

LITTELFUSE INC /DE
Form S-4/A
December 05, 2017

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As filed with the Securities and Exchange Commission on December 4, 2017

Registration No. 333-221147

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

**AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

LITTELFUSE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3613
(Primary Standard Industrial
Classification Code Number)

36-3795742
(I.R.S. Employer
Identification Number)

**8755 West Higgins Road, Suite 500
Chicago, Illinois 60631
(773) 628-1000**

Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ryan K. Stafford, Esq.
Executive Vice President, Chief Legal and
Human Resources Officer and Corporate Secretary
Littelfuse, Inc.
8755 West Higgins Road, Suite 500
Chicago, Illinois 60631
(773) 628-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

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Menlo Park, California 94025
(650) 328-4600

Approximate date of commencement of proposed sale of the securities to the public:
As soon as practicable after this Registration Statement is declared effective and upon the satisfaction or waiver of all other conditions to consummation of the transactions described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company) 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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is subject to completion and amendment. A registration statement relating to the securities described in this proxy statement/prospectus has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy these securities be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION, DATED DECEMBER 4, 2017

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear IXYS Corporation Stockholder:

On August 25, 2017, IXYS Corporation (referred to as IXYS), Littelfuse, Inc. (referred to as Littelfuse) and Iron Merger Co., Inc., a wholly owned subsidiary of Littelfuse (referred to as Merger Sub), entered into an Agreement and Plan of Merger that provides for the acquisition of IXYS by Littelfuse (such agreement, as amended by Amendment No. 1, dated as of December 4, 2017, by and among IXYS, Littelfuse, Merger Sub and IXYS Merger Co., LLC, a wholly owned subsidiary of Littelfuse (referred to as Merger Sub Two), as it may be further amended from time to time, is referred to as the merger agreement). Pursuant to the terms of the merger agreement, Merger Sub will merge with and into IXYS (referred to as the initial merger), with IXYS continuing as the surviving corporation in the initial merger and a wholly owned subsidiary of Littelfuse. Further to the terms of the merger agreement, IXYS, as the surviving corporation of the initial merger, will merge with and into Merger Sub Two (referred to as the follow-on merger, and collectively with the initial merger, the merger), with Merger Sub Two continuing as the surviving company in the follow-on merger and a wholly owned subsidiary of Littelfuse. The respective boards of directors of IXYS and Littelfuse have unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

Upon the terms and subject to the conditions of the merger agreement, at the effective time of the initial merger (referred to as the effective time), each share of common stock, par value \$0.01 per share, of IXYS that you own immediately prior to the effective time will be cancelled and extinguished and automatically converted into the right to receive, at your election and subject to proration, (i) \$23.00 in cash (subject to applicable withholding tax), without interest (referred to as the cash consideration), or (ii) 0.1265 of a share of common stock, par value \$0.01 per share, of Littelfuse (referred to as the stock consideration and together with the cash consideration, the merger consideration). You will receive cash in lieu of any fractional shares of Littelfuse common stock that you would otherwise be entitled to receive. Additionally, at the effective time, each outstanding option to purchase shares of IXYS common stock granted under an IXYS equity plan will be assumed by Littelfuse and converted into an option to acquire (i) a number of shares of Littelfuse common stock equal to the number of shares of IXYS common stock subject to such option immediately prior to the effective time multiplied by 0.1265, rounded down to the nearest whole share, with (ii) an exercise price per share of Littelfuse common stock equal to the exercise price of such IXYS stock option immediately prior to the effective time divided by 0.1265, rounded up to the nearest whole cent.

Based on the closing stock price of Littelfuse common stock on August 25, 2017, the last full trading day before the announcement of the merger, the per share value of IXYS common stock implied by the stock consideration is \$22.55. Based on the closing stock price of Littelfuse common stock on [•], 2017, the most recent practicable date prior to the date of the accompanying proxy statement/prospectus, the per share value implied by the stock consideration is \$[•], which represents a premium of approximately [•]% over IXYS' closing stock price on August 25, 2017. The implied value of the stock consideration will fluctuate as the market price of Littelfuse common stock fluctuates because the stock consideration is payable in a fixed number of shares of Littelfuse common stock. As a result, the value of the stock consideration that IXYS stockholders will receive upon completion of the merger could be greater than, less than or the same as the value of the stock consideration on the date of the accompanying proxy statement/prospectus or at the time of the special meeting of the IXYS stockholders described in the accompanying proxy statement/prospectus (referred to as the special meeting). Accordingly, you should obtain current stock price quotations for Littelfuse common stock and IXYS common stock before deciding how to vote with respect to the approval of the merger proposal. Littelfuse common stock and IXYS common stock trade on The NASDAQ Global Select Market under the symbols "LFUS" and "IXYS," respectively.

Based on the number of shares of Littelfuse common stock and IXYS common stock outstanding on November 29, 2017, upon completion of the merger, former IXYS stockholders will own approximately 8% of the outstanding shares of Littelfuse common stock and Littelfuse stockholders immediately prior to the merger will own approximately 92% of the outstanding shares of Littelfuse common stock.

The IXYS board of directors unanimously determined that the merger and the merger agreement are fair to and in the best interests of IXYS and its stockholders, and approved and declared it advisable to enter into the merger agreement.

At the special meeting, you will be asked to approve the merger proposal and to vote on other merger-related matters. **The IXYS board of directors unanimously recommends that IXYS stockholders vote "FOR" the merger proposal and "FOR" each of the other proposals described in the accompanying proxy statement/prospectus.**

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Your vote is very important. Littelfuse and IXYS cannot complete the merger without the approval of the merger proposal by IXYS stockholders holding at least a majority of the shares of IXYS common stock outstanding at the close of business on [•], 2017, the record date for the special meeting. The failure of any stockholder to vote will have the same effect as a vote against the approval of the merger proposal. It is important that your shares of IXYS common stock be represented and voted regardless of the size of your holdings. Whether or not you plan to attend the special meeting, IXYS urges you to submit a proxy in advance of the special meeting to have your shares voted by using one of the methods described in the accompanying proxy statement/prospectus.

More information about Littelfuse, IXYS, the special meeting, the merger and the other proposals for consideration at the special meeting is contained in the accompanying proxy statement/prospectus. Please carefully read the entire proxy statement/prospectus, including the section titled "Risk Factors" beginning on page 32, for a discussion of the risks relating to the proposed merger, and the annexes and documents incorporated by reference.

On behalf of the IXYS board of directors, thank you for your continued support.

Sincerely,

Uzi Sasson

President and Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The accompanying proxy statement/prospectus is dated [•], 2017 and is first being mailed to IXYS stockholders on or about [•], 2017.

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IXYS CORPORATION

1590 Buckeye Drive
Milpitas, California 95035-7418

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON [•], 2018

This is a notice that the special meeting of stockholders of IXYS Corporation (referred to as IXYS) will be held on [•], 2018, beginning at [•], local time, at IXYS' principal executive offices at the above address, unless postponed to a later date. The special meeting will be held for the following purposes:

1. to adopt the Agreement and Plan of Merger, dated as of August 25, 2017, as amended by Amendment No. 1, dated as of December 4, 2017 (such agreement, as it may be further amended from time to time, is referred to as the merger agreement), by and among IXYS, Littelfuse, Inc. (referred to as Littelfuse), Iron Merger Co., Inc., a wholly owned subsidiary of Littelfuse (referred to as Merger Sub), and IXYS Merger Co., LLC, a wholly owned subsidiary of Littelfuse (referred to as Merger Sub Two), pursuant to which, upon the terms and subject to the conditions of the merger agreement, Merger Sub will merge with and into IXYS (referred to as the initial merger), with IXYS surviving the initial merger as a wholly owned subsidiary of Littelfuse, and further to which IXYS, as the surviving corporation of the initial merger, will merge with and into Merger Sub Two (referred to as the follow-on merger, and collectively with the initial merger, the merger), with Merger Sub Two continuing as the surviving company in the follow-on merger and a wholly owned subsidiary of Littelfuse (referred to as the merger proposal);
2. to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to IXYS' named executive officers that is based on or otherwise relates to the merger (referred to as the merger-related compensation proposal); and
3. to approve the adjournment of the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger proposal (referred to as the adjournment proposal).

The accompanying proxy statement/prospectus describes the proposals listed above in more detail. Please refer to the accompanying proxy statement/prospectus, including the merger agreement and the other annexes and documents included in, or incorporated by reference into, the accompanying proxy statement/prospectus for further information with respect to the business to be transacted at the special meeting. You are encouraged to read the entire proxy statement/prospectus carefully before voting. **In particular, see the section titled "Risk Factors" beginning on page 32.**

The IXYS board of directors unanimously determined that the terms of the merger agreement and the merger are fair to, and in the best interests of, IXYS and its stockholders, and that it is in the best interests of IXYS and its stockholders, and declared it advisable, for IXYS to enter into the merger agreement. The IXYS board of directors recommends that IXYS stockholders vote "FOR" the merger proposal and "FOR" each of the other proposals listed above and described in more detail in the accompanying proxy statement/prospectus.

