

MAXIM INTEGRATED PRODUCTS INC
Form DEFA14A
September 30, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

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

Maxim Integrated Products, Inc.

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

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- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials:

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

- (1) Amount previously paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on November 9, 2016.**

MAXIM INTEGRATED PRODUCTS, INC.

Meeting Information

MAXIM INTEGRATED PRODUCTS, INC.

ATTN: MARK CASPER

160 RIO ROBLES

SAN JOSE, CA 95134

Meeting Type: Annual Meeting

For holders as of: September 16, 2016

Date: November 9, 2016 **Time:** 10:00 AM Pacific Time

Location: Maxim Integrated Products, Inc.

Event Center

160 Rio Robles

San Jose, California 95134

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

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

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

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

Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT ON FORM 10-K

How to View Online:

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

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

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

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL* *: sendmaterial@proxyvote.com

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

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before October 26, 2016 to facilitate timely delivery.

How To Vote
Please Choose One of the Following Voting Methods

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

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

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

Voting Items

The Board of Directors recommends you vote FOR all of the nominees listed below and FOR proposals 2 through 6:

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

The eight director nominees are as follows:

| | |
|-------------------------|------------------------|
| 01) William P. Sullivan | 05) Joseph R. Bronson |
| 02) Tunç Doluca | 06) Robert E. Grady |
| 03) Tracy C. Accardi | 07) William D. Watkins |
| 04) James R. Bergman | 08) MaryAnn Wright |

2. To ratify the appointment of Deloitte & Touche LLP as Maxim Integrated's independent registered public accounting firm for the fiscal year ending June 24, 2017.
3. To ratify and approve an amendment to Maxim Integrated's 2008 Employee Stock Purchase Plan to increase the number of shares available for issuance thereunder by 1,500,000 shares.
4. To ratify and approve an amendment to Maxim Integrated's 1996 Stock Incentive Plan to provide a maximum annual limit on non-employee director compensation for cash and equity.
5. To ratify and approve an amendment to Maxim Integrated's Bylaws to designate Delaware as the exclusive forum for the adjudication of certain legal disputes.
6. Advisory vote to approve named executive officer compensation.

October 3, 2016

Dear Maxim Integrated Stockholders:

We are pleased to provide you with the enclosed Proxy Statement for our 2016 Annual Meeting and Annual Report on Form 10-K for our fiscal year ended June 25, 2016.

In fiscal year 2016, we achieved strong growth in our Automotive business and continued to diversify our customer base. We completed the reorganization of our Company to enable our business units and sales teams to be more flexible and more responsive to customers, while simultaneously lowering our costs by refocusing R&D. We also completed the transformation of our manufacturing, which has improved gross margins and reduced our capital spending. Our employees continued to develop innovative, differentiated technology, and this is providing a high return on our R&D investment.

Finally, we returned approximately 80% of free cash flow to our stockholders in the form of dividends and share repurchases during fiscal year 2016. We recently increased the quarterly dividend by 10%, reflecting our confidence in our ability to continue improving profitability and free cash flow growth and to maintain leadership in the return of cash to our stockholders.

In this Proxy Statement, we are asking for your support for various proposals, including a modest share increase for our 2008 Employee Stock Purchase Plan, the establishment of a maximum annual limit on non-employee director compensation, and an amendment to our bylaws to provide that the courts located within the State of Delaware will serve as the exclusive forum for the adjudication of certain legal disputes.

Thank you for your continuing support, and we look forward to seeing you at the 2016 Annual Meeting.

Sincerely,

Tunç Doluca

President and Chief Executive Officer

Maxim Integrated