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

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 22, 2014

Analog Devices, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts	**1-7819**	**04-2348234**
(State or other jurisdiction of incorporation	(Commission File Number)	(IRS Employer Identification No.)

One Technology Way, Norwood, MA	**02062**
(Address of principal executive offices)	(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:
o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

As reported in the Current Report on Form 8-K filed with the Securities Exchange Commission (the "SEC") by Analog Devices, Inc. (the "Company") on July 22, 2014 (the "Original Filing"), the Company completed the acquisition of Hittite Microwave Corporation ("Hittite") on July 22, 2014. This Amendment No. 1 is being filed to amend Item 9.01 of the Original Filing to include the historical financial statements of Hittite and the pro forma financial information required by Item 9.01 of Form 8-K.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

Filed by Hittite with the SEC on February 26, 2014 on Form 10-K and incorporated by reference herein is the following exhibit:

99.3 Audited consolidated balance sheets of Hittite as of December 31, 2013 and December 31, 2012, the related audited consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2013 and the related notes to such audited consolidated financial statements, the related Report of Independent Registered Public Accounting Firm, and Item 9A, Controls and Procedures (which includes Management's Annual Report on Internal Controls over Financial Reporting).

Filed by Hittite with the SEC on May 6, 2014 on Form 10-Q and incorporated by reference herein is the following exhibit:

99.4 Unaudited condensed consolidated balance sheets of Hittite as of March 31, 2014 and December 31, 2013, the related unaudited condensed consolidated statements of operations, comprehensive income and cash flows for the three-month periods ended March 31, 2014 and March 31, 2013 and the related notes to such unaudited condensed consolidated financial statements.

Attached hereto and included herein is the following exhibit:

99.5 Unaudited condensed consolidated balance sheets of Hittite as of June 30, 2014 and December 31, 2013, the related unaudited condensed consolidated statements of operations and comprehensive income for the three- and six-month periods ended June 30, 2014 and June 30, 2013, the related unaudited condensed consolidated statement of cash flows for the six-month period ended June 30, 2014 and June 30, 2013 and the related notes to such unaudited condensed consolidated financial statements.

(b) Pro forma financial information

Attached hereto and included herein is the following exhibit:

99.6 Unaudited pro forma condensed combined statements of income for the fiscal year ended November 2, 2013 and for the nine months ended August 2, 2014, which give effect to the acquisition of Hittite as if it had occurred on November 4, 2012, and the related notes to such unaudited pro forma condensed combined financial statements.

(d) Exhibits

The following exhibits are filed with this Current Report:

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of June 9, 2014, among the Company, BBAC Corp. and Hittite (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Analog Devices, Inc. on June 9, 2014).
10.1*	Credit Agreement, dated as of July 22, 2014, among the Company, Credit Suisse AG, as Administrative Agent, and the lenders party thereto.
23.1**	Consent of PricewaterhouseCoopers LLP
99.1	Press Release issued July 22, 2014 (incorporated herein by reference to Exhibit (a)(5)(G) to Amendment No. 5 to Tender Offer Statement on Schedule TO filed by Analog Devices, Inc. on July 22, 2014).
99.2	Press Release issued July 22, 2014 (incorporated herein by reference to Exhibit (a)(5)(H) to Amendment No. 5 to Tender Offer Statement on Schedule TO filed by Analog Devices, Inc. on July 22, 2014).
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* Previously filed as an exhibit to the Original Filing.
**Filed herewith.

