | 12,080,437 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CIRRUS LOGIC, INC.

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Date: August 3, 2015

By: /s/ Gregory S. Thomas

Name: Gregory S. Thomas

Title: Vice President, General Counsel,
Corporate Secretary