

ATHEROS COMMUNICATIONS INC  
Form 8-K  
August 18, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): August 17, 2010

**ATHEROS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-50534**  
(Commission  
File Number)

**77-0485570**  
(IRS Employer  
Identification No.)

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5480 Great America Parkway, Santa Clara, California 95054

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 773-5200

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 (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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On August 17, 2010, John Hennessy, the Chairman of our Board of Directors, notified the Board of Directors of his intent to retire from the Board, effective on September 30, 2010.

The Board has appointed Willy Shih, a member of our Board of Directors since November 2006, as the Chairman of the Board, to be effective following Dr. Hennessy's retirement from the Board. Dr. Shih is currently a Professor of Management Practice at The Harvard Business School and previously served in senior management positions at Thomson (now Technicolor) and Eastman Kodak Company. Prior to that, Dr. Shih served in various positions at Silicon Graphics Computer Systems, Digital Equipment Corporation and IBM.

**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.

Dated: August 18, 2010

**ATHEROS COMMUNICATIONS, INC.**

By: /s/ Jack R. Lazar

Name: Jack R. Lazar

Title: Chief Financial Officer and Vice

President of Corporate Development