

ANALOG DEVICES INC  
Form 8-K  
April 04, 2011

**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): April 4, 2011  
Analog Devices, Inc.

(Exact Name of Registrant as Specified in Charter)

**Massachusetts**

**1-7819**

**04-2348234**

(State or Other Jurisdiction  
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

(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))
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**Item 8.01. Other Events**

On April 4, 2011, Analog Devices, Inc. ( Analog Devices ) issued \$375 million aggregate principal amount of 3.00% senior unsecured notes due April 15, 2016 (the Notes ) in a public offering pursuant to a registration statement on Form S-3 (File No. 333-160215) (the Registration Statement ) and a related prospectus and prospectus supplement, each as filed with the Securities and Exchange Commission. The Notes were issued under an indenture dated June 30, 2009 (the Indenture ), between Analog Devices and The Bank of New York Mellon Trust Company, N.A., as supplemented by a supplemental indenture dated April 4, 2011 (the Supplemental Indenture ). The sale of the Notes was made pursuant to the terms of an Underwriting Agreement dated March 30, 2011 among Analog Devices and Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (the Underwriting Agreement ). Analog Devices received net proceeds from the sale of the Notes, after deducting expenses and underwriting discounts and commissions, of approximately \$370.4 million.

The above description is qualified in its entirety by reference to the Underwriting Agreement, Indenture, Supplemental Indenture and form of 3.00% Note due April 15, 2016 (the Note ). The Underwriting Agreement was previously filed as Exhibit 1.1 to Analog Devices Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 31, 2011 (the Underwriting 8-K ). The Indenture was previously filed as Exhibit 4.1 to Analog Devices Quarterly Report on Form 10-Q, filed with Securities and Exchange Commission on August 18, 2009. The Supplemental Indenture is filed as Exhibit 4.1 hereto and the Note is filed as Exhibit 4.2 hereto. The Underwriting Agreement, Indenture, Supplemental Indenture and Note are incorporated herein by reference.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to Analog Devices, has issued an opinion to Analog Devices dated March 30, 2011, regarding the legality of the Notes upon issuance and sale thereof. A copy of the opinion as to legality was filed as Exhibit 5.1 to the Underwriting 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

See Exhibit Index attached hereto.

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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.

ANALOG DEVICES, INC.

Date: April 4, 2011

/s/ David A. Zinsner

Name: David A. Zinsner

Title: Vice President and Chief Financial  
Officer

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EXHIBIT INDEX

| Exhibit No. | Description                                   |
|-------------|---|
| 4.1         | Supplemental Indenture dated April 4, 2011.   |
| 4.2         | Form of 3.00% Global Note due April 15, 2016. |