The IXYS board of directors has fixed the close of business on [•], 2017 as the record date for determination of IXYS stockholders entitled to receive notice of, and to vote at, the special meeting or any adjournments or postponements thereof. Only holders of record of IXYS common stock as of the close of business on the record date are entitled to receive notice of, and to vote at, the special meeting.

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YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN.

The merger cannot be completed unless the merger proposal is approved by the affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of IXYS common stock entitled to vote thereon.

The affirmative vote of holders of a majority of the shares of IXYS common stock present in person or represented by proxy at the special meeting and entitled to vote thereon is required to approve the merger-related compensation proposal and the adjournment proposal.

Whether or not you expect to attend the special meeting in person, IXYS urges you to submit a proxy to have your shares voted as promptly as possible by either: (1) logging onto the website shown on your proxy card and following the instructions to submit a proxy online; (2) dialing the toll-free number shown on your proxy card and following the instructions to submit a proxy by phone; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the special meeting. If your shares are held in the name of a bank, brokerage firm or other nominee, please follow the instructions on the voting instruction card furnished by such bank, brokerage firm or other nominee. Any stockholder of record attending the special meeting may vote in person even if such stockholder has returned a proxy card.

If you have any questions about the special meeting, the merger, the proposals or the accompanying proxy statement/prospectus, would like additional copies of the proxy statement/prospectus, need to obtain proxy cards or other information related to this proxy solicitation or need help submitting a proxy or voting your shares of IXYS common stock, you should contact:

IXYS Corporation
1590 Buckeye Drive
Milpitas, CA 95035
(408) 457-9000
Attention: Investor Relations

or

D.F. King & Co., Inc.
48 Wall Street
New York, NY 10005

Banks and Brokerage Firms Call: (212) 493-3910
Stockholders Call Toll Free: (800) 334-0384
Email: ixys@dfking.com

By order of the board of directors

Uzi Sasson
President and Chief Executive Officer

Dated: [•], 2017
Milpitas, California

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Littelfuse and IXYS from other documents that Littelfuse and IXYS have filed with the U.S. Securities and Exchange Commission (referred to in this proxy statement/prospectus as the SEC) and that are contained in or incorporated by reference into this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see the section titled "Where You Can Find More Information" beginning on page 151. This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, DC 20549, and through the SEC's website at www.sec.gov.

You can obtain copies of this proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus free of charge by requesting them in writing or by telephone at the following addresses and telephone numbers:

For Information Regarding Littelfuse:

**Littelfuse, Inc.
8755 West Higgins Road, Suite 500
Chicago, Illinois 60631
(773) 628-1000
Attention: Investor Relations**

For Information Regarding IXYS:

**IXYS Corporation
1590 Buckeye Drive
Milpitas, California 95035
(408) 457-9000
Attention: Investor Relations**

In addition, if you have questions about the special meeting, the merger, the proposals or this proxy statement/prospectus, would like additional copies of the proxy statement/prospectus, need to obtain proxy cards or other information related to the proxy solicitation or need help submitting a proxy or voting your shares of IXYS common stock, you may contact D.F. King & Co., Inc. (referred to in this proxy statement/prospectus as D.F. King or IXYS' proxy solicitor), at the address and telephone number listed below. You will not be charged for any of these documents that you request.

D.F. King & Co., Inc.
48 Wall Street
New York, NY 10005

Banks and Brokerage Firms Call: (212) 493-3910
Stockholders Call Toll Free: (800) 334-0384
Email: ixys@dfking.com

If you would like to request any documents, please do so by [•], 2018, which is the date that is five business days prior to the date of the special meeting, in order to receive them before the special meeting.

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ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus, which forms part of a registration statement on Form S-4 (Registration No. 333-221147) filed with the SEC by Littelfuse, constitutes a prospectus of Littelfuse under the Securities Act of 1933, as amended (referred to in this proxy statement/prospectus as the Securities Act), with respect to the Littelfuse common stock to be issued to IXYS stockholders pursuant to the merger. This proxy statement/prospectus also constitutes a proxy statement for IXYS under the Securities Exchange Act of 1934, as amended (referred to in this proxy statement/prospectus as the Exchange Act), and a notice of meeting with respect to the special meeting of IXYS stockholders.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated [•], 2017, and you should assume that the information contained in this proxy statement/prospectus is accurate only as of such date. You should also assume that the information incorporated by reference into this proxy statement/prospectus is accurate only as of the date of such information.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement/prospectus regarding Littelfuse has been provided by Littelfuse, and information contained in this proxy statement/prospectus regarding IXYS has been provided by IXYS.

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<u>Annex B Voting Agreement, dated as of August 25, 2017, by and between Littelfuse, Inc. and Dr. Nathan Zommer, Sharkz, L.P., The Nathan Zommer Dynasty Trust Dated July 17, 2006 and the Nathan Zommer TTEE FBO Nathan Zommer Trust U/A/D 04-08-2003</u>	
<u>Annex C Opinion of Needham & Company, LLC</u>	
<u>Annex D General Corporation Law of the State of Delaware, Section 262</u>	

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QUESTIONS AND ANSWERS

The following questions and answers are intended to briefly address some commonly asked questions regarding the merger, the merger agreement and the special meeting. These questions and answers may not address all questions that may be important to you as an IXYS stockholder. Please refer to the section titled "Summary" beginning on page 12 and the more detailed information contained elsewhere in this proxy statement/prospectus, the annexes to this proxy statement/prospectus and the documents referred to in this proxy statement/prospectus, which you should read carefully and in their entirety. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions under the section titled "Where You Can Find More Information" beginning on page 151.

Q: Why am I receiving this proxy statement/prospectus?

A:

IXYS Corporation (referred to in this proxy statement/prospectus as IXYS) is sending these materials to IXYS stockholders to help them decide how to vote their shares of IXYS common stock with respect to the adoption of the Agreement and Plan of Merger, dated as of August 25, 2017, as amended by Amendment No. 1, dated as of December 4, 2017, by and among IXYS, Littelfuse, Inc. (referred to in this proxy statement/prospectus as Littelfuse), Iron Merger Co., Inc., a wholly owned subsidiary of Littelfuse (referred to in this proxy statement/prospectus as Merger Sub), and IXYS Merger Co., LLC, a wholly owned subsidiary of Littelfuse (referred to in this proxy statement/prospectus as Merger Sub Two), which agreement provides for the acquisition of IXYS by Littelfuse (such agreement, as it may be further amended from time to time, is referred to in this proxy statement/prospectus as the merger agreement) and with respect to the other proposals to be considered at the special meeting of IXYS stockholders to be held on [•], 2018 (referred to in this proxy statement/prospectus as the special meeting).

This document constitutes both a proxy statement of IXYS and a prospectus of Littelfuse. It is a proxy statement because IXYS is soliciting proxies from its stockholders. It is a prospectus because Littelfuse will issue shares of its common stock in exchange for shares of IXYS common stock in the merger if the merger is completed.

Q: What is the merger?

A:

IXYS has agreed to be acquired by Littelfuse under the terms of the merger agreement, which is further described in this proxy statement/prospectus. If the merger agreement is adopted by IXYS stockholders and the other conditions to closing under the merger agreement are satisfied or waived, Merger Sub will merge with and into IXYS (referred to in this proxy statement/prospectus as the initial merger), with IXYS continuing as the surviving corporation in the initial merger and a wholly owned subsidiary of Littelfuse. Further to the terms of the merger agreement, IXYS, as the surviving corporation of the initial merger, will merge with and into Merger Sub Two (referred to in this proxy statement/prospectus as the follow-on merger, and collectively with the initial merger, the merger), with Merger Sub Two continuing as the surviving company in the follow-on merger and a wholly owned subsidiary of Littelfuse.

The merger cannot be completed unless the merger proposal is approved by the affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of IXYS common stock entitled to vote thereon. Your failing to submit a proxy or vote in person at the special meeting, or your abstaining from voting or your failing to provide your bank, brokerage firm or other nominee with instructions on how to vote your shares, as applicable, will have the same effect as a vote "**AGAINST**" the merger proposal. The IXYS board of directors unanimously recommends that stockholders vote "**FOR**" the merger proposal. This proxy statement/prospectus includes important information about the merger and the merger agreement, a copy of which is attached as

Annex A

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to this proxy statement/prospectus. IXYS stockholders should read this information carefully and in its entirety.

Q: Are there any risks that I should consider in deciding whether to vote for the approval of the merger proposal?

A:

Yes. You should read and carefully consider the risk factors set forth in the section titled "Risk Factors" beginning on page 32. You should also read and carefully consider the risk factors of Littelfuse and IXYS contained in the documents that are incorporated by reference into this proxy statement/prospectus.

