

LITTELFUSE INC /DE  
Form 8-K  
April 29, 2015

**United States**

**Securities and Exchange Commission  
Washington, D.C. 20579**

**Form 8-K  
Current Report**

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

Date of Report (Date of earliest event reported) – April 24, 2015

**Littelfuse, Inc.**

(Exact name of registrant as specified in its charter)

Delaware                      0-20388              36-3795742  
(State of other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

8755 W. Higgins Road, Suite 500, Chicago, IL 60631

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (773) 628-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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## **Item 2.02 Results of Operations and Financial Condition**

The information in this Form 8-K is not deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 and is not incorporated by reference into any Securities Act registration statements.

On April 29, 2015, Littelfuse, Inc. (the "Company") issued a press release announcing the results of its operations for the quarter ended March 28, 2015. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and incorporated by reference to this Item 2.02 as if fully set forth herein.

The press release attached to this Form 8-K includes forward-looking statements that are intended to be covered by the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include but are not limited to comments with respect to the objectives and strategies, financial condition, results of operations and business of the Company. These forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, and the risk that predictions and other forward-looking statements will not be achieved. The Company cautions you not to place undue reliance on these forward-looking statements as a number of important factors could cause actual future results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements.

A copy of the press release is also posted on the Company's website.

## **Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 24, 2015, the Company held its 2015 Annual Meeting of Stockholders. A quorum was present at the meeting as required by the Company's Bylaws. The final results of voting for each matter submitted to a vote of stockholders at the meeting are as follows:

### **Proposal 1: Election of Directors**

The following seven individuals were elected to the Board of Directors of the Company to serve as directors until the 2016 Annual Meeting of Stockholders and until their successors have been duly elected and qualified:

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Nominees	Votes Cast For	Votes Withheld	Broker
			Non-Votes
Tzau-Jin (T. J.) Chung	20,812,160	55,558	788,289
Cary T. Fu	20,821,415	46,303	788,289
Anthony Grillo	20,425,805	441,913	788,289
Gordon Hunter	19,999,568	868,150	788,289
John E. Major	19,770,085	1,097,633	788,289
William P. Noglows	20,596,288	271,430	788,289
Ronald L. Schubel	20,462,501	405,217	788,289

**Proposal 2: Approval and Ratification of the Appointment of Grant Thornton LLP as the Company's Independent Auditors**

The appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending January 2, 2016 was approved and ratified.

For	Against	Abstain
21,640,969	9,996	5,042

**Proposal 3: Re-approval of the Performance Goals in the Littelfuse, Inc. Long-term Incentive Plan**

The stockholders re-approved the performance goals in the Littelfuse, Inc. Long-term Incentive Plan.

For	Against	Abstain	Broker Non-Votes
20,105,691	756,243	5,784	788,289

**Proposal 4: Advisory Vote on Compensation of Named Executive Officers**

The stockholders approved, on an advisory, non-binding basis, the compensation of our named executive officers.

For	Against	Abstain	Broker Non-Votes
19,980,983	873,385	13,350	788,289

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits.

The following exhibit is furnished with this Form 8-K:

99.1 Press Release, dated April 29, 2015

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**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LITTELFUSE, INC.

Date: April 29, 2015 By: /s/ Philip G. Franklin  
Philip G. Franklin  
Executive Vice President and  
Chief Financial Officer

**Exhibit Index**

99.1 Press release, dated April 29, 2015