

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): May 6, 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)

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

On May 6, 2013, the Board of Directors of Analog Devices appointed Vincent Roche as President and Chief Executive Officer of Analog Devices, and elected him to the Board of Directors of the Company. Mr. Roche, 53, has served as the Company's President since November 2012 and has served as the Company's interim Chief Executive Officer since March 29, 2013 following the death of Jerald G. Fishman. Previously, Mr. Roche was the Company's Vice President, Sales and Strategic Market Segments Group from 2009 to November 2012, was the Company's Vice President, Worldwide Sales from 2001 to 2009. There are no reportable family relationships or related person transactions involving Analog Devices and Mr. Roche.

In connection with his appointment, commencing on May 6, 2013, the Compensation Committee approved an annual base salary for Mr. Roche of \$715,000, and established his annual bonus target percentage under the Analog Devices executive bonus plan at 150% of his annual base salary. In addition, the Company will grant Mr. Roche (i) non-qualified stock options to purchase Analog Devices common stock valued at \$750,000 at an exercise price equal to the closing price of Analog Devices common stock on the grant date, and (ii) restricted stock units (RSUs) valued at \$750,000. The dollar value of each award will be converted to shares on or prior to the grant date. Each award will be granted on June 17, 2013 (or the next succeeding day that NASDAQ is open) pursuant to the Company's 2006 Stock Incentive Plan, and will be subject to the standard terms and conditions of the Company's form of stock option and restricted stock unit agreements, previously filed.

A copy of the press release announcing Mr. Roche's appointment is filed with this Report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 6, 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: May 6, 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 May 6, 2013

ANALOG DEVICES APPOINTS VINCENT ROCHE CEO

NORWOOD, Mass. — May 6, 2013 — Analog Devices, Inc. (NASDAQ:ADI) today announced the appointment of Vincent Roche as President and Chief Executive Officer (CEO) and his election to the Board of Directors, effective immediately.

“ADI is fortunate to have an executive of Vince’s caliber assume the leadership of our company,” said Ray Stata, ADI co-founder and Chairman of the Board. “Vince’s long tenure and his deep understanding of our technology, customers, and markets will serve ADI well as we continue to execute on the strategic plan which Vince played a major role in shaping. I’m confident that Vince will continue the record of success in which all ADI employees take great pride.”

Mr. Roche, 53, joined ADI in 1988. Over his nearly 25-year career at ADI, he has served in key leadership positions including worldwide sales, strategic marketing, and product management. Mr. Roche was appointed President of ADI in 2012 and has served as interim CEO since March 29, 2013 following the unexpected death of ADI CEO Jerald G. Fishman.

“I am honored to take the helm of this great company and privileged to follow in Ray Stata’s and Jerry Fishman’s footsteps as President and CEO,” said Vincent Roche. “I am committed to advancing the company’s strategy and working with the senior management team to move the company forward and continue our record of success for employees, customers, and shareholders.”

Mr. Roche’s biography is available at investor.analog.com.

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.