Q: What will IXYS stockholders receive for their shares if the merger is completed?

A:

At the effective time of the initial merger (referred to in this proxy statement/prospectus as the effective time), you will be entitled to receive, at your election and subject to proration, for each share of IXYS common stock that you hold, merger consideration equal to \$23.00 in cash, without interest, less any applicable withholding taxes (referred to in this proxy statement/prospectus as the cash consideration), or 0.1265 of a share of Littelfuse common stock (referred to in this proxy statement/prospectus as the stock consideration and together with the cash consideration, the merger consideration). You will receive cash in lieu of any fractional shares of Littelfuse common stock that you would otherwise be entitled to receive.

The merger consideration is subject to proration so that 50% of IXYS common stock issued and outstanding immediately prior to the effective time will be converted into cash consideration and the remaining IXYS common stock will be converted into stock consideration. You may elect to receive either the stock consideration or the cash consideration. However, the ability to receive the merger consideration of your choice will depend on the election of other IXYS stockholders. The proration of the merger consideration payable to IXYS stockholders in the merger will not be known until IXYS tallies the results of the elections made by IXYS stockholders, which will not occur until immediately prior to or following the closing of the initial merger. Holders of IXYS common stock who do not make an election will be treated as having elected to receive cash consideration or stock consideration in accordance with the proration methodology in the merger agreement.

Based on the closing stock price of Littelfuse common stock on August 25, 2017, the last full trading day before the announcement of the merger, the per share value of IXYS common stock implied by the stock consideration is \$22.55. Based on the closing stock price of Littelfuse common stock on [•], 2017, the most recent practicable date prior to the date of this proxy statement/prospectus, the per share value of IXYS common stock implied by the stock consideration is \$[•]. The implied value of the stock consideration will fluctuate as the market price of Littelfuse common stock fluctuates because the stock consideration is payable in a fixed number of shares of Littelfuse common stock. As a result, the value of the stock consideration that IXYS stockholders will receive upon completion of the merger could be greater than, less than or the same as the value of the stock consideration on the date of this proxy statement/prospectus or at the time of the IXYS special meeting. Accordingly, you should obtain current stock price quotations for Littelfuse common stock and IXYS common stock before deciding how to vote with respect to approval of the merger proposal.

The following chart sets forth the implied value, per share of IXYS common stock, of the stock consideration based upon a range of hypothetical Littelfuse share prices, from \$160.00, which is approximately 20% less than the closing market price of one share of Littelfuse common stock on

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November 29, 2017, to \$240.00, which is approximately 20% greater than the closing market price of one share of Littelfuse common stock on November 29, 2017.

**Implied Value, Per Share of IXYS Common Stock, of Stock Consideration
Based on Range of Hypothetical Littelfuse Share Prices⁽¹⁾**

(1) The implied value, per share of IXYS common stock, of the stock consideration, at each hypothetical Littelfuse share price, is equal to 0.1265, the exchange ratio for the stock consideration, multiplied by the hypothetical Littelfuse share price.

For additional information regarding the consideration to be received in the merger, see the section titled "The Merger Merger Consideration" beginning on page 50.

See Note 4 in the section titled "Unaudited Pro Forma Condensed Combined Financial Information" on page 122 for a table showing sensitivities with respect to the aggregate purchase price, including the aggregate value of the stock consideration, for the acquisition of IXYS by Littelfuse based on changes in the market value per share of Littelfuse common stock.

Q: What happens if I am eligible to receive a fraction of a share of Littelfuse common stock as part of the stock consideration?

A: If the aggregate number of shares of Littelfuse common stock that you are entitled to receive as part of the stock consideration otherwise would include a fraction of a share of Littelfuse common stock, you will receive cash in lieu of that fractional share. See the section titled "The Merger Exchange of Shares; Elections As to Form of Consideration" beginning on page 85.

Q: What will holders of IXYS stock options receive in the merger?

A: At the effective time, each outstanding and unexercised option to purchase shares of IXYS common stock granted by IXYS under one of its equity plans (each, an IXYS stock option) will be assumed by Littelfuse and converted into an option (each, a Littelfuse stock option) to acquire (i) that number of whole shares of Littelfuse common stock (rounded down to the nearest whole share) equal to the product of (x) the number of shares of IXYS common stock subject to such IXYS stock option immediately prior to the effective time

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multiplied by (y) 0.1265, (ii) at an exercise price per share of Littelfuse common stock (rounded up to the nearest whole cent) equal

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to the quotient of (x) the exercise price per share of IXYS common stock of such IXYS stock option divided by (y) 0.1265. Each IXYS stock option assumed and converted into a Littelfuse stock option will continue to have, and will be subject to, the same vesting schedule (including any accelerated vesting terms) and all other terms and conditions as applied to such IXYS stock option immediately prior to the effective time.

See the section titled "The Merger Agreement Treatment of IXYS Equity Awards" beginning on page 95.

Q: How will IXYS stockholders make their election to receive either the cash consideration or the stock consideration in the merger?

A:

An election form will be mailed to each holder of record of IXYS common stock as of the business day immediately preceding the mailing. The mailing will occur at least 20 business days prior to the anticipated election deadline, which is expected to be 5:00 p.m. local time (in the city in which the principal office of the exchange agent is located) on the date Littelfuse and IXYS expect to be two business days before the closing date. Littelfuse will also make an election form available to each IXYS stockholder who requests such form before the election deadline. Each IXYS stockholder should complete and return the election form, along with IXYS stock certificate(s) (or a properly completed notice of guaranteed delivery, as set forth in the election form), according to the instructions included with the form. The election form will be provided to IXYS stockholders under separate cover and is not being provided with this document.

If you own shares of IXYS common stock in "street name" through a bank, broker or other nominee and you wish to make an election, you should seek instructions from the bank, broker or other nominee holding your shares concerning how to make an election. If you do not send in the election form with your stock certificate(s) by the election deadline, you will be treated as though you had not made an election.

Q: What happens if an IXYS stockholder does not make a valid election to receive either the cash consideration or the stock consideration?

A:

If an IXYS stockholder does not return a properly completed election form by the election deadline specified in the election form, such stockholder's shares of IXYS common stock will be considered "non-election" shares and will be converted into the right to receive the stock consideration or the cash consideration according to the allocation procedures specified in the merger agreement. Generally, in the event one form of merger consideration (i.e., cash or shares of Littelfuse common stock) is undersubscribed, shares of IXYS common stock for which no election was validly made will be allocated to that form of merger consideration before shares of IXYS common stock electing the oversubscribed form of merger consideration will be allocated to the undersubscribed form of merger consideration pursuant to the proration and adjustment procedures. Accordingly, although electing one form of merger consideration will not guarantee you will receive that form of merger consideration for all of your shares of IXYS common stock, in the event proration is necessary, electing shares will be allocated the undersubscribed form of consideration only after such consideration is allocated to "non-election" shares.

Q: How will I receive the merger consideration to which I am entitled?

A:

After receiving the proper documentation from you, following completion of the initial merger, the exchange agent for the merger (referred to in this proxy statement/prospectus as the exchange agent) will forward to you the stock consideration and/or cash consideration to which you are entitled. More information on the documentation you are required to deliver to the exchange

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agent may be found in the section titled "The Merger Agreement Exchange and Payment Procedures" beginning on page 93.

Q: What will happen to IXYS as a result of the merger?

A:

If the merger is completed, IXYS, as the surviving corporation of the initial merger, will merge with and into Merger Sub Two, with Merger Sub Two continuing as the surviving company in the follow-on merger and a wholly owned subsidiary of Littelfuse. As a result of the merger, IXYS will no longer be a publicly held company. Following the merger, IXYS common stock will be delisted from The NASDAQ Global Select Market and deregistered under the Exchange Act.

Q: Will the Littelfuse common stock received at the time of completion of the merger be traded on an exchange?

A:

It is a condition to the consummation of the merger that the shares of Littelfuse common stock to be issued to IXYS stockholders in the merger be approved for listing on The NASDAQ Global Select Market, subject to official notice of issuance.

Q: When is the merger expected to be completed?

A:

Littelfuse and IXYS currently expect the merger to be completed during the first quarter of calendar year 2018, subject to the affirmative vote of the holders of a majority of the outstanding shares of IXYS common stock in favor of adoption of the merger agreement and the satisfaction or waiver of the other conditions to closing contained in the merger agreement. However, Littelfuse and IXYS cannot predict the actual date on which the merger will be completed because completion is subject to conditions beyond their control and it is possible that such conditions could result in the merger being completed earlier or later or not being completed at all. See the sections titled "The Merger Regulatory Approvals" beginning on page 84 and "The Merger Agreement Conditions to Completion of the Merger" beginning on page 108.

Q: What am I being asked to vote on?

A:

IXYS stockholders are being asked to vote upon the following proposals:

1.

