

XILINX INC
Form 424B3
August 16, 2007

**Filed under Rule 424(b)(3) and (7) of the Securities Act of 1933,
relating to Registration No. 333-143796**

**Supplement No. 3
to Prospectus Dated June 15, 2007 and Prospectus Supplement Dated June 15, 2007
of
XILINX, INC.**

**Relating to
\$1,000,000,000 Junior Subordinated Convertible Debentures due 2037
and
Shares of Common Stock Issuable upon Conversion of the Debentures**

This supplement no. 3 relates to the resale by selling securityholders of Xilinx's Junior Subordinated Convertible Debentures Due 2037 and the shares of Xilinx common stock issuable upon conversion of the debentures.

You should read this supplement no. 3 in conjunction with the prospectus dated June 15, 2007, the prospectus supplement dated June 15, 2007, supplement no. 1 to the prospectus supplement dated July 2, 2007 and supplement no. 2 to the prospectus supplement dated July 20, 2007, which should be delivered in conjunction with this supplement. This supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus and prospectus supplement, including supplements nos. 1, 2 and 3. This supplement is qualified by reference to the prospectus and prospectus supplement, except to the extent that the information provided by this supplement supersedes information contained in the prospectus supplement and supplements nos. 1 and 2.

Investing in the debentures and the common stock issuable upon conversion of the debentures involves risk. See the discussion entitled "Risk Factors" beginning on page S-7 of the prospectus supplement dated June 15, 2007.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this supplement, the prospectus dated June 15, 2007, or the prospectus supplement dated June 15, 2007. Any representation to the contrary is a criminal offense.

The table under the caption "Selling Securityholders" beginning on page S-71 of the prospectus supplement is hereby supplemented and amended by adding certain selling securityholders identified in the table below. We prepared this table based on information supplied to us by the selling securityholders named in the table below on or prior to August 14, 2007. Information about the selling securityholders may change over time. If required, any changed or new information given to us will be set forth in supplements to the prospectus supplement or amendments to the registration statement of which this supplement is a part, if and when necessary.

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We have assumed for purposes of the table below that the selling securityholders will sell all of the debentures and all of the common stock issuable upon conversion of the debentures pursuant to this supplement, the prospectus supplement dated June 15, 2007, and the prospectus dated June 15, 2007, and that any other shares of our common stock beneficially owned by the selling securityholder will continue to be beneficially owned.

Except as set forth below, the selling securityholders listed in the table below do not have, nor within the past three years have had, any position, office or other material relationship with us or any of our predecessors or affiliates.

The selling securityholders identified below may have sold, transferred or otherwise disposed of, pursuant to transactions exempt from the registration requirements of the Securities Act of 1933, as amended, all or a portion of its debentures since the date on which it provided the information regarding its debentures.

Name of Selling Securityholder	Principal Amount of Debentures Beneficially Owned and Offered (USD)(4)	Percentage of Debentures Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(3)	Natural Person(s) with Voting or Investment Power
Highbridge Convertible Arbitrage Master Fund, L.P.	10,200,000	1.02	327,175	327,175	0	(5)
Highbridge International LLC	42,300,000	4.23	1,356,815	1,356,815	0	(6)
Commercial Union Life Fund	1,300,000	*	41,699	41,699	0	David Clott
CGNU Life Fund	1,100,000	*	35,284	35,284	0	David Clott
Norwich Union Life Fund	2,800,000	*	89,813	89,813	0	David Clott
Sage Capital	1,600,000	*	51,322	51,322	0	Peter DeLisser
Argent Classic Convertible Arbitrage Fund Ltd.	2,700,000	*	86,605	86,605	0	Nathaniel Brown and Robert Richardson
Argentum Multi-Strategy Fund Ltd. □ Classic	60,000	*	1,925	1,925	0	Nathaniel Brown and Robert Richardson
Argent LowLev Convertible Arbitrage Fund Ltd.	960,000	*	30,793	30,793	0	Nathaniel Brown and Robert Richardson
Argent Classic Convertible Arbitrage Fund L.P.	280,000	*	8,981	8,981	0	Nathaniel Brown and Robert Richardson
Argent Classic						Nathaniel

