

LATTICE SEMICONDUCTOR CORP

Form 8-K

December 09, 2014

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)

December 4, 2014

Lattice Semiconductor Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation)

000-18032

(Commission File Number)

93-0835214

(IRS Employer  
Identification No.)

5555 N. E. Moore Court

Hillsboro, Oregon 97124-6421

(Address of principal executive offices, including zip code)

(503) 268-8000

(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

On December 4, 2014, the Board of Directors (the "Board") of Lattice Semiconductor Corporation (the "Company") acted to enlarge the Board of Directors from seven to eight members and appointed D. Jeffery Richardson to the Board effective December 4, 2014. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Mr. Richardson will also serve as a member of the Audit Committee.

In connection with Mr. Richardson's service as a director, he will be entitled to the Company's customary compensatory arrangement for outside directors, including an annual retainer of \$40,000 for Board service and an annual retainer of \$10,000 for service on the Audit Committee. In addition, on the date of appointment, Mr. Richardson was granted options to purchase the Company's common stock valued at \$150,000 pursuant to the terms of the Company's 2011 Non-Employee Director Equity Incentive Plan, with 33 1/3% of the option vesting on the first anniversary of the date of grant and an additional 33 1/3% of the option vesting each anniversary thereafter, subject to his continued service to the Company. In addition, as a non-employee director Mr. Richardson will be entitled to receive an annual award of restricted stock with a value of \$105,000 under the Company's 2011 Non-Employee Director Equity Incentive Plan on the day after each of the Company's annual meeting of stockholders. Mr. Richardson will receive the first award of restricted stock on the day after the Company's next annual meeting of stockholders with a value based on a prorated portion of the \$105,000 standard annual award adjusted as appropriate to reflect the fact that he was appointed subsequent to the previous annual meeting of stockholders. The restricted stock grants vest on the first year anniversary of the date of grant.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being furnished herewith:

Exhibit No.	Description
99.1	Press Release dated December 9, 2014 (furnished herewith).

SIGNATURES

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.

LATTICE SEMICONDUCTOR CORPORATION

By: /s/ Byron W. Milstead

Byron W. Milstead

Corporate Vice President and General Counsel

Date: December 9, 2014

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated December 9, 2014 (furnished herewith)