Proposal 1 The Merger Proposal: the proposal to adopt the merger agreement, which is further described in the sections titled "The Merger" beginning on page 50 and "The Merger Agreement" beginning on page 88 and a copy of which is attached to this proxy statement/prospectus as **Annex A**;

2.

Proposal 2 The Merger-Related Compensation Proposal: the proposal to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to IXYS' named executive officers that is based on or otherwise relates to the merger; and

3.

Proposal 3 The Adjournment Proposal: the proposal to approve the adjournment of the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the merger proposal.

Q: How does the IXYS board of directors recommend that I vote at the special meeting?

A:

The IXYS board of directors unanimously recommends that IXYS stockholders vote "**FOR**" the merger proposal and "**FOR**" each of the other proposals described in this proxy statement/prospectus.

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Q: What do I need to do now?

A:

After carefully reading and considering the information contained in this proxy statement/prospectus, please submit your proxy as soon as possible so that your shares of IXYS common stock will be represented and voted at the special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in "street name" by your bank, brokerage firm or other nominee.

Q: Should I send in my IXYS stock certificates now?

A:

No. *Please do not send in your IXYS stock certificates with your proxy.* You should submit your IXYS stock certificates with your election form. Any IXYS stockholder who has not submitted its, his or her physical stock certificate(s) with a form of election will be sent materials after the merger closes to effect the exchange of such stockholder's IXYS common stock for the merger consideration. See "The Merger Agreement Exchange and Payment Procedures."

Q: When and where is the special meeting of the IXYS stockholders?

A:

The special meeting will be held on [•], 2018, beginning at [•], local time, at IXYS' principal executive offices at 1590 Buckeye Drive, Milpitas, California 95035, unless postponed to a later date.

Q: Who can vote at the special meeting?

A:

Only IXYS stockholders who held shares of record as of the close of business on [•], 2017, the record date for the special meeting, are entitled to receive notice of and to vote at the special meeting. IXYS' official stock ownership records will conclusively determine whether a stockholder is a "holder of record" as of the record date.

Q: How many votes do I have?

A:

Each IXYS stockholder is entitled to one vote on each matter properly brought before the special meeting for each share of IXYS common stock held of record as of the close of business on the record date. As of the close of business on the record date, there were [•] shares of IXYS common stock outstanding and owned by stockholders (i.e., excluding shares of IXYS common stock held in treasury by IXYS), held by [•] holders of record.

Q: What constitutes a quorum for the special meeting?

A:

The presence at the special meeting, in person or by proxy, of the holders of a majority of the outstanding shares of IXYS common stock as of the record date entitled to vote at the special meeting constitutes a quorum for the purposes of the special meeting. The Inspector of Elections at the special meeting will determine whether or not a quorum is present. Abstentions are considered present for purposes of establishing a quorum, but will not be counted as votes cast "FOR" any matter. Broker non-votes are considered present for purposes of establishing a quorum, but will not be counted as votes cast "FOR" any matter.

Q: What vote is required to approve each proposal to be considered at the IXYS special meeting?

A:

The votes required for each proposal are as follows:

1.

The Merger Proposal: The affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of IXYS common stock entitled to vote on the merger proposal is required to approve the merger proposal.

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2.

The Merger-Related Compensation Proposal: The affirmative vote of holders of a majority of the shares of IXYS common stock present in person or represented by proxy and entitled to vote on the merger-related compensation proposal is required to approve, on an advisory (non-binding) basis, the merger-related compensation proposal.

3.

The Adjournment Proposal: The affirmative vote of holders of a majority of the shares of IXYS common stock present in person or represented by proxy and entitled to vote on the adjournment proposal is required to approve the adjournment proposal.

As of [•], 2017, the record date, IXYS directors and executive officers, as a group, owned and were entitled to vote [•] shares of IXYS common stock, or approximately [•]% of the outstanding shares of IXYS common stock. IXYS currently expects that these directors and executive officers will vote their shares in favor of the merger proposal and each of the other proposals described in this proxy statement/prospectus, although none of them, other than Dr. Nathan Zommer, has entered into any agreement obligating them to do so.

Concurrently with the execution of the merger agreement, each of Dr. Nathan Zommer (the current Chairman and Chief Executive Officer of IXYS) and certain of his controlled affiliates entered into a letter agreement with Littelfuse (referred to in this proxy statement/prospectus as the voting agreement) pursuant to which each party agreed, among other things, to vote the shares of IXYS common stock held by such party in favor of the merger proposal. See the section titled "The Voting Agreement" beginning on page 113.

As of [•], 2017, the record date, approximately [•]% of the outstanding shares of IXYS common stock, were subject to the voting agreement, a copy of which is attached to this proxy statement/prospectus as **Annex B**.

Q: How are proxies counted and what results from a failure to vote, abstention or broker non-vote?

A:

The Merger Proposal: If you are an IXYS stockholder on the record date and take any action other than voting (or causing your shares to be voted) "FOR" the merger proposal, it will have the same effect as a vote "AGAINST" the merger proposal. For example, if you fail to instruct your bank, brokerage firm or other nominee to vote, it will have the same effect as a vote "AGAINST" the merger proposal.

The Merger-Related Compensation Proposal: If you are an IXYS stockholder on the record date and attend the IXYS special meeting in person but fail to vote, or you are a stockholder and mark your proxy or voting instructions to abstain, it will have the same effect as a vote "AGAINST" the merger-related compensation proposal. If you are an IXYS stockholder and fail to vote by not attending the IXYS special meeting, in person or by proxy, or you fail to instruct your bank, brokerage firm or other nominee to vote, it will have no effect on the merger-related compensation proposal (assuming a quorum is present).

The Adjournment Proposal: If you are an IXYS stockholder on the record date and attend the IXYS special meeting in person but fail to vote, or you are a stockholder and mark your proxy or voting instructions to abstain, it will have the same effect as a vote "AGAINST" the adjournment proposal. If you are an IXYS stockholder and fail to vote by not attending the IXYS special meeting, in person or by proxy, or you fail to instruct your bank, brokerage firm or other nominee to vote, it will have no effect on the adjournment proposal (assuming a quorum is present).

Q: What will happen if the merger-related compensation proposal is not approved?

A:

The merger-related compensation proposal is advisory only and not binding on IXYS or Littelfuse, whether or not the merger is completed. The vote on the merger-related compensation proposal is separate and apart from the vote to adopt the merger agreement and not a condition to the

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completion of the merger. If the merger is completed, the merger-related compensation that is the subject of this proposal may be paid to IXYS' named executive officers in accordance with the terms of their compensation agreements and arrangements even if the stockholders fail to approve this proposal.

Q: How do I vote or have my shares voted?

A:

If you are an IXYS stockholder of record, you may vote in person at the special meeting or vote by proxy using the enclosed proxy card. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the special meeting and we will give you a ballot when you arrive.

To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the special meeting, we will vote your shares as you direct.

To vote by telephone, submit your proxy by dialing the following number: [•]. Telephone voting is available 24 hours a day and will be accessible until [•], local time, on [•], 2018, the day before the special meeting.

To vote via the Internet, submit your proxy by going to the following website: [•]. Internet voting is available 24 hours a day and will be accessible until [•], local time, on [•], 2018, the day before the special meeting.

If you are a beneficial owner of shares registered in the name of your bank, brokerage firm or other nominee, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the proxy card to ensure that your vote is counted. To vote in person at the special meeting, you must obtain a valid proxy from your bank, brokerage firm or other nominee. Follow the instructions from the nominee included with these proxy materials, or contact the nominee to request a proxy form.

Q: How will my proxy be voted?

A:

If you are a holder of record and submit your proxy via the Internet, by telephone or by completing, signing, dating and returning the enclosed proxy card, your shares will be voted in accordance with your instructions contained in the proxy. If you are a holder of record and submit your proxy without specifying how your shares should be voted in one or more matters, your shares will be voted on those matters as the IXYS board of directors recommends.

If you are a non-record owner, please refer to the instructions provided by your bank, brokerage firm or other nominee as to how to vote your shares.

Q: What must I bring to attend the special meeting?

A:

Only stockholders of record as of the record date, non-record owners as of the record date, holders of valid proxies for the special meeting and invited guests of IXYS may attend the special meeting. All attendees should be prepared to present picture identification for admittance. The additional items, if any, that attendees must bring depend on whether they are stockholders of record, non-record owners or proxy holders.

Additional information on attending the special meeting can be found under the section titled "Information About the IXYS Special Meeting" beginning on page 41. Whether or not you plan to attend the special meeting, IXYS urges you to submit your proxy by completing and returning the proxy card as promptly as possible, or by submitting your proxy by telephone or via the Internet

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prior to the special meeting to ensure that your shares of IXYS common stock will be represented and voted at the special meeting if you are unable to attend. If you are a non-record owner, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Please note that if you are a non-record owner and wish to vote in person at the special meeting, you must obtain a legal proxy from your bank, brokerage firm or other nominee.