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: October 2, 2014	ANALOG DEVICES, INC.
	By: /s/ David A. Zinsner
	David A. Zinsner
	Vice President, Finance and Chief Financial Officer (Principal Financial Officer)

EXHIBIT INDEX

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Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 2-63561, 2-90023, 2-95495, 33-2502, 33-4067, 33-22604, 33-22605, 33-29484, 33-39851, 33-39852, 33-43128, 33-46521, 33-60642, 33-60696, 33-61427, 33-64849, 333-04771, 333-04819, 333-04821, 333-08493, 333-40222, 333-40224, 333-47787, 333-47789, 333-48243, 333-57444, 333-69359, 333-79551, 333-87055, 333-50092, 333-53314, 333-53828, 333-75170, 333-113510, 333-132409, 333-156309, 333-163653 and 333-181951) and Form S-3 (Nos. 333-08505, 333-08509, 333-17651, 333-87053, 333-48928, 333-51530, 333-53660, 333-160215 and 333-183490) of Analog Devices, Inc. of our report dated February 26, 2014 relating to the financial statements and the effectiveness of internal control over financial reporting of Hittite Microwave Corporation, which is incorporated by reference in this Current Report on Form 8-K/A of Analog Devices, Inc. dated October 2, 2014.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
October 2, 2014

Exhibit 99.5

HITTITE MICROWAVE CORPORATION
Condensed Consolidated Balance Sheets
(Unaudited)

(in thousands, except per share data)	June 30, 2014	December 31, 2013
Assets		
Current assets:		
Cash and cash equivalents	$ 275,543	$ 118,600
Marketable securities	225,989	353,947
Accounts receivable, net of allowance for doubtful accounts of $334	37,766	36,186
Inventories	73,956	76,020
Income taxes receivable	7,759	5,991
Deferred taxes	9,705	13,399
Prepaid expenses and other current assets	2,973	2,997
Total current assets	633,691	607,140
Property and equipment, net	40,596	39,433
Deferred taxes	245	1,725
Other assets	19,974	8,190
Total assets	$ 694,506	$ 656,488
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 7,274	$ 4,971
Accrued commissions	1,119	1,567
Accrued payroll and benefits	4,592	4,059
Accrued other expenses	6,577	4,760
Income taxes payable	234	193
Customer advances	6,043	3,919
Deferred revenue	3,616	2,816
Total current liabilities	29,455	22,285
Long-term income taxes payable	7,556	5,839
Deferred taxes	—	232
Other liabilities	83	103
Total liabilities	37,094	28,459
Commitments and contingencies (Note 4)		
Stockholders' equity:		
Preferred stock, $.01 par value: 5,000 shares authorized; no shares issued or outstanding at June 30, 2014 and December 31, 2013	—	—
Common stock, $.01 par value: 200,000 shares authorized; 31,388 and 31,390 shares issued and outstanding at June 30, 2014 and December 31, 2013, respectively	314	314
Additional paid-in capital	212,338	204,803
Accumulated other comprehensive loss	(746)	(823)
Retained earnings	445,506	423,735
Total stockholders' equity	657,412	628,029
Total liabilities and stockholders' equity	$ 694,506	$ 656,488

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HITTITE MICROWAVE CORPORATION
Condensed Consolidated Statements of Operations
(Unaudited)

(in thousands, except per share data)	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Revenue	$ 76,704	$ 68,607	$ 147,312	$ 136,303
Cost of revenue	24,451	18,933	47,465	36,730
Gross profit	52,253	49,674	99,847	99,573
Operating expenses:				
Research and development	12,627	12,729	24,522	25,947
Sales and marketing	7,348	5,983	14,292	11,773
General and administrative	7,316	3,422	11,048	7,193
Total operating expenses	27,291	22,134	49,862	44,913
Income from operations	24,962	27,540	49,985	54,660
Interest income	86	68	167	134
Other income (expense), net	(30)	64	(63)	94
Income before income taxes	25,018	27,672	50,089	54,888
Provision for income taxes	9,290	9,622	17,915	19,240
Net income	$ 15,728	$ 18,050	$ 32,174	$ 35,648
Earnings per share:				
Basic	$ 0.50	$ 0.59	$ 1.03	$ 1.17
Diluted	$ 0.50	$ 0.58	$ 1.02	$ 1.15
Weighted average shares outstanding:				
Basic	31,371	30,608	31,367	30,574
Diluted	31,421	31,026	31,408	31,038
Dividends per share	$ 0.15	$ —	$ 0.30	$ —

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HITTITE MICROWAVE CORPORATION
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

