

ALTERA CORP  
Form 8-K  
October 30, 2013

**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)**

**October 29, 2013**

**ALTERA CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**0-16617**  
**(Commission**  
  
**File Number)**

**77-0016691**  
**(IRS Employer**  
  
**Identification No.)**

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**101 Innovation Drive**

**San Jose, California 95134**

**(Address of principal executive offices, including zip code)**

**(408) 544-7000**

**(Registrant's telephone number, including area code)**

**N/A**

**(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 (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))

**Item 1.01. Entry into a Material Definitive Agreement**

*Underwriting Agreement*

On October 29, 2013, Altera Corporation (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed on Schedule 1 thereto (the *Underwriters*), relating to the issuance and sale by the Company, subject to certain conditions, of \$600.0 million aggregate principal amount of 2.500% Senior Notes due 2018 (the *2018 Notes*) and \$400.0 million aggregate principal amount of 4.100% Senior Notes due 2023 (the *2023 Notes* and together with the 2018 Notes, the *Notes*). The Notes will be issued and sold in a public offering pursuant to the Company's Registration Statement on Form S-3 (File No. 333-180984), including the prospectus contained therein, filed by the Company with the Securities and Exchange Commission (the *Commission*) under the Securities Act of 1933, as amended, a preliminary prospectus supplement dated October 28, 2013 and a related final prospectus supplement dated October 29, 2013.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. Under the terms of the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities.

The description of the Underwriting Agreement contained herein is qualified in its entirety by reference to the Underwriting Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 29, 2013, by and among Altera Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters.

**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**

By: /s/ Ronald J. Pasek  
Name: Ronald J. Pasek  
Title: Senior Vice President and  
Chief Financial Officer

Date: October 30, 2013

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

- |     |  |
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