Q: If my shares are held in "street name" by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee vote my shares for me?

A:

No. If your shares are held in "street name" by your bank, brokerage firm or other nominee, you must direct your bank, brokerage firm or other nominee on how to vote and you will receive instructions from your bank, brokerage firm or other nominee describing how to vote your shares of IXYS common stock. The availability of Internet or telephonic voting will depend on the nominee's voting process. Please check with your bank, brokerage firm or other nominee and follow the voting procedures your bank, brokerage firm or other nominee provides.

If you are a non-record owner and do not provide your bank, brokerage firm or other nominee instructions on how to vote your shares of IXYS common stock with respect to a "non-routine" matter, a broker "non-vote" occurs with respect to those matters. Under applicable stock exchange rules, the organization that holds your shares of IXYS common stock (i.e., your bank, brokerage firm or other nominee) may generally vote on routine matters at its discretion but cannot vote your shares on "non-routine" matters without your instructions. If you are a non-record owner and the organization that holds your shares of IXYS common stock does not receive instructions from you on how to vote your shares of IXYS common stock on a "non-routine" matter, the organization that holds your shares of IXYS common stock will inform the inspector of elections that it does not have the authority to vote your shares on such matters. The merger proposal, the merger-related compensation proposal and the adjournment proposal will be considered "non-routine." Accordingly, if you are a non-record owner and do not provide your bank, brokerage firm or other nominee instructions on how to vote your shares of IXYS common stock, your bank, brokerage firm or other nominee generally will not be permitted to vote your shares on any of the proposals at the special meeting. If you are a non-record owner, IXYS strongly encourages you to provide voting instructions to your bank, brokerage firm or other nominee so that your vote will be counted on all matters.

Q: What is the difference between holding shares as a stockholder of record and in "street name"?

A:

If your shares of IXYS common stock are registered directly in your name with the transfer agent of IXYS, Computershare Inc., you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to vote or to grant a proxy for your vote directly to IXYS or to a third party to vote at the special meeting.

If your shares are held by a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares held in "street name," and, for the purposes of this proxy statement/prospectus, a non-record owner, and your bank, brokerage firm or other nominee is considered the stockholder of record with respect to those shares. If you are a non-record owner, you have a right to direct your bank, brokerage firm or other nominee on how to vote the shares held in your account. The availability of Internet or telephonic voting will depend on the nominee's voting process. Please check with your bank, brokerage firm or other nominee and follow the voting procedures your bank, brokerage firm or other nominee provides. You are invited to attend the special meeting; however, you may not vote your shares in person at the special meeting unless you obtain a "legal proxy" from your bank, brokerage firm or other nominee that holds your shares, giving you the right to vote the shares at the special meeting.

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Q: What should I do if I receive more than one set of voting materials for the special meeting?

A:

You may receive more than one set of voting materials for the special meeting, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your IXYS common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please submit each separate proxy or voting instruction card that you receive by following the instructions set forth in each separate proxy or voting instruction card.

Q: What do I do if I am an IXYS stockholder and I want to revoke my proxy?

A:

IXYS stockholders of record may revoke their proxies at any time prior to the voting at the special meeting in any of the following ways:

submitting another properly completed proxy card with a later date;

sending timely written notice that you are revoking your proxy to IXYS Corporation's Secretary, Uzi Sasson, at 1590 Buckeye Drive, Milpitas, California 95035;

submitting a proxy via the Internet or by telephone at a later date but before the voting at the special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or

attending the special meeting and voting in person. Attendance at the special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

IXYS non-record owners may change their voting instructions only by following the directions received from their bank, brokerage firm or other nominee for changing their voting instructions.

Q: What happens if I sell my shares of IXYS common stock before the special meeting?

A:

The record date is earlier than both the date of the special meeting and the closing of the merger. If you transfer your shares of IXYS common stock after the record date but before the special meeting, you will, unless the transferee requests a proxy from you, retain your right to vote at the special meeting but will transfer the right to receive the merger consideration to the person to whom you transfer your shares. In order to receive the merger consideration, you must hold your shares upon completion of the merger.

Q: Do IXYS stockholders have appraisal rights?

A:

Yes. IXYS stockholders are entitled to appraisal rights under Section 262 of the General Corporation Law of the State of Delaware (referred to in this proxy statement/prospectus as the DGCL), provided they follow the procedures and satisfy the conditions set forth in Section 262 of the DGCL. For more information regarding appraisal rights, see the section titled "Appraisal Rights of IXYS Stockholders" beginning on page 143. In addition, a copy of Section 262 of the DGCL is attached as **Annex D** to this proxy statement/prospectus. Failure to strictly comply with Section 262 of the DGCL may result in your waiver of, or inability to, exercise appraisal rights.

Q: Who will solicit and pay the cost of soliciting proxies?

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A:

IXYS will pay for the proxy solicitation costs related to the special meeting. IXYS has engaged D.F. King to assist in the solicitation of proxies for the special meeting. IXYS estimates that it will pay D.F. King a fee of approximately \$10,500, plus reasonable out-of-pocket expenses. IXYS will also reimburse banks, brokerage firms, custodians, trustees, nominees and fiduciaries who hold

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shares for the benefit of another party for their expenses incurred in sending proxies and proxy materials to non-record owners of IXYS common stock. IXYS' directors, officers and employees also may solicit proxies in person by telephone or over the Internet. They will not be paid any additional amounts for soliciting proxies.

Q: How can I find more information about Littelfuse and IXYS?

A: You can find more information about Littelfuse and IXYS from various sources described in the section titled "Where You Can Find More Information" beginning on page 151.

Q: Who can answer any questions I may have about the special meeting or the proxy materials?

A: If you have any questions about the special meeting, the merger, the proposals or this proxy statement/prospectus, would like additional copies of the proxy statement/prospectus, need to obtain proxy cards or other information related to this proxy solicitation or need help submitting a proxy or voting your shares of IXYS common stock, you should contact:

IXYS Corporation
1590 Buckeye Drive
Milpitas, CA 95035
(408) 457-9000
Attention: Investor Relations

or
D.F. King & Co., Inc.
48 Wall Street
New York, NY 10005

Banks and Brokerage Firms Call: (212) 493-3910
Stockholders Call Toll Free: (800) 334-0384
Email: ixys@dfking.com

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SUMMARY

The following summary highlights selected information described in more detail elsewhere in this proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus, and may not contain all the information that may be important to you. To understand the merger and the matters being voted on by IXYS stockholders at the special meeting more fully, and to obtain a more complete description of the legal terms of the merger agreement, you should carefully read this entire proxy statement/prospectus, including the annexes, and the documents to which Littelfuse and IXYS refer you. Each item in this summary includes a page reference directing you to a more complete description of that topic. See the section titled "Where You Can Find More Information" beginning on page 151.

The Parties

(see page 40)

IXYS Corporation

IXYS Corporation, a Delaware corporation (referred to in this proxy statement/prospectus as IXYS), has been developing technology-driven products to improve energy conversion efficiency, generate clean energy, advance automation and provide solutions for the transportation, medical and telecommunication industries since its founding in Silicon Valley. IXYS, with its subsidiaries, has developed power semiconductors, solid state relays, high voltage integrated circuits and microcontrollers that are used in conserving energy and in reducing the world's dependence on fossil fuels. Diminishing natural resources, demand for renewable energy and environmental directives for energy efficiency represent a significant challenge. IXYS' power semiconductors and mixed-signal integrated circuits can reduce energy costs and consumption by improving the energy efficiency of everyday products. IXYS semiconductors are also used in medical devices and systems that provide diagnostics and therapy by medical equipment OEMs worldwide. IXYS common stock trades on The NASDAQ Global Select Market under the symbol "IXYS". The principal executive offices of IXYS are located at 1590 Buckeye Drive, Milpitas, California 95035, and its telephone number is (408) 457-9000.

Littelfuse, Inc.

Littelfuse, Inc., a Delaware corporation (referred to in this proxy statement/prospectus as Littelfuse), is the world leader in circuit protection with growing global platforms in power control and sensing. The company serves customers in the electronics, automotive and industrial markets with technologies including fuses, semiconductors, polymers, ceramics, relays and sensors. Littelfuse has over 10,000 employees in more than 40 locations throughout the Americas, Europe and Asia. Littelfuse common stock trades on The NASDAQ Global Select Market under the symbol "LFUS". The principal executive offices of Littelfuse are located at 8755 West Higgins Road, Suite 500, Chicago, Illinois 60631, and its telephone number is (773) 628-1000.

Iron Merger Co., Inc.

Iron Merger Co., Inc., a Delaware corporation (referred to in this proxy statement/prospectus as Merger Sub), is a wholly owned subsidiary of Littelfuse. Merger Sub was formed by Littelfuse solely in contemplation of the merger, has not conducted any business and has no assets, liabilities or obligations of any nature other than in connection with the merger. The principal executive offices of Merger Sub are located at c/o Littelfuse, Inc., 8755 West Higgins Road, Suite 500, Chicago, Illinois 60631, and its telephone number is (773) 628-1000.