(in thousands)	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Net income	$ 15,728	$ 18,050	$ 32,174	$ 35,648
Foreign currency translation adjustments	122	(509)	90	(1,065)
Unrealized loss on marketable securities, net of tax	(15)	(3)	(13)	(1)
Comprehensive income	$ 15,835	$ 17,538	$ 32,251	$ 34,582

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HITTITE MICROWAVE CORPORATION
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in thousands)	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Cash flows from operating activities:		
Net income	$ 32,174	$ 35,648
Adjustments to reconcile net income to net cash provided by operating activities, net of the effects of acquisition:		
Depreciation	5,113	4,106
Amortization	1,299	1,326
Deferred taxes	4,646	(182)
Provision for excess and obsolete inventory	2,351	1,130
Stock-based compensation	7,198	6,832
Changes in operating assets and liabilities, net of acquisition:		
Accounts receivable	(1,562)	(4,859)
Inventories	493	(11,684)
Prepaid expenses and other assets	(3,022)	120
Deferred revenue and customer advances	2,924	95
Accounts payable	2,302	1,487
Accrued expenses	1,654	2,134
Income taxes receivable and payable	288	(464)
Net cash provided by operating activities	55,858	35,689
Cash flows from investing activities:		
Purchases of property and equipment	(6,003)	(4,816)
Cash paid for acquisition	(11,000)	—
Purchases of marketable securities	(225,944)	(219,879)
Proceeds from sales and maturities of marketable securities	353,989	170,000
Net cash provided by (used in) investing activities	111,042	(54,695)
Cash flows from financing activities:		
Proceeds from exercise of stock options	204	256
Payment of withholding taxes in connection with vesting of restricted stock	(989)	(3,093)
Excess income tax benefit related to stock-based compensation plans	132	1,359
Payment of dividends	(9,413)	—
Net cash used in financing activities	(10,066)	(1,478)
Effect of exchange rate changes on cash and cash equivalents	109	(476)
Net increase (decrease) in cash and cash equivalents	156,943	(20,960)
Cash and cash equivalents, beginning of period	118,600	269,157
Cash and cash equivalents, end of period	$ 275,543	$ 248,197

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HITTITE MICROWAVE CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. General

The interim condensed consolidated financial statements presented herein have been prepared by Hittite Microwave Corporation (the Company), are unaudited and, in the opinion of management, include all adjustments, consisting only of normal, recurring adjustments and accruals, necessary for a fair presentation of the Company's financial position at June 30, 2014, results of operations for the three- and six-month periods ended June 30, 2014 and 2013, comprehensive income for the three- and six-month periods ended June 30, 2014 and 2013, and cash flows for the six-month periods ended June 30, 2014 and 2013, in accordance with accounting principles generally accepted in the United States (GAAP). Interim results are not necessarily indicative of results for a full year. The condensed consolidated balance sheet presented as of December 31, 2013 has been derived from the audited consolidated financial statements as of that date but does not include all disclosures required by GAAP.

The condensed consolidated financial statements and notes have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not contain all of the information that is included in the annual financial statements and notes of the Company. The condensed consolidated financial statements and notes presented herein should be read in conjunction with the financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

The Company operates in one reportable segment: the design, development and production of integrated circuits, modules, subsystems and instrumentation.

2. Fair Value of Financial Instruments

The Company measures at fair value certain financial assets and financial liabilities. Fair value is the price that would be received for an asset, or the exit price that would be paid to transfer a liability, in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. There are three levels of inputs used to measure fair value, arranged in a hierarchy that maximizes the use of observable inputs:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity.

Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment and considers factors specific to the asset or liability. The following table sets forth the Company's financial assets that were measured at fair value within the fair value hierarchy:

	June 30, 2014				December 31, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash equivalents	$ 196,759	$ —	$ —	$ 196,759	$ 87,694	$ —	$ —	$ 87,694
Marketable securities	225,989			225,989	350,952	2,995		353,947
Total	$ 422,748	$ —	$ —	$ 422,748	$