

INTEGRATED DEVICE TECHNOLOGY INC  
Form 8-K  
March 25, 2019

**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): March 22, 2019**

**INTEGRATED DEVICE TECHNOLOGY, INC.**  
**(Exact name of registrant as specified in its charter)**

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

**00-12695**  
**(Commission**  
  
**File Number)**  
**6024 Silver Creek Valley Road**

**94-2669985**  
**(I.R.S. Employer**  
  
**Identification No.)**

**San Jose, California**

**(Address of principal executive offices)**

**95138**

**(Zip Code)**

**(408) 284-8200**

**(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:

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On March 22, 2019, Integrated Device Technology, Inc. ( IDT ) issued a press release announcing that, in connection with the pending acquisition of IDT by Renesas Electronics Corporation ( Renesas ) pursuant to the Agreement and Plan of Merger, dated as of September 10, 2018, by and between Renesas and IDT, and subsequently joined by Chapter Two Company ( Merger Agreement ), the parties were notified by the Committee on Foreign Investment in the United States ( CFIUS ) that it had concluded its review of the transaction and determined that there are no unresolved national security concerns with respect to the transaction. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The receipt of CFIUS clearance satisfies one of the remaining conditions to the closing of the transaction. The transaction is currently expected to close on March 29, 2019, subject to other customary closing conditions.

The foregoing disclosure regarding the conditions set forth in the Merger Agreement is qualified in its entirety by reference to the Merger Agreement, a copy of which was attached as Exhibit 2.1 to IDT s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 11, 2018 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
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99.1	<u>Press release dated March 22, 2019</u>
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**Cautionary Statement Regarding Forward-Looking Statements**

This communication contains certain information which may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). These statements relate to future events that are based on current expectations, estimates, forecasts and projections. These statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. All statements other than statements of historical fact or relating to present facts or current conditions included in this communication are forward-looking statements. Such forward-looking statements include, among others, IDT s current expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. Forward-looking statements can usually be identified by the use of terminology such as anticipate, believe, could, continue, estimate, expect, goals, intend, likely, may, might, plan, target, will, would, and variations of such words and similar expressions.

Those risks, uncertainties and assumptions include, (i) the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect IDT s business and the price of the common stock of IDT, (ii) the failure to satisfy any of the conditions to the consummation of the proposed transaction, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (iv) the effect of the announcement or pendency of the proposed transaction on IDT s business relationships, operating results and business generally, (v) risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction, (vi) risks related to diverting management s attention from IDT s ongoing business operations (vii) the outcome of any legal proceedings that may be instituted against us related to the Merger Agreement or the proposed transaction; (viii) unexpected costs, charges or expenses resulting from the proposed transaction; and (ix) other risks described in IDT s filings with the Securities and

Exchange Commission, such as its Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K.

Any forward-looking statement made in this communication speaks only as of the date on which it is made. You should not put undue reliance on any forward-looking statements. IDT undertakes no obligation, and expressly disclaims any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as may be required by law. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

**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: March 22, 2019

**INTEGRATED DEVICE TECHNOLOGY, INC.**

By: /s/ Brian C. White

Name: Brian C. White

Title: Senior Vice President and Chief Financial Officer

(duly authorized officer)