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IXYS Merger Co., LLC

IXYS Merger Co., LLC, a Delaware limited liability company (referred to in this proxy statement/prospectus as Merger Sub Two), is a wholly owned subsidiary of Littelfuse. Merger Sub Two was formed by Littelfuse solely in contemplation of the merger, has not conducted any business and has no assets, liabilities or obligations of any nature other than in connection with the merger. The principal executive offices of Merger Sub Two are located at c/o Littelfuse, Inc., 8755 West Higgins Road, Suite 500, Chicago, Illinois 60631, and its telephone number is (773) 628-1000.

The Merger and the Merger Agreement

(see pages 50 and 88)

The terms and conditions of the merger are contained in the merger agreement, a copy of which is attached as **Annex A** to this proxy statement/prospectus. IXYS encourages you to read the merger agreement carefully and in its entirety, as it is the legal document that governs the merger.

The merger agreement provides that, subject to the terms and conditions of the merger agreement, Merger Sub will merge with and into IXYS, with IXYS continuing as the surviving corporation in the initial merger and a wholly owned subsidiary of Littelfuse. Further to the terms of the merger agreement, IXYS, as the surviving corporation of the initial merger, will merge with and into Merger Sub Two, with Merger Sub Two continuing as the surviving company in the follow-on merger and a wholly owned subsidiary of Littelfuse.

Merger Consideration

(see page 50)

At the effective time, each issued and outstanding share of IXYS common stock (other than shares (i) owned or held in treasury by IXYS or owned by Littelfuse or Merger Sub (referred to in this proxy statement/prospectus as cancelled shares) or (ii) owned by stockholders that did not vote in favor of the adoption of the merger agreement and have validly made a demand for appraisal and not validly withdrawn such demand or otherwise lost their rights of appraisal with respect to such shares pursuant to Section 262 of the DGCL) (referred to in this proxy statement/prospectus as dissenting shares) will be converted into the right to receive, at the election of the holder of such share and subject to proration, \$23.00 in cash, less any applicable withholding taxes and without interest, or 0.1265 of a share of Littelfuse common stock. No fractional shares of Littelfuse common stock will be issued in the merger, and holders of IXYS common stock will instead receive cash in lieu of fractional shares of Littelfuse common stock.

The merger consideration is subject to proration so that 50% of IXYS common stock issued and outstanding immediately prior to the effective time will be converted into cash consideration and the remaining IXYS common stock will be converted into stock consideration, based on an exchange ratio of 0.1265 of a share of Littelfuse common stock for each share of IXYS common stock entitled to receive stock consideration. A holder of IXYS common stock who does not make an election will be treated as having elected to receive cash consideration or stock consideration in accordance with the proration methodology in the merger agreement, which is described in the section titled "The Merger Agreement Effect of the Merger on Capital Stock Proration and Allocation of Merger Consideration" beginning on page 90.

Based on the closing stock price of Littelfuse common stock on August 25, 2017, the last full trading day before the announcement of the merger, the per share value of IXYS common stock implied by the stock consideration is \$22.55. Based on the closing stock price of Littelfuse common stock on [•], 2017, the most recent practicable date prior to the date of this proxy statement/prospectus, the per share value of IXYS common stock implied by the stock consideration is \$[•].

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The implied value of the stock consideration will fluctuate as the market price of Littelfuse common stock fluctuates because the stock consideration is payable in a fixed number of shares of Littelfuse common stock. As a result, the value of the stock consideration that IXYS stockholders will receive upon completion of the merger could be greater than, less than or the same as the value of the stock consideration on the date of this proxy statement/prospectus or at the time of the IXYS special meeting. Accordingly, Littelfuse and IXYS encourage you to obtain current stock price quotations for Littelfuse common stock and IXYS common stock before deciding how to vote with respect to approval of the merger proposal. Littelfuse common stock and IXYS common stock trade on The NASDAQ Global Select Market under the symbols "LFUS" and "IXYS," respectively.

IXYS Special Meeting

(see page 41)

Purposes of the Special Meeting

At the special meeting, IXYS stockholders will be asked to vote upon the following proposals:

the merger proposal;

the merger-related compensation proposal; and

the adjournment proposal.

Record Date

The record date for the determination of IXYS stockholders entitled to notice of and to vote at the special meeting is [•], 2017. Only IXYS stockholders who held shares of record as of the close of business on [•], 2017 are entitled to receive notice of and vote at the special meeting and any adjournment or postponement of the special meeting, as long as such shares remain outstanding on the date of the special meeting.

Required Vote

The Merger Proposal: The affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of IXYS common stock entitled to vote on the merger proposal is required to approve the merger proposal.

The Merger-Related Compensation Proposal: The affirmative vote of holders of a majority of the shares of IXYS common stock present in person or represented by proxy and entitled to vote on the merger-related compensation proposal is required to approve, on an advisory (non-binding) basis, the merger-related compensation proposal.

The Adjournment Proposal: The affirmative vote of holders of a majority of the shares of IXYS common stock present in person or represented by proxy and entitled to vote on the adjournment proposal is required to approve the adjournment proposal.

As of [•], 2017, the record date, IXYS directors and executive officers, as a group, owned and were entitled to vote [•] shares of IXYS common stock, or approximately [•]% of the outstanding shares of IXYS common stock. IXYS currently expects that these directors and executive officers will vote their shares in favor of approving the merger proposal and each of the other proposals described in this proxy statement/prospectus, although none of them, other than Dr. Nathan Zommer, has entered into any agreement obligating them to do so.

Concurrently with the execution of the merger agreement, each of Dr. Nathan Zommer (the current Chairman and Chief Executive Officer of IXYS) and certain of his controlled affiliates entered

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into the voting agreement with Littelfuse pursuant to which each party agreed, among other things, to vote the shares of IXYS common stock held by such party in favor of the merger proposal. See the section titled "The Voting Agreement" beginning on page 113.

As of [•], 2017, the record date, approximately [•]% of the outstanding shares of IXYS common stock, were subject to the voting agreement, a copy of which is attached to this proxy statement/prospectus as **Annex B**.

How Proxies Are Counted; Failure to Vote; Abstentions and Broker Non-Votes

The Merger Proposal: If you are an IXYS stockholder on the record date and take any action other than voting (or causing your shares to be voted) "FOR" the merger proposal, it will have the same effect as a vote "AGAINST" the merger proposal. For example, if you fail to instruct your bank, brokerage firm or other nominee to vote, it will have the same effect as a vote "AGAINST" the merger proposal.

The Merger-Related Compensation Proposal: If you are an IXYS stockholder on the record date and attend the IXYS special meeting in person but fail to vote, or you are a stockholder and mark your proxy or voting instructions to abstain, it will have the same effect as a vote "AGAINST" the merger-related compensation proposal. If you are an IXYS stockholder and fail to vote by not attending the IXYS special meeting, in person or by proxy, or you fail to instruct your bank, brokerage firm or other nominee to vote, it will have no effect on the merger-related compensation proposal (assuming a quorum is present).

The Adjournment Proposal: If you are an IXYS stockholder on the record date and attend the IXYS special meeting in person but fail to vote, or you are a stockholder and mark your proxy or voting instructions to abstain, it will have the same effect as a vote "AGAINST" the adjournment proposal. If you are an IXYS stockholder and fail to vote by not attending the IXYS special meeting, in person or by proxy, or you fail to instruct your bank, brokerage firm or other nominee to vote, it will have no effect on the adjournment proposal (assuming a quorum is present).

IXYS' Reasons for the Merger; Recommendation of IXYS Board of Directors

(see page 56)

After careful evaluation of the merger agreement and the transactions contemplated thereby, the IXYS board of directors unanimously determined that the terms of the merger agreement and the merger are fair to, and in the best interests of, IXYS and its stockholders, and that it is in the best interests of IXYS and its stockholders, and declared it advisable, for IXYS to enter into the merger agreement.

The IXYS board of directors unanimously recommends that IXYS stockholders vote "FOR" the merger proposal, and "FOR" each of the other proposals described in this proxy statement/prospectus.

In the course of reaching its recommendation, the IXYS board of directors consulted with IXYS' senior management and financial advisor, Needham & Company, LLC (referred to in this proxy statement/prospectus as Needham & Company) and outside legal counsel and considered a number of factors. See the section titled "The Merger IXYS' Reasons for the Merger; Recommendation of IXYS Board of Directors" beginning on page 56.

