

MAXIM INTEGRATED PRODUCTS INC  
Form DEFA14A  
October 01, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- |                                     |   |                          |   |
|-------------------------------------|---|--------------------------|---|
| <input type="checkbox"/>            | Preliminary proxy statement                 | <input type="checkbox"/> | <b>Confidential, For Use of the Commission Only (as permitted</b> |
| <input type="checkbox"/>            | Definitive proxy statement                  | <input type="checkbox"/> | <b>by Rule 14a-6(e)(2))</b>                                       |
| <input checked="" type="checkbox"/> | Definitive additional materials             |                          |   |
| <input type="checkbox"/>            | Soliciting material pursuant to §240-14a-12 |                          |   |

**Maxim Integrated Products, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on November 12, 2014.**

**MAXIM INTEGRATED PRODUCTS, INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting

*MAXIM INTEGRATED PRODUCTS, INC.*

**For holders as of:** September 18, 2014

*ATTN: MARK CASPER*

**Date:** November 12, 2014 **Time:** 10:00 AM Pacific  
Time

*160 RIO ROBLES*

*SAN JOSE, CA 95134*

**Location:** Maxim Integrated Products, Inc.

Event Center

160 Rio Robles

San Jose, California 95134

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**Before You Vote**  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT ON FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*:      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*:    1-800-579-1639
- 3) *BY E-MAIL* \*:      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before October 29, 2014 to facilitate timely delivery.

**How To Vote**  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

**The Board of Directors recommends you vote FOR all of the nominees listed below and FOR proposals 2 through 7:**

1. To elect seven members of the board of directors to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified.

**The seven director nominees are as follows:**

01) B. Kipling Hagopian	05) Robert E. Grady
02) Tunc Doluca	06) William D. Watkins
03) James R. Bergman	07) A. R. Frank Wazzan
04) Joseph R. Bronson	

2. To ratify the appointment of Deloitte & Touche LLP as Maxim Integrated's independent registered public accounting firm for the fiscal year ending June 27, 2015.
3. To ratify and approve an amendment to Maxim Integrated's 2008 Employee Stock Purchase Plan to increase the number of shares available for issuance thereunder by 2,000,000 shares.
4. To ratify and approve an amendment to Maxim Integrated's 1996 Stock Incentive Plan to increase the number of shares available for issuance thereunder by 5,000,000 shares and to extend the Plan's term by 10 years.
5. To ratify and approve an amendment to Maxim Integrated's restated certificate of incorporation to eliminate the ability of stockholders to cumulate their votes in future elections of directors.
6. Advisory note on Executive Compensation.
7. To approve the adoption of Maxim Integrated's Executive Bonus Plan, a bonus plan for the Company's executive officers compliant with Section 162(m) of the Internal Revenue Code.





October 3, 2014

Dear Maxim Integrated Stockholders:

I am pleased to provide you with the enclosed Proxy Statement for our 2014 Annual Meeting and Annual Report on Form 10-K for our fiscal year ended June 28, 2014.

We made significant progress against our company's strategy in fiscal year 2014. First, we successfully completed the acquisition of Volterra Semiconductor and have fully integrated Volterra's operations with ours. Second, we achieved strong growth in our Automotive and Industrial businesses and continued to diversify our customer base in our Mobility business. Finally, we returned approximately 92% of free cash flow to stockholders in the form of dividends and share repurchases during the year. We recently increased the quarterly dividend by 8%, reflecting our confidence in our business model and ability to maintain high profitability throughout economic cycles.

As described in our Proxy Statement, we are asking for your support for various proposals, including modest share increases in our equity compensation plans and an amendment to our certificate of incorporation to eliminate the ability of stockholders to cumulate their votes in the election of directors. Our proposal to eliminate cumulative voting would bring us in line with other publicly traded companies as more than 95% of the companies listed on Nasdaq 100 and the Russell 1000 do not allow stockholders to cumulate their votes in the election of directors. We have also made other corporate governance enhancements, including the implementation of a majority voting standard in uncontested director elections and allowing stockholders to call a special meeting of stockholders.

Thank you for your continuing support, and we look forward to seeing you at the Annual Meeting.

Sincerely,

Tunç Doluca

President and Chief Executive Officer

Maxim Integrated