

TEXAS INSTRUMENTS INC  
Form 8-K  
December 07, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): December 7, 2010

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TEXAS INSTRUMENTS INCORPORATED  
(Exact name of registrant as specified in charter)

|                                                               |                                       |                                                       |
|---------------------------------------------------------------|---------------------------------------|-------------------------------------------------------|
| DELAWARE<br>(State or other jurisdiction of<br>incorporation) | 001-03761<br>(Commission file number) | 75-0289970<br>(I.R.S. employer<br>identification no.) |
|---------------------------------------------------------------|---------------------------------------|-------------------------------------------------------|

12500 TI BOULEVARD  
P.O. BOX 660199  
DALLAS, TEXAS 75266-0199  
(Address of principal executive offices)

Registrant's telephone number, including area code: (972) 995-3773

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Check the appropriate box below if the Form 8-K 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)

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- “ 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 7.01. Regulation FD Disclosure

The Registrant's news release dated December 7, 2010, regarding the Registrant's outlook for the fourth quarter of 2010 attached hereto as Exhibit 99 is incorporated by reference herein.

ITEM 8.01. Other Events

On December 2, 2010, the Registrant's Board of Directors amended the Texas Instruments 2009 Director Compensation Plan (the "Plan"). As amended, the Plan provides for each director to be granted annually an option with a grant-date value of approximately \$100,000 determined using a Black-Scholes option-pricing model and a restricted stock unit ("RSU") award with a grant-date value of approximately \$100,000. Previously, the Plan provided that directors shall receive an annual grant of 2,500 RSUs and an option for 7,000 shares of the Registrant's common stock. The 2011 equity grants will be the first to reflect these changes. The amended Plan is attached hereto as Exhibit 10 and is incorporated by reference herein.

ITEM 9.01. Exhibits

Designation  
of Exhibit  
in this  
Report

Description of Exhibit

|    |                                                                                                                 |
|----|-----------------------------------------------------------------------------------------------------------------|
| 10 | Texas Instruments 2009 Director Compensation Plan as amended December 2, 2010 (furnished pursuant to Item 8.01) |
| 99 | Registrant's News Release Dated December 7, 2010 (furnished pursuant to Item 7.01)                              |

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995:

This report includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as TI or its management "believes," "expects," "anticipates," "foresees," "forecasts," "estimates" or other words or phrases of similar import. Similarly, statements herein that describe our business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

We urge you to carefully consider the following important factors that could cause actual results to differ materially from the expectations of TI or its management:

- Market demand for semiconductors, particularly in key markets such as communications, computing, industrial and entertainment electronics;

- TI's ability to maintain or improve profit margins, including its ability to utilize its manufacturing facilities at sufficient levels to cover its fixed operating costs, in an intensely competitive and cyclical industry;

- TI's ability to develop, manufacture and market innovative products in a rapidly changing technological environment;

- TI's ability to compete in products and prices in an intensely competitive industry;

• TI's ability to maintain and enforce a strong intellectual property portfolio and obtain needed licenses from third parties;

• Expiration of license agreements between TI and its patent licensees, and market conditions reducing royalty payments to TI;

• Economic, social and political conditions in the countries in which TI, its customers or its suppliers operate, including security risks, health conditions, possible disruptions in transportation networks and fluctuations in foreign currency exchange rates;

• Natural events such as severe weather and earthquakes in the locations in which TI, its customers or its suppliers operate;

• Availability and cost of raw materials, utilities, manufacturing equipment, third-party manufacturing services and manufacturing technology;

• Changes in the tax rate applicable to TI as the result of changes in tax law, the jurisdictions in which profits are determined to be earned and taxed, the outcome of tax audits and the ability to realize deferred tax assets;

• Changes in laws and regulations to which TI or its suppliers are or may become subject, such as those imposing fees or reporting or substitution costs relating to the discharge of emissions into the environment or the use of certain raw materials in our manufacturing processes;

• Losses or curtailments of purchases from key customers and the timing and amount of distributor and other customer inventory adjustments;

- Customer demand that differs from our forecasts;
- The financial impact of inadequate or excess TI inventory that results from demand that differs from projections;
- Impairments of our non-financial assets;

• Product liability or warranty claims, claims based on epidemic or delivery failure or recalls by TI customers for a product containing a TI part;

- TI's ability to recruit and retain skilled personnel; and

• Timely implementation of new manufacturing technologies, installation of manufacturing equipment and the ability to obtain needed third-party foundry and assembly/test subcontract services.

For a more detailed discussion of these factors, see the Risk Factors discussion in Item 1A of our most recent Form 10-K. The forward-looking statements included in this report on Form 8-K are made only as of the date of this report, and we undertake no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

#### 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.

TEXAS INSTRUMENTS INCORPORATED

Date: December 7, 2010

By:

/s/ KEVIN P. MARCH  
Kevin P. March  
Senior Vice President and  
Chief Financial Officer