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ANALOG DEVICES INC  
Form 8-K  
November 09, 2007

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): November 8, 2007

Analog Devices, Inc.

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

Massachusetts

1-7819

04-2348234

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(State or Other Juris-  
diction of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

One Technology Way, Norwood, MA

02062

-----  
(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (781) 329-4700

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(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 8.01. Other Events

On November 8, 2007, Analog Devices, Inc. ("Analog") entered into a Purchase and Sale Agreement with certain subsidiaries of ON Semiconductor Corporation ("ON") pursuant to which Analog agreed to sell or license to ON the assets and intellectual property related to Analog's CPU voltage regulation and PC thermal monitoring product line. The product line to be sold consists of core

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voltage regulator products for the central processing unit (CPU) in computing and gaming applications and temperature sensors and fan-speed controllers for managing the temperature of the CPU. The parties will also enter into a one-year manufacturing supply arrangement. ON will pay total consideration to Analog of approximately \$185 million in cash.

The Purchase and Sale Agreement contains customary representations and warranties, covenants, conditions and post-closing indemnities. Following the closing of the transaction, Analog shall be subject to certain non-competition covenants related to the activities of the product line being sold for a three-year period. Analog has also agreed to provide ON with various transition services following the closing of the transaction.

The closing of the transaction is subject to the satisfaction of regulatory requirements and other customary closing conditions.

A copy of the press release issued by Analog on November 8, 2007 concerning the foregoing transaction is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. -----	Description -----
99.1	Press Release of the Registrant, dated November 8, 2007

SIGNATURE

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 9, 2007

ANALOG DEVICES, INC.

By: /s/ Margaret K. Seif  
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Margaret K. Seif  
Vice President, General Counsel and  
Secretary

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release of the Registrant, dated November 8, 2007.