
**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 8, 2017

Analog Devices, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation)

1-7819
(Commission
File Number)

04-2348234
(IRS Employer
Identification No.)

One Technology Way, Norwood, MA
(Address of principal executive offices)

02062
(Zip Code)

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

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 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.

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

On August 16, 2017, Analog Devices, Inc. (the “Company” or “Analog Devices”) announced that Prashanth Mahendra-Rajah would be joining the Company as Senior Vice President, Finance and Chief Financial Officer of the Company, effective as of Mr. Mahendra-Rajah’s first day of employment, expected to be September 28, 2017.

Mr. Mahendra-Rajah, 47, currently serves as the Chief Financial Officer of WABCO Holdings Inc. and has held that position since June 2014. Prior to that, Mr. Mahendra-Rajah served as Corporate Vice President and Segment CFO for the Silicon Systems Group, a division of Applied Materials, Inc., from April 2012. Prior to that role, Mr. Mahendra-Rajah served as Vice President Finance, Head of Global Planning & Reporting for Visa Inc. for two years. Before then, Mr. Mahendra-Rajah spent 12 years at United Technologies Corporation where he served as Vice President, Finance, Planning and Analysis, UTC Fire and Security and Vice President and Chief Financial Officer, Building Systems and Services, Carrier Corporation. There are no reportable family relationships or related person transactions involving Analog Devices and Mr. Mahendra-Rajah.

The Compensation Committee of the Board of Directors of the Company (the “Committee”) approved an annual base salary for Mr. Mahendra-Rajah of \$550,000, effective as of his first date of employment. The Committee also set Mr. Mahendra-Rajah’s target award percentage for purposes of the Company’s Executive Performance Incentive Plan at 100% and approved a cash hiring bonus of \$500,000. The hiring bonus is subject to a clawback by the Company should Mr. Mahendra-Rajah voluntarily leave the Company or be terminated by the Company for cause within the first twelve months of his employment. The Committee determined that Mr. Mahendra-Rajah would be granted a restricted stock unit award with a value of \$2,000,000, which will vest in equal annual installments over a three year period, commencing on the first anniversary of the grant date. In addition, to promote the successful integration of the Company’s acquisition of Linear Technology Corporation, which the Company acquired in March 2017, the Committee determined that Mr. Mahendra-Rajah would be granted a performance-based restricted stock unit award with a value of \$1,650,000. Each of these equity awards will be granted on October 16, 2017, in accordance with the Company’s equity award guidelines and policies. These awards will be subject to the standard terms and conditions of our form of restricted stock unit agreement and the Linear integration performance restricted stock unit agreement, previously filed. In connection with his appointment, Analog Devices and Mr. Mahendra-Rajah will enter into our standard Employee Retention Agreement for officers and key employees, previously filed. A copy of the press release announcing Mr. Mahendra-Rajah’s joining the Company is filed with this Current Report on Form 8-K as Exhibit 99.1.

Eileen Wynne will continue serving as the Company’s interim Chief Financial Officer and Vice President and Chief Accounting Officer until Mr. Mahendra-Rajah’s first date of employment. Thereafter, she will continue to serve as the Company’s Vice President and Chief Accounting Officer.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 16, 2017

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: August 16, 2017

ANALOG DEVICES, INC.

By: /s/ Margaret K. Seif
Margaret K. Seif
Senior Vice President, Chief Legal
Officer and Secretary

EXHIBIT INDEX

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Prashanth Mahendra-Rajah to Join Analog Devices as Senior Vice President, Finance and Chief Financial Officer

NORWOOD, Mass. – Aug. 16, 2017 – Analog Devices, Inc. (NASDAQ: ADI) today announced that Prashanth Mahendra-Rajah will join the Company on September 28, 2017 as Senior Vice President, Finance and Chief Financial Officer. Reporting to CEO Vincent Roche, Mr. Mahendra-Rajah will oversee ADI's global finance organization, with responsibility for financial management, reporting, controls, planning, and strategy. Mr. Mahendra-Rajah currently serves as Chief Financial Officer of WABCO Holdings Inc., a \$3B global supplier of commercial vehicle technologies, a position he has held since June 2014. Prior to his appointment at WABCO, he served as Corporate Vice President and Segment CFO for the Silicon Systems Group, a \$6B division of Applied Materials, Inc. Previously, Mr. Mahendra-Rajah held global finance and operational positions at Visa and United Technologies. He holds a B.S. in Chemical Engineering from the University of Michigan, a M.S. in Engineering from Johns Hopkins University, and an M.B.A. from Purdue University, Krannert School of Management.

Eileen Wynne will continue serving as Analog Devices' interim Chief Financial Officer and Vice President and Chief Accounting Officer until Mr. Mahendra-Rajah's first date of employment, after which she will continue to serve as the Company's Vice President and Chief Accounting Officer.

“We are very excited that Prashanth is joining our team,” said Vincent Roche, President and CEO of Analog Devices. “His proven ability to facilitate profitable business growth through smart financial strategy and disciplined financial operations maps well to both ADI’s culture and business priorities. I am confident Prashanth will have a rapid and positive impact on ADI’s performance and results and be a critical partner in the ongoing development of our operational and product strategies.”

Mr. Roche continued, “I want to thank Eileen Wynne for her financial leadership and commitment to our organization during our search for a new CFO. I look forward to her continued counsel and support.”

About Analog Devices

Analog Devices (NASDAQ: ADI) is the leading global high-performance analog technology company dedicated to solving the toughest engineering challenges. We enable our customers to interpret the world around us by intelligently bridging the physical and digital with unmatched technologies that sense, measure, power, connect and interpret. Visit <http://www.analog.com>.

This release contains forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among other things, our statements regarding the expected benefits and timing of the joining of the Company’s new Chief Financial Officer. The statements contained in this release are not guarantees of future performance, are inherently uncertain, involve certain risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed in such forward-looking statements, and such statements should not be relied upon as representing Analog Devices’ expectations or beliefs as of any date subsequent to the date of this press release. Important factors that could cause actual results to differ materially from the results described, implied or projected in any forward-looking statements include any faltering in global economic conditions or the stability of credit and financial markets, erosion of consumer confidence and declines in customer spending, unavailability of raw materials, services, supplies or manufacturing capacity, changes in geographic, product or customer mix, higher than expected or unexpected costs associated with or relating to the acquisition of Linear Technology and the integration of the businesses; the risk that expected benefits, synergies and growth prospects of the acquisition may not be fully achieved in a timely manner, or at all; the risk that Linear Technology’s business may not be successfully integrated with Analog Devices’; the risk that we will be unable to retain and hire key personnel; the risk that disruption resulting from the acquisition may adversely affect our business and relationships with our customers, suppliers or employees; and other risk factors described in our most recent filings with the Securities and Exchange Commission. We do not undertake any obligation to update forward-looking statements made by us.

(ADI-WEB)

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