

MAXIM INTEGRATED PRODUCTS INC

Form 8-K

November 21, 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**

**November 21, 2013**

**Date of Report (Date of earliest event reported)**

**MAXIM INTEGRATED PRODUCTS, INC.**

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

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

**001-34192**  
**(Commission**  
**File Number)**

**94-2896096**  
**(I.R.S. Employer**  
**Identification No.)**

**160 Rio Robles**

**San Jose, California 95134**

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

**(408) 601-1000**

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

**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 (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.**

On November 21, 2013, Maxim Integrated Products, Inc. (the Company) completed a public offering of \$500 million aggregate principal amount of the Company's 2.500% Senior Notes due 2018 (the Notes). The Notes are governed by an Indenture, dated as of June 10, 2010 (the Base Indenture), as supplemented by a Supplemental Indenture, dated as of November 21, 2013 (the Third Supplemental Indenture), each between the Company and Wells Fargo Bank, National Association, as trustee (as so supplemented, the Indenture).

The Notes are unsecured and unsubordinated obligations of the Company and rank equally with all of the Company's existing and future unsecured and unsubordinated obligations. Interest on the Notes will be payable semiannually in arrears on May 15 and November 15 of each year beginning on May 15, 2014.

Prior to the maturity date, the Company may redeem all or a portion of the Notes at its option at any time or from time to time at a redemption price equal to the greater of:

100% of the principal amount plus accrued and unpaid interest to, but excluding, the redemption date; and

the sum of the present values of the remaining scheduled payments of principal and interest (exclusive of interest accrued to the redemption date) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Indenture) plus 20 basis points, plus accrued and unpaid interest on the principal amount being redeemed to, but excluding, the redemption date.

The net proceeds of this offering were approximately \$495 million. The Company intends to use the net proceeds from the offering for general corporate purposes, including acquisitions, and to repurchase shares of its common stock. The Notes were offered and sold by the Company pursuant to its registration statement on Form S-3 (File No. 333-190576) (the Registration Statement).

The foregoing description of the Indenture does not purport to be complete and is qualified in its entirety by reference to the full text of the Base Indenture, which is filed as Exhibit 4.4 to the Company's Registration Statement, filed on June 10, 2010, and to the full text of the Third Supplemental Indenture, which is filed as Exhibit 4.1 hereto. Each of the foregoing documents is incorporated by reference herein.

In connection with the offering of the Notes, the Company is filing as Exhibit 5.1 hereto an opinion of counsel addressing the validity of the Notes. Such opinion is incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

Number	Description
4.1	Third Supplemental Indenture, dated as of November 21, 2013, between Maxim Integrated Products, Inc. and Wells Fargo Bank, National Association, as trustee.
5.1	Opinion of Weil, Gotshal & Manges LLP.

**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.

Date: November 21, 2013

**MAXIM INTEGRATED PRODUCTS,  
INC.**

By: /s/ Bruce Kiddoo  
Bruce Kiddoo  
Senior Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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