

XILINX INC
Form 8-K
August 11, 2016

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): August 10, 2016

XILINX, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| Delaware | 000-18548 | 77-0188631 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

2100
Logic
Drive,
San Jose, California
(Address of principal executive offices)
95124
(Zip Code)

Registrant's telephone number, including area code: (408) 559-7778

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 10, 2016, at the Xilinx, Inc. (the "Company") 2016 Annual Meeting of Stockholders, the Company's stockholders approved the proposals listed below. The final results for the votes regarding each proposal are also set forth below. The proposals are described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on June 1, 2016.

- 1 Elect nine nominees for director to serve on the Board of Directors for the ensuing year or until their successors are duly elected and qualified:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Dennis Segers | 199,526,174 | 1,192,698 | 110,953 | 16,532,420 |
| Moshe N. Gavriellov | 200,013,297 | 678,795 | 137,734 | 16,532,419 |
| Saar Gillai | 200,013,920 | 674,840 | 141,065 | 16,532,420 |
| Ronald S. Jankov | 200,005,358 | 698,690 | 125,775 | 16,532,422 |
| Thomas H. Lee | 200,059,992 | 647,278 | 122,555 | 16,532,420 |
| J. Michael Patterson | 199,893,323 | 784,157 | 152,346 | 16,532,419 |
| Albert A. Pimentel | 199,084,079 | 1,594,828 | 150,919 | 16,532,419 |
| Marshall C. Turner | 199,891,697 | 802,090 | 136,037 | 16,532,421 |
| Elizabeth W. Vanderslice | 197,151,233 | 3,542,964 | 135,631 | 16,532,417 |

- 2 Approve amendments to the Company's 2007 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 2,500,000 shares and to limit the aggregate equity and cash compensation for each non-employee director to no more than \$750,000 per fiscal year:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 168,931,034 | 31,715,203 | 183,218 | 16,532,790 |

- 3 Approve certain provisions of the Company's 2007 Equity Incentive Plan for the purposes of complying with Section 162(m) of the Internal Revenue Code:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 171,283,012 | 29,293,364 | 253,076 | 16,532,793 |

- 4 Approve, on an advisory basis, the compensation of the Company's named executive officers:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 186,099,368 | 14,489,567 | 240,517 | 16,532,793 |

- 5 Ratify the appointment of Ernst & Young LLP as the Company's external auditors for fiscal 2017:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 214,247,004 | 2,880,446 | 234,795 | — |

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.

XILINX, INC.

Date:

August 11, 2016

By: Scott
Hover-Smoot

2016

Scott
Hover-Smoot
Senior Vice
President,
General
Counsel and
Secretary