

TERADYNE, INC  
Form 8-K  
July 16, 2014

**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): July 14, 2014**

**TERADYNE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Massachusetts**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-06462**  
**(Commission**

**File Number)**

**04-2272148**  
**(IRS Employer**

**Identification No.)**

**600 Riverpark Drive, North Reading, MA**  
**(Address of Principal Executive Offices)**

**01864**  
**(Zip Code)**

**Registrant's telephone number, including area code (978) 370-2700**

**(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 5.02(d). Departure of Directors or Certain Offices; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 14, 2014, the Board of Directors (the Board) of Teradyne, Inc. (Teradyne) elected Mercedes Johnson as a director of Teradyne and appointed her to the Board's Audit Committee.

The Board has determined that Ms. Johnson is independent. To be considered independent by the Board, a director must satisfy the definitions pursuant to the Securities Exchange Commission and New York Stock Exchange rules, meet the standards regarding director independence adopted by Teradyne, and, in the Board's judgment, not have a material relationship with Teradyne. Teradyne's standards for determining independence are available on Teradyne's web site at [www.teradyne.com](http://www.teradyne.com) under the Corporate Governance section of the Investors link.

Ms. Johnson will receive compensation at the rate of \$70,000 per year.

On July 14, 2014, Ms. Johnson received a grant of restricted stock units pursuant to Teradyne's 2006 Equity and Cash Compensation Incentive Plan in the amount of 6,203 shares having a fair market value equal to \$124,050 based on the Board's annual equity compensation of \$150,000 prorated daily to reflect the period from her date of appointment to the expected date of the 2015 Annual Meeting of Shareholders. This grant vests in full on the earlier of the date the 2015 Annual Meeting of Shareholders is held or the last Thursday in May 2015.

**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 thereunto duly authorized.

TERADYNE, INC.

Dated: July 16, 2014

By: /s/ Gregory R. Beecher

Name: Gregory R. Beecher

Title: V.P., Chief Financial Officer and Treasurer