Opinion of IXYS' Financial Advisor

(see page 65)

In connection with the merger, on August 25, 2017, Needham & Company delivered its oral opinion, which it subsequently confirmed in writing, that as of such date, and based upon and subject

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to the assumptions, qualifications, limitations and other matters set forth in its written opinion, the consideration of \$23.00 in cash or 0.1265 of a share of Littelfuse common stock per share of IXYS common stock to be received by the holders of IXYS common stock (other than the holders of cancelled shares and dissenting shares) pursuant to the merger agreement was fair, from a financial point of view, to such holders.

The full text of Needham & Company's written opinion, dated August 25, 2017, is attached as Annex C to this proxy statement/prospectus and is incorporated into this proxy statement/prospectus by reference. Needham & Company provided its opinion to the IXYS board of directors for the information and assistance of the IXYS board of directors (in its capacity as such) in connection with and for the purpose of the IXYS board of directors' evaluation of the transactions contemplated by the merger agreement. Needham & Company's opinion does not address any other aspect of the merger, or any related transaction, and does not constitute a recommendation to any stockholder of IXYS as to whether that stockholder should elect to receive the cash consideration or the stock consideration, or make no such election, or how that stockholder should vote or act on any matter relating to the merger.

Interests of IXYS' Directors and Executive Officers in the Merger

(see page 75)

When considering the recommendation of the IXYS board of directors with respect to the merger proposal and the merger-related compensation proposal, you should be aware that IXYS' directors and executive officers may have interests in the merger that are different from, or in addition to, those of IXYS stockholders more generally. The IXYS board of directors was aware of these interests during its deliberations on the merits of the merger and considered them in deciding to recommend that IXYS stockholders vote in favor of the merger proposal and the merger-related compensation proposal. These interests include, among others, the rights to accelerated vesting of stock options and certain payments and benefits in connection with the merger and/or a qualifying termination of employment following the merger, as described in more detail in the section titled "The Merger Interests of IXYS' Directors and Executive Officers in the Merger" beginning on page 75.

Material U.S. Federal Income Tax Consequences

(see page 80)

The initial merger and the follow-on merger, taken together, are intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (referred to in this proxy statement/prospectus as the Code). The completion of the initial merger and the follow-on merger is conditioned upon the delivery by each of Wachtell, Lipton, Rosen & Katz (or other nationally recognized outside counsel), counsel to Littelfuse, and Latham & Watkins LLP (or other nationally recognized outside counsel), counsel to IXYS, of its opinion to the effect that the initial merger and the follow-on merger, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. If the initial merger and the follow-on merger, taken together, qualify as a "reorganization" within the meaning of Section 368(a) of the Code, the U.S. federal income tax consequences to IXYS stockholders who are U.S. holders (as defined in the section titled "Material U.S. Federal Income Tax Consequences") and receive stock consideration and/or cash consideration in exchange for their shares of IXYS common stock pursuant to the merger agreement generally will be as follows:

if an IXYS stockholder receives solely cash consideration in exchange for such stockholder's shares of IXYS common stock, such stockholder generally will recognize gain or loss equal to the difference between the amount of cash consideration received and the stockholder's adjusted tax basis in the shares of IXYS common stock surrendered;

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if an IXYS stockholder receives solely stock consideration in exchange for such stockholder's shares of IXYS common stock, such stockholder generally will not recognize any gain or loss, except in respect of cash in lieu of a fractional share of Littelfuse common stock; and

if an IXYS stockholder receives a combination of stock consideration and cash consideration (other than cash in lieu of a fractional share of Littelfuse common stock) pursuant to the merger, such stockholder generally will recognize gain (but not loss) in an amount equal to the lesser of (1) the sum of the amount of cash consideration and the fair market value of the stock consideration received, minus such stockholder's adjusted tax basis in its shares of IXYS common stock surrendered and (2) the amount of cash consideration received.

Each IXYS stockholder should read the discussion under the section titled "Material U.S. Federal Income Tax Consequences" and should consult his, her or its own tax advisor for a full understanding of the tax consequences of the merger to such stockholder.

Accounting Treatment of the Merger

(see page 80)

Littelfuse prepares its financial statements in accordance with accounting principles generally accepted in the United States of America (referred to in this proxy statement/prospectus as GAAP). The merger will be accounted for using the acquisition method of accounting. Littelfuse will be treated as the acquiror for accounting purposes.

Regulatory Approvals Required to Complete the Merger

(see pages 84 and 109)

Littelfuse, IXYS and Merger Sub have each agreed to use their respective reasonable best efforts to take, or cause to be taken, all reasonable actions, and to do, or cause to be done, all reasonable things necessary, proper or advisable under any applicable laws to consummate the merger and obtain (and to cooperate with each other in obtaining) the required regulatory approvals, as described in the section titled "The Merger Regulatory Approvals" beginning on page 84.

The obligations of Littelfuse and IXYS to consummate the merger were subject to, among other matters, the termination or expiration of the waiting period (and any extension thereof) applicable to the merger under the HSR Act and the receipt of the clearances and approvals applicable to the merger under the antitrust/merger control laws of Germany. On October 2, 2017, Littelfuse and IXYS received early termination of the applicable waiting period under the HSR Act in the United States, and on October 6, 2017, Littelfuse and IXYS received the required German clearance. There are no other known regulatory approvals required before the closing of the merger.

Expected Timing of Merger

Littelfuse and IXYS currently expect the merger to be completed during the first quarter of calendar year 2018, subject to the affirmative vote of the holders of a majority of the outstanding shares of IXYS common stock in favor of adoption of the merger agreement and the satisfaction or waiver of the other conditions to closing contained in the merger agreement. However, Littelfuse and IXYS cannot predict the actual date on which the merger will be completed because completion is subject to conditions beyond their control and it is possible that such conditions could result in the merger being completed earlier or later or not being completed at all. See the sections titled "The Merger Regulatory Approvals" beginning on page 84 and "The Merger Agreement Conditions to Completion of the Merger" beginning on page 108.

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Treatment of IXYS Stock Options

(see pages 75 and 95)

At the effective time, each outstanding and unexercised IXYS stock option will be assumed by Littelfuse and converted into a Littelfuse stock option to acquire (i) that number of whole shares of Littelfuse common stock (rounded down to the nearest whole share) equal to the product of (x) the number of shares of IXYS common stock subject to such IXYS stock option immediately prior to the effective time multiplied by (y) 0.1265, (ii) at an exercise price per share of Littelfuse common stock (rounded up to the nearest whole cent) equal to the quotient of (x) the exercise price per share of IXYS common stock of such IXYS stock option divided by (y) 0.1265. Each IXYS stock option assumed and converted into a Littelfuse stock option will continue to have, and will be subject to, the same vesting schedule (including any accelerated vesting terms) and all other terms and conditions as applied to such IXYS stock option immediately prior to the effective time.

Listing of Littelfuse Common Stock; Delisting of IXYS Common Stock

(see page 87)

It is a condition to the consummation of the merger that the shares of Littelfuse common stock to be issued to IXYS stockholders in the merger be approved for listing on The NASDAQ Global Select Market, subject to official notice of issuance. As a result of the merger, shares of IXYS common stock will cease to be listed on The NASDAQ Global Select Market.

Appraisal Rights

(see page 143)

IXYS stockholders who do not vote in favor of approval of the merger proposal, who continuously hold their shares of IXYS common stock through the effective time and who otherwise comply precisely with the applicable provisions of Section 262 of the DGCL will be entitled to seek appraisal of the fair value of their shares of IXYS common stock, as determined by the Delaware Court of Chancery, if the merger is completed. The "fair value" of your shares of IXYS common stock as determined by the Delaware Court of Chancery could be greater than, the same as, or less than the value of the merger consideration that you would otherwise be entitled to receive under the terms of the merger agreement. IXYS stockholders who wish to exercise the right to seek an appraisal of their shares must so advise IXYS by submitting a written demand for appraisal in the form described in this proxy statement/prospectus prior to the vote to approve the merger proposal, and must otherwise follow the procedures prescribed by Section 262 of the DGCL. A person having a beneficial interest in shares of IXYS common stock held of record in the name of another person, such as a nominee or intermediary, must act promptly to cause the record holder to follow the steps summarized in this proxy statement/prospectus and in a timely manner to perfect appraisal rights.

The text of Section 262 of the DGCL is attached as **Annex D** to this proxy statement/prospectus. You are encouraged to read these provisions carefully and in their entirety. Due to the complexity of the procedures for exercising appraisal rights, IXYS stockholders who are considering exercising such rights are encouraged to seek the advice of legal counsel and their financial advisors. Failure to strictly comply with these provisions may result in the loss of appraisal rights.

No Solicitation of Company Takeover Proposals

(see page 101)

As more fully described in this proxy statement/prospectus and in the merger agreement, and subject to the exceptions summarized below, IXYS has agreed that it will not (1) solicit, initiate,

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knowingly encourage or knowingly facilitate any inquiry, proposal or offer that constitutes, or would reasonably be expected to lead to, a company takeover proposal (as defined on page 102), (2) engage in, continue or otherwise participate in any discussions or negotiations regarding any company takeover proposal, or (3) approve, recommend, or enter into, or propose to approve, recommend, or enter into, any agreement with respect to a company takeover proposal.