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Convertible Arbitrage Fund II, L.P.	80,000	*	2,566	2,566	0	Brown and Robert Richardson
Xavex Convertible Arbitrage 10 Fund	240,000	*	7,698	7,698	0	Nathaniel Brown and Robert Richardson
Xavex Convertible Arbitrage 2 Fund	120,000	*	3,849	3,849	0	Nathaniel Brown and Robert Richardson
Partners Group Alternative Strategies PCC LTD	560,000	*	17,963	17,963	0	Nathaniel Brown and Robert Richardson
Lyxor Master Fund Ref: Argent/LowLev CB c/o Argent	190,000	*	6,094	6,094	0	Nathaniel Brown and Robert Richardson
HFR CA Global Select Master Trust Account	90,000	*	2,887	2,887	0	Nathaniel Brown and Robert Richardson
Class C Trading Company, Ltd.	560,000		17,963	17,963	0	Nathaniel Brown and Robert Richardson
Argent LowLev Convertible Arbitrage Fund II, LLC	20,000	*	642	642	0	Nathaniel Brown and Robert Richardson
Elite Classic Convertible Arbitrage Ltd.	140,000	*	4,491	4,491	0	Nathaniel Brown and Robert Richardson

* Less than one percent (1%).

The selling securityholder is a registered broker-dealer.

+ The selling securityholder is an affiliate of a registered broker-dealer.

(1) Assumes conversion of all of the holder's debentures at a conversion rate of 32.0760 shares of common stock per \$1,000 principal amount at maturity of the debentures. This conversion rate is subject to adjustment as described under "Description of Debentures—Conversion Rights." As a result, the number of shares of common stock issuable upon conversion of the debentures may increase or decrease in the future. Further, pursuant to the terms of the debentures, upon conversion, we will deliver cash equal to the lesser of the aggregate principal amount of debentures to be converted and the total conversion obligation. We will deliver shares of our common stock, cash or a combination thereof, at our option for the remainder, if any, of our conversion obligation.

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Accordingly, the number of shares of our common stock we would actually deliver upon conversion of any debentures would be lower than the number shown for any holder of debentures in this table above. Excludes shares of common stock that may be issued by us upon the repurchase of the debentures as described under "Description of Debentures" Repurchase of the Debentures by Us at the Option of Holders Upon a Fundamental Change" and fractional shares. Holders will receive a cash adjustment for any fractional share amount resulting from conversion of the debentures, as described under "Description of Debentures" Conversion Rights."

(2) The number of shares of common stock beneficially owned by each holder named above is less than 1% of our outstanding common stock, calculated based on 298,017,510 shares of common stock outstanding as of June 11, 2007. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's debentures, but we did not assume conversion of any other holder's debentures.

(3) For the purposes of computing the number and percentage of debentures and shares to be held by the selling securityholders after the conclusion of the offering, we have assumed for purposes of the table above that the selling securityholder named above will sell all of the debentures and all of the common stock issuable upon conversion of the debentures offered by this prospectus supplement and the prospectus, and that any other shares of our common stock beneficially owned by the selling securityholder will continue to be beneficially owned. We also assume that unnamed holders of debentures, or any future transferees, pledgees, donees or successors of from any such holder, do not beneficially own any common stock other than that issuable upon conversion of the debentures.

(4) The maximum principal amount of debentures that may be sold under this prospectus and prospectus supplement will not exceed \$1,000,000,000.

(5) Highbridge Capital Management, LLC is the trading manager of Highbridge Convertible Arbitrage Master Fund, L.P. and has voting control and investment discretion over the securities held by Highbridge Convertible Arbitrage Master Fund, L.P. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by Highbridge Convertible Arbitrage Master Fund, L.P. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by Highbridge Convertible Arbitrage Master Fund, L.P.

(6) Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC and has voting control and investment discretion over the securities held by Highbridge International LLC. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by Highbridge International LLC. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by Highbridge International LLC.

The date of this supplement no. 3 is August 16, 2007.