

MICROCHIP TECHNOLOGY INC

Form 8-K

August 15, 2018

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 15, 2018 (August 14, 2018)

MICROCHIP TECHNOLOGY INCORPORATED

(Exact Name Of Registrant As Specified In Its Charter)

Delaware

0-21184

86-0629024

(State or other Jurisdiction of Incorporation) (Commission File No.) (IRS Employer Identification No.)

2355 West Chandler Boulevard, Chandler, Arizona 85224-6199

(Address of Principal Executive Offices, Including Zip Code)

(480) 792-7200

(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.45 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.07. Submission of Matters to a Vote of Security Holders.

At our annual meeting of stockholders held on August 14, 2018, our stockholders elected each of the following individuals to serve on the Board of Directors until the next annual meeting of stockholders, or until his or her successor is duly elected and qualified.

| Nominees           | Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|--------------------|-------------|---------------|-------------|---------------------|
| Steve Sanghi       | 185,140,401 | 7,704,236     | 295,953     | 25,463,834          |
| Matthew W. Chapman | 182,297,392 | 10,693,632    | 149,566     | 25,463,834          |
| L.B. Day           | 170,456,454 | 22,533,491    | 150,645     | 25,463,834          |
| Esther L. Johnson  | 191,492,015 | 1,505,127     | 143,448     | 25,463,834          |
| Wade F. Meyercord  | 181,547,838 | 11,443,420    | 149,332     | 25,463,834          |

In addition, the following proposals were voted on and approved at the annual meeting:

Proposal to ratify the appointment of Ernst & Young LLP  
 1. as our independent registered public accounting firm for the fiscal year ending March 31, 2019.

| Votes For   | Votes Against | Abstentions | Broker Non Votes |
|-------------|---------------|-------------|------------------|
| 216,811,509 | 1,623,386     | 169,529     | —                |

2. Proposal to approve the compensation of our named executive officers on an advisory (non-binding) basis.

| Votes For   | Votes Against | Abstentions | Broker Non Votes |
|-------------|---------------|-------------|------------------|
| 183,365,919 | 9,446,838     | 327,566     | 25,464,101       |

**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.

Dated: August 15, 2018 Microchip Technology Incorporated

By: /s/ J. Eric Bjornholt  
J. Eric Bjornholt  
Vice President, Chief Financial Officer