

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 5)**

**HITTITE MICROWAVE CORPORATION**

(Name of Subject Company (issuer))

**BBAC CORP.**

a direct wholly owned subsidiary of

**ANALOG DEVICES, INC.**

(Names of Filing Persons (Offerors))

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
(Title of Class of Securities)

**43365Y104**  
(CUSIP Number of Class of Securities)

**Margaret K. Seif, Esq.**  
**Vice President, General Counsel and Secretary**  
**Analog Devices, Inc.**  
**One Technology Way**  
**Norwood, Massachusetts 02062**  
**(781) 329-4700**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*With copies to:*

**Mark G. Borden, Esq.**  
**Jay E. Bothwick, Esq.**  
**Wilmer Cutler Pickering Hale and Dorr LLP**  
**60 State Street**  
**Boston, Massachusetts 02109**  
**(617) 526-6000**

**CALCULATION OF FILING FEE**

Transaction valuation(1)	Amount of filing fee(2)
\$ 2,470,564,631	\$ 318,209

(1) The transaction valuation is an estimate calculated solely for purposes of determining the amount of the filing fee. The transaction valuation was determined by multiplying (x) \$78.00 (i.e., the per share tender offer price) by (y) the sum of (a) 31,390,468, the number of shares of common stock (including shares subject to restricted stock awards) issued and outstanding, plus (b) 10,777, the number of shares of common stock issuable pursuant to outstanding stock options, less the aggregate exercise price of such options, plus (c) 275,174, the number of shares of common stock subject to restricted stock units. The foregoing share figures have been provided by the issuer to the offerors and are as of June 19, 2014.

(2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2014, issued August 30, 2013, by multiplying the transaction value by 0.00012880.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$318,209  
Form or Registration No.: Schedule TO

Filing Party: BBAC Corp.  
Date Filed: June 23, 2014

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
  - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
- 
-

This Amendment No. 5 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the “**SEC**”) on June 23, 2014 (as amended by Amendment No. 1 filed with the SEC on June 27, 2014 (“**Amendment No. 1**”), Amendment No. 2 filed with the SEC on July 11, 2014 (“**Amendment No. 2**”), Amendment No. 3 filed with the SEC on July 17, 2014 (“**Amendment No. 3**”), Amendment No. 4 filed with the SEC on July 21, 2014 (“**Amendment No. 4**”) and this Amendment, the “**Schedule TO**”), which relates to the offer by BBAC Corp., a Delaware corporation (the “**Purchaser**”), a direct wholly owned subsidiary of Analog Devices, Inc., a Massachusetts corporation (“**Analog Devices**”), to purchase all of the issued and outstanding shares of common stock, par value \$0.01 per share (each, a “**Share**”), of Hittite Microwave Corporation, a Delaware corporation (“**Hittite**”), at a price of \$78.00 per Share, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 23, 2014 (as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and this Amendment, the “**Offer to Purchase**”) and in the related Letter of Transmittal, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. This Amendment is being filed on behalf of Analog Devices and the Purchaser. Capitalized terms used and not otherwise defined in this Amendment shall have the respective meanings assigned to such terms in the Offer to Purchase.

#### **Items 1 through 11.**

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

At 12:00 midnight, New York City time, at the end of July 21, 2014 (one minute after 11:59 p.m., New York City time, on July 21, 2014), the Offer expired as scheduled. The Offer was not extended. Following the expiration of the Offer, the Depository advised the Purchaser that, as of the expiration of the Offer, a total of 23,291,991 Shares were validly tendered and not properly withdrawn prior to the expiration of the Offer, representing approximately 74.2% of the currently issued and outstanding Shares. As a result, the Minimum Condition has been satisfied. In addition, the Depository advised the Purchaser that, as of such time, Notices of Guaranteed Delivery had been delivered for 1,966,797 Shares, representing approximately 6.3% of the currently issued and outstanding Shares. All Shares that were validly tendered and not properly withdrawn prior to the expiration of the Offer have been accepted for payment.

Following the expiration of the Offer and acceptance for payment of the Shares on July 22, 2014, Analog Devices consummated the Merger pursuant to the terms of the Merger Agreement and without a vote of the stockholders of Hittite to adopt the Merger Agreement in accordance with Section 251(h) of the DGCL. Pursuant to the Merger Agreement, at the Effective Time, the Purchaser merged with and into Hittite, with Hittite continuing as the surviving corporation and a wholly owned subsidiary of Analog Devices. At the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than (i) Shares owned by Analog Devices, the Purchaser or Hittite or any direct or indirect wholly owned subsidiary of Analog Devices, the Purchaser or Hittite, including all Shares held by Hittite as treasury stock, all of which were canceled, and (ii) Shares owned by any stockholder of Hittite

who or which was entitled to demand, and properly demanded, appraisal rights pursuant to, and complies in all respects with, Section 262 of the DGCL) were converted into the right to receive an amount in cash equal to the Offer Price, less any applicable withholding tax. The Shares were delisted from the NASDAQ Global Select Market effective as of the close of trading on July 22, 2014.

On July 22, 2014, Analog Devices issued press releases announcing (i) the expiration and results of the Offer, and (ii) the consummation of the Merger. The press releases are attached as Exhibits (a)(5)(G) and (a)(5)(H), respectively, and are incorporated herein by reference.

**ITEM 12. EXHIBITS.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(G) Press Release issued by Analog Devices on July 22, 2014\*

(a)(5)(H) Press Release issued by Analog Devices on July 22, 2014\*

\* Filed herewith.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 22, 2014

**BBAC CORP.**

By: /s/ Margaret K. Seif

Name: Margaret K. Seif

Title: Secretary

**ANALOG DEVICES, INC.**

By: /s/ David A. Zinsner

Name: David A. Zinsner

Title: Vice President, Finance and Chief Financial  
Officer

**EXHIBITS INDEX**

(a)(5)(G) Press Release issued by Analog Devices on July 22, 2014\*

(a)(5)(H) Press Release issued by Analog Devices on July 22, 2014\*

\* Filed herewith.

**ANALOG DEVICES COMPLETES TENDER OFFER**

*- Acquisition of Hittite Microwave expected to be completed later today.*

**Norwood, Massachusetts (07/22/2014)** — Analog Devices, Inc. (NASDAQ: ADI), a global leader in high-performance semiconductors for signal processing applications, today announced it has completed its tender offer to purchase all outstanding shares of common stock of Hittite Microwave Corporation (NASDAQ: HITT) for \$78.00 per share in cash, and ADI has accepted for payment and will promptly pay the depository for all validly tendered shares. ADI expects to complete the acquisition of Hittite Microwave later today and will issue a press release to notify stakeholders.

The tender offer expired at 12:00 midnight, New York City time, at the end of July 21, 2014. As of the expiration of the tender offer, 23,291,991 shares of Hittite Microwave common stock had been validly tendered and not validly withdrawn, representing approximately 74.2% of Hittite Microwave's outstanding shares of common stock.

ADI expects to complete the acquisition of Hittite Microwave through a merger under Section 251(h) of the General Corporation Law of the State of Delaware (the "DGCL"). Pursuant to the merger, each remaining eligible share of Hittite Microwave common stock will be converted into the right to receive an amount in cash equal to the same \$78.00 per share in cash that will be paid in the tender offer. Eligible shares exclude shares held by ADI or Hittite Microwave or their respective wholly owned subsidiaries and those held by any stockholder of Hittite Microwave who properly demanded appraisal under Section 262 of the DGCL.

**Forward-Looking Statements**

*This press release contains forward-looking statements regarding ADI's planned completion of the acquisition of Hittite Microwave. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Such statements are based on our current expectations and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. For information about factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to ADI's filings with the SEC, including the risk factors contained in ADI's most recent Quarterly Report on Form 10-Q. Forward-looking statements represent management's current expectations and are inherently uncertain. Except as required by law, we do not undertake any obligation to update forward-looking statements made by us to reflect subsequent events or circumstances.*

**About Analog Devices**

Innovation, performance, and excellence are the cultural pillars on which ADI has built one of the longest standing, highest growth companies within the technology sector. Acknowledged industry-wide as a leader in data conversion and signal conditioning technology, ADI serves over 60,000 customers, representing virtually all types of electronic equipment. ADI is headquartered in Norwood, Massachusetts, with design and manufacturing facilities throughout the world. ADI's common stock is included in the S&P 500 Index.

For more information: Mr. Ali Husain, Analog Devices, Inc. 781-461-3282 or [investor.relations@analog.com](mailto:investor.relations@analog.com)

**ANALOG DEVICES COMPLETES ACQUISITION OF HITTITE**

*- ADI RF and microwave portfolio now spans entire frequency spectrum, enabling more complete solutions for customers.*

**Norwood, Massachusetts (07/22/2014)** - Analog Devices, Inc. (NASDAQ: ADI) today announced it has completed its acquisition of Hittite Microwave Corporation in an all-cash transaction at a purchase price of \$78 per share, reflecting a total enterprise value of approximately \$2 billion.

“ADI’s portfolio now spans the entire frequency spectrum of RF, microwave, and millimeter wave,” said Vincent Roche, ADI President and CEO. “Complemented by our world class signal processing franchise, we believe our customers will benefit from more complete solutions across a breadth of applications, including industrial instrumentation, aerospace and defense electronics, communications infrastructure, and automotive safety.”

“We are very excited to have the Hittite team join ADI and together, we believe we can create greater value for our customers and our shareholders,” said Mr. Roche.

ADI also announced its new RF and Microwave Group (RFMG) will be led by Rick D. Hess, former President and CEO of Hittite Microwave. RFMG combines product and technology development teams from ADI’s RF and microwave group and Hittite Microwave.

As a result of the acquisition, Hittite Microwave’s shares of common stock have been delisted from the NASDAQ Global Select Market effective as of the close of trading today.

ADI’s management will discuss its third quarter fiscal year 2014 financial results and business outlook for the combined company during its third quarter earnings conference call scheduled for Tuesday, August 26, 2014.

Credit Suisse Securities (USA) LLC acted as ADI’s exclusive financial advisor and WilmerHale acted as ADI’s legal counsel in connection with the transaction.

**Forward-Looking Statements**

*This press release contains forward-looking statements, which address a variety of subjects including, for example, the expected benefits of the transaction to customers and shareholders, and ADI’s expected product development and technical advances resulting from the transaction. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Such statements are based on our current expectations and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. The following important factors and uncertainties, among others, could cause actual results to differ materially from those described in these forward-looking statements: we may experience higher than expected or unexpected costs associated with or relating to the transaction; the expected benefits, synergies and growth prospects of the transaction may not be achieved in a timely manner, or at all; Hittite’s business may not be successfully integrated with ADI’s following the closing; and*



*disruption from the transaction may adversely affect Hittite's relationships with its customers, suppliers or employees. For additional information about factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to both ADI's and Hittite's filings with the Securities and Exchange Commission, including the risk factors contained in each of ADI's and Hittite's most recent Quarterly Reports on Form 10-Q. Forward-looking statements represent management's current expectations and are inherently uncertain. Except as required by law, we do not undertake any obligation to update forward-looking statements made by us to reflect subsequent events or circumstances.*

#### **About Analog Devices**

Innovation, performance, and excellence are the cultural pillars on which Analog Devices has built one of the longest standing, highest growth companies within the technology sector. Acknowledged industry-wide as the world leader in data conversion and signal conditioning technology, Analog Devices serves over 60,000 customers, representing virtually all types of electronic equipment. Analog Devices is headquartered in Norwood, Massachusetts, with design and manufacturing facilities throughout the world. Analog Devices' common stock is included in the S&P 500 Index.

For more information:

#### Investors:

Mr. Ali Husain, Analog Devices, Inc.  
781-461-3282 (phone); 781-461-3491 (fax);  
[investorrelations@analog.com](mailto:investorrelations@analog.com) (email)

#### Press:

Ms. Colleen Cronin, Analog Devices, Inc.  
781-937-1622 (phone)  
[Colleen.cronin@analog.com](mailto:Colleen.cronin@analog.com) (email)