

ANALOG DEVICES INC  
Form 8-K  
November 01, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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): October 31, 2013

Analog Devices, Inc.  
(Exact name of registrant as specified in its charter)

|                                                                    |                                       |                                                    |
|--------------------------------------------------------------------|---------------------------------------|----------------------------------------------------|
| Massachusetts<br>(State or other jurisdiction<br>of incorporation) | 1-7819<br>(Commission<br>File Number) | 04-2348234<br>(IRS Employer<br>Identification No.) |
|--------------------------------------------------------------------|---------------------------------------|----------------------------------------------------|

|                                                                             |                     |
|-----------------------------------------------------------------------------|---------------------|
| One Technology Way, Norwood, MA<br>(Address of principal executive offices) | 02062<br>(Zip Code) |
|-----------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (781) 329-4700

Not Applicable  
(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01. Other Events.

On October 31, 2013, Analog Devices, Inc. (“ADI”) completed the previously announced sale of the assets and intellectual property related to ADI’s microphone product line, pursuant to the Master Asset Purchase and Sale Agreement entered into with InvenSense, Inc. and its subsidiary InvenSense International, Inc. (collectively, “InvenSense”). The product line sold consists of analog and digital output microphones, and related support operations, primarily used in consumer applications. InvenSense paid consideration to ADI of \$100 million in cash at closing. Potential additional amounts are payable to ADI upon achievement over 12 months of certain revenue milestones by InvenSense based on microphone sales.

A copy of the press release issued by ADI on November 1, 2013 concerning the completion of the foregoing transaction is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d)Exhibits

| Exhibit No. | Description                           |
|-------------|---------------------------------------|
| 99.1        | Press Release, dated November 1, 2013 |

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 hereunto duly authorized.

Date: November 1, 2013

ANALOG DEVICES, INC.

By: /s/ David A. Zinsner  
David A. Zinsner  
Vice President, Finance and Chief  
Financial Officer

---

EXHIBIT INDEX

| Exhibit No. | Description                           |
|-------------|---------------------------------------|
| 99.1        | Press Release, dated November 1, 2013 |