Notwithstanding these restrictions, if at any time prior to obtaining the approval by IXYS stockholders of the merger proposal, IXYS receives a written, bona fide, unsolicited company takeover proposal that did not result from a breach of the merger agreement and that the IXYS board of directors determines in good faith (after consultation with its advisors) constitutes or would reasonably be expected to lead to a company superior proposal (as defined on page 102), IXYS may (1) furnish information with respect to IXYS to the party making the company takeover proposal (subject to certain conditions and obligations in the merger agreement) and (2) engage in discussions or negotiations with the party making the company takeover proposal.

IXYS has agreed to notify Littelfuse within one business day of the receipt of any company takeover proposal or any request for information that is reasonably likely to lead to a company takeover proposal, or of any determination by the IXYS board of directors that a company takeover proposal constitutes or would be reasonably expected to lead to a company superior proposal. IXYS has also agreed to keep Littelfuse reasonably informed, on a reasonably current basis, as to the status of any company takeover proposal, and to promptly provide Littelfuse with any draft agreements relating to a company takeover proposal.

Changes in Board Recommendation

(see page 103)

The merger agreement provides that, subject to certain exceptions, the IXYS board of directors will not (i) fail to include its recommendation in favor of the merger proposal in this proxy statement/prospectus, (ii) change, qualify, withhold, withdraw or modify, or publicly propose to change, qualify, withhold, withdraw or modify (in each case in a manner adverse to Littelfuse) its recommendation in favor of the merger proposal, or (iii) adopt, approve or recommend to IXYS stockholders, or publicly propose or announce its intention to adopt, approve or recommend to IXYS stockholders, any company takeover proposal or agreement relating to a company takeover proposal (any of the foregoing, an adverse recommendation change). Notwithstanding these restrictions, at any time prior to obtaining the approval by IXYS stockholders of the merger proposal, the IXYS board of directors may, if it determines in good faith (after consultation with its advisors) that a company takeover proposal is a company superior proposal (and subject to compliance with certain obligations set forth in the merger agreement, including providing Littelfuse with prior notice and the right under certain circumstances to negotiate to match the terms of any company superior proposal), make an adverse recommendation change or terminate the merger agreement in order to enter into a binding agreement with respect to the company superior proposal.

In addition, the IXYS board of directors is permitted under certain circumstances, prior to obtaining the approval by IXYS stockholders of the merger proposal and subject to compliance with certain obligations set forth in the merger agreement (including providing Littelfuse with prior notice and the right under certain circumstances to negotiate to amend the terms of the merger agreement) to make an adverse recommendation change in response to an intervening event (as defined on page 104) if the IXYS board of directors determines in good faith (after consultation with its advisors) that the failure to do so would be inconsistent with its fiduciary duties.

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Conditions to Completion of the Merger

(see page 108)

The obligations of each of IXYS and Littelfuse to effect the merger are subject to the satisfaction or waiver of the following conditions:

the approval by IXYS stockholders of the merger proposal;

the SEC having declared effective the registration statement of which this proxy statement/prospectus forms a part;

the absence of any order, law or legal restraint by a court or other governmental entity of competent jurisdiction that prohibits, enjoins or makes illegal the closing of the merger;

the expiration or termination of the waiting period (and any extensions thereof) applicable to the merger under the HSR Act and the receipt of the clearances and approvals applicable to the merger under the antitrust/merger control laws of Germany;

the approval for listing by the NASDAQ Global Select Market of the shares of Littelfuse common stock to be issued to IXYS stockholders in the initial merger;

the accuracy of the representations and warranties of the other party set forth in the merger agreement, subject to the materiality standards set forth in the merger agreement;

the other party having performed, in all material respects, all obligations required to be performed by it under the merger agreement; and

the receipt of a written tax opinion from each party's counsel in form and substance reasonably satisfactory to such party.

In addition, Littelfuse's obligations to effect the merger are subject to IXYS' repayment of all of its outstanding debt obligations and delivery to Littelfuse of evidence of such repayment.

Neither Littelfuse nor IXYS can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement

(see page 109)

Littelfuse and IXYS may mutually agree to terminate the merger agreement before completing the merger, whether before or after the receipt of IXYS stockholder approval of the merger proposal.

Either Littelfuse or IXYS may terminate the merger agreement, whether before or after the receipt of IXYS stockholder approval of the merger proposal:

if the merger has not been consummated by February 28, 2018 (which deadline may be extended, under certain circumstances, to May 28, 2018);

if IXYS stockholders fail to approve the merger proposal;

if a court or other governmental entity issues a final, nonappealable order or adopts or enacts a law that in either case permanently restrains, enjoins or makes illegal the consummation of the merger; or

if the other party breaches the merger agreement in a way that would entitle the party seeking to terminate the merger agreement not to consummate the merger, subject to the rights of the breaching party to cure the breach.

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IXYS may also terminate the merger agreement, prior to the receipt of IXYS stockholder approval of the merger proposal, in order to enter into an agreement for a company superior proposal, provided that IXYS has complied with its non-solicitation obligations under the merger agreement and pays a termination fee of \$28.5 million to Littelfuse prior to or concurrently with such termination.

Littelfuse may also terminate the merger agreement, prior to the receipt of IXYS stockholder approval of the merger proposal, if IXYS has made an adverse recommendation change or if IXYS is in willful breach of its non-solicitation obligations. Following such termination, IXYS must pay Littelfuse a termination fee of \$28.5 million.

Expenses and Termination Fees Relating to the Merger

(see page 110)

IXYS must pay Littelfuse a termination fee of \$28.5 million if the merger agreement is terminated in certain circumstances involving a company takeover proposal, an adverse recommendation change or a willful breach of IXYS' non-solicitation obligations under the merger agreement.

All other expenses relating to the merger will generally be paid by the party incurring the expense.

Comparison of Rights of Common Stockholders of Littelfuse and IXYS

(see page 128)

IXYS stockholders receiving shares of Littelfuse common stock in the initial merger will have different rights once they become stockholders of Littelfuse due to differences between the governing corporate documents applicable to IXYS and Littelfuse.

Risk Factors

(see page 32)

You should consider all the information contained in or incorporated by reference into this proxy statement/prospectus in deciding how to vote for the proposals presented in this proxy statement/prospectus.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

Selected Historical Consolidated Financial Data of Littelfuse

The following selected historical consolidated financial data of Littelfuse for each of the fiscal years during the three-year period ended December 31, 2016 and the selected historical consolidated balance sheet data as of December 31, 2016 and January 2, 2016 have been derived from Littelfuse's audited consolidated financial statements as of and for the fiscal year ended December 31, 2016 contained in Littelfuse's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, which is incorporated by reference into this proxy statement/prospectus. The selected historical consolidated financial data for each of the fiscal years ended December 28, 2013 and December 29, 2012 and the selected balance sheet data as of December 27, 2014, December 28, 2013 and December 29, 2012 have been derived from Littelfuse's audited consolidated financial statements as of and for such years contained in Littelfuse's other reports filed with the SEC, which are not incorporated by reference into this proxy statement/prospectus.

The unaudited selected financial data for Littelfuse as of September 30, 2017, and for the nine months ended September 30, 2017 and October 1, 2016, are derived from Littelfuse's unaudited condensed consolidated financial statements and accompanying notes, which are contained in Littelfuse's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, which is incorporated by reference into this proxy statement/prospectus. The selected financial data as of October 1, 2016 is derived from Littelfuse's unaudited condensed consolidated financial statements for the quarter ended October 1, 2016, which have previously been filed with the SEC but which are not incorporated by reference into this proxy statement/prospectus. The unaudited financial data presented have been prepared on a basis consistent with Littelfuse's audited consolidated financial statements. In the opinion of Littelfuse's management, such unaudited financial data reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Littelfuse, including following completion of the merger, and you should read the following information together with Littelfuse's consolidated financial statements, the related notes and the sections titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Littelfuse's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, which are incorporated by reference into this proxy statement/prospectus, and in Littelfuse's other reports filed with the SEC. For more information, see the section titled "Where You Can Find More Information" beginning on page 151.

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LITTELFUSE, INC.
SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA
(Dollar Amounts in Thousands, Except Per Share Data)

	Nine Months Ended or As of		Fiscal Years Ended				
	September 30, 2017 (Unaudited)	October 1, 2016 (Unaudited)	2016	2015	2014	2013	2012
Net sales	\$ 916,685	\$ 771,641	\$ 1,056,159	\$ 867,864	\$ 851,995	\$ 757,853	\$ 667,913
Gross profit	379,909	298,780	413,117	330,499	324,428	296,232	258,467
Operating income	167,731	89,656	130,644	104,157	133,830	129,881	106,870
Net income	130,338						