

**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): May 12, 2023**

**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 Analog Way  
Wilmington, MA**  
(Address of Principal Executive Offices)

**01887**  
(Zip Code)

**Registrant's telephone number, including area code: (781) 935-5565**

**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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock \$0.16 2/3 par value per share	ADI	Nasdaq Global Select Market

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 May 12, 2023, Prashanth Mahendra-Rajah notified Analog Devices, Inc. (the “Company”) of his decision to resign as Executive Vice President, Finance and Chief Financial Officer (principal financial officer) of the Company to explore other opportunities, effective as of October 28, 2023, or such earlier date as the Company appoints a new Chief Financial Officer. If the Company appoints a new Chief Financial Officer prior to October 28, 2023, Mr. Mahendra-Rajah will remain employed by the Company through such date to assist in the transition of his role and responsibilities.

Mr. Mahendra-Rajah’s decision to resign as Executive Vice President, Finance and Chief Financial Officer does not relate to any disagreement with the Company or its board of directors on any matter relating to the Company’s operations, policies, practices, or financial performance.

**Item 7.01. Regulation FD Disclosure.**

On May 18, 2023, the Company issued a press release announcing the resignation of Mr. Mahendra-Rajah discussed above, which also included the Company’s reaffirmation of its second quarter fiscal 2023 outlook that was previously provided on February 15, 2023. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information under this Item 7.01, including the press release attached hereto as Exhibit 99.1, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated May 18, 2023.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

---

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: May 18, 2023

ANALOG DEVICES, INC.

By: /s/ Janene I. Asgeirsson  
Janene I. Asgeirsson  
Senior Vice President, Chief Legal Officer and Corporate Secretary

**Contact:**  
**Andrea Calise**  
**Andrea.calise@teneo.com**  
**(917) 826-3804**

### **Analog Devices Announces CFO Transition**

#### ***Prashanth Mahendra-Rajah to step down as CFO at fiscal year-end; Company commences CFO search***

WILMINGTON, Mass. — May 18, 2023 — Analog Devices, Inc. (Nasdaq: ADI) today announced that Prashanth Mahendra-Rajah, ADI’s Executive Vice President & Chief Financial Officer, has informed the company that, after six years leading the finance operation, he will step down from his position to explore other opportunities. Prashanth will remain with ADI through the end of the fiscal year to ensure a seamless transition to new financial leadership.

“I have greatly appreciated Prashanth’s expertise and many contributions to ADI over the past years. During his tenure, we have experienced a period of extraordinary revenue and margin growth as we have scaled our global business, defined our industry-leading business model, and navigated an unprecedented supply and demand landscape,” said ADI CEO & Chair, Vincent Roche. “I sincerely thank Prashanth for fostering strong investor community engagement, look forward to partnering with him during the transition, and wish him the best in his future endeavors.”

“It has been an honor to serve as ADI’s CFO, lead our world-class finance organization, and be a part of ADI’s outstanding leadership team. ADI is a phenomenal company that is defining the next generation of semiconductor technology and shaping the future of industries, while simultaneously delivering industry-leading growth and profitability. With ADI well-positioned for success, the time is right for me to begin transitioning to the next chapter in my career. I will always follow ADI with pride as it continues to drive technological breakthroughs for the betterment of society,” said ADI CFO Prashanth Mahendra-Rajah.

ADI has commenced a search to identify the company’s next CFO.

ADI is reaffirming its second quarter fiscal year 2023 financial outlook that was previously provided on February 15, 2023.

#### **About Analog Devices, Inc.**

Analog Devices, Inc. (NASDAQ: ADI) is a global semiconductor leader that bridges the physical and digital worlds to enable breakthroughs at the Intelligent Edge. ADI combines analog, digital, and software technologies into solutions that help drive advancements in digitized factories, mobility, and digital healthcare, combat climate change, and reliably connect humans and the world. With revenue of more than \$12 billion in FY22 and approximately 25,000 people globally working alongside 125,000 global customers, ADI ensures today’s innovators stay Ahead of What’s Possible. Learn more at [www.analog.com](http://www.analog.com) and on [LinkedIn](#) and [Twitter](#).

###