

SEMTECH CORP

FORM 8-K (Current report filing)

Filed 06/15/20 for the Period Ending 06/11/20

Address	200 FLYNN ROAD CAMARILLO, CA, 93012-8790
Telephone	8054982111
CIK	0000088941
Symbol	SMTC
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	01/26

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 11, 2020

Semtech Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-6395
(Commission
File Number)

95-2119684
(IRS Employer
Identification No.)

200 Flynn Road
Camarillo, California
(Address of principal executive offices)

93012-8790
(Zip Code)

805-498-2111
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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SMTC	The Nasdaq Global Select Market

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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (“Annual Meeting”) of Semtech Corporation (the “Company”) was held on June 11, 2020. At the Annual Meeting, stockholders (a) elected the nine nominees identified in the table below to the Board of Directors of the Company to serve until the Company’s 2021 Annual Meeting of Stockholders and until their successors are duly elected and qualified, (b) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2021; and (c) approved, on an advisory basis, the compensation paid to the Company’s named executive officers. Set forth below are the final voting tallies for the Annual Meeting.

The total number of shares present in person or by proxy was 62,447,771 shares or 95.88% of the total shares issued and outstanding and entitled to vote, thereby constituting a quorum for the purpose of the Annual Meeting. Abstentions and broker non-votes were counted for purposes of determining whether a quorum was present.

The following is a tabulation of the votes with respect to each of the proposals:

Proposal Number 1

Election of Directors

Name	Votes For	Votes Withheld	Broker Non-Votes
James P. Burra	58,352,301	1,025,529	3,069,940
Rodolpho C. Cardenuto	58,436,025	941,805	3,069,940
Bruce C. Edwards	57,627,042	1,750,788	3,069,940
Saar Gillai	59,332,795	45,035	3,069,940
Rockell N. Hankin	55,197,908	4,179,922	3,069,940
Ye Jane Li	58,430,404	947,426	3,069,940
James T. Lindstrom	58,270,134	1,107,696	3,069,940
Mohan R. Maheswaran	58,957,714	420,116	3,069,940
Sylvia Summers	59,333,287	44,543	3,069,940

Proposal Number 2

Ratification of Appointment of Independent Registered Public Accounting Firm

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
62,134,508	287,995	25,267	0

Proposal Number 3

Advisory (Non-Binding) Vote on Executive Compensation

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
47,322,262	12,031,302	24,266	3,069,940

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 thereunto duly authorized.

SEMTECH CORPORATION

Date: June 15, 2020

/s/ Charles B. Ammann

Name: Charles B. Ammann

Title: Executive Vice President, General Counsel and Secretary