

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): October 31, 2013

**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

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))

**Item 8.01. Other Events.**

On October 31, 2013, Analog Devices, Inc. (“ADI”) completed the previously announced sale of the assets and intellectual property related to ADI’s microphone product line, pursuant to the Master Asset Purchase and Sale Agreement entered into with InvenSense, Inc. and its subsidiary InvenSense International, Inc. (collectively, “InvenSense”). The product line sold consists of analog and digital output microphones, and related support operations, primarily used in consumer applications. InvenSense paid consideration to ADI of \$100 million in cash at closing. Potential additional amounts are payable to ADI upon achievement over 12 months of certain revenue milestones by InvenSense based on microphone sales.

A copy of the press release issued by ADI on November 1, 2013 concerning the completion of the foregoing transaction is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 1, 2013

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: November 1, 2013

ANALOG DEVICES, INC.

By: /s/ David A. Zinsner

David A. Zinsner

Vice President, Finance and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 1, 2013

**ANALOG DEVICES COMPLETES SALE OF MICROPHONE PRODUCT LINE TO INVENSENSE**

NORWOOD, Massachusetts - Analog Devices, Inc. (NASDAQ: ADI) today announced that it has completed the previously-announced sale of the assets of its microphone product line to InvenSense, Inc. (NYSE: INVN). The total cash consideration of \$100 million paid to ADI includes the purchase price for the acquired assets related to analog and digital output microphones, as well as certain support operations. ADI will record a one-time gain in the fourth quarter of fiscal year 2013 related to this transaction.

The divestiture allows ADI to further focus on high performance inertial sensors to serve the high growth opportunities in automotive, industrial, and healthcare applications.

Additional amounts will be payable to ADI over the next twelve months upon the achievement of certain revenue milestones by InvenSense based on microphone sales.

**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.

**Cautionary Statement Concerning Forward-Looking Statements**

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements address a variety of subjects including, for example: the potential payment to ADI of additional amounts based on revenue from sales by InvenSense of microphones; the expected benefits of the transaction to ADI; and ADI’s future business strategy. Statements that are not historical facts, including statements about beliefs and expectations, are forward-looking statements. Such statements are based on 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: ADI may not receive all or any part of the additional consideration; the transaction may involve unexpected costs, thereby reducing the net proceeds to ADI; the expected benefits of the transaction may not be achieved in a timely manner, or at all; and disruption from the transaction may adversely affect relationships with customers, suppliers or employees. For detailed information about factors that could cause ADI’s actual results to differ materially from those described in the forward-looking statements, please refer to ADI’s filings with the Securities and Exchange Commission, including ADI’s most recent Quarterly Report on Form 10-Q. Forward-looking statements represent management’s current expectations and are inherently uncertain. We do not undertake any obligation to update forward-looking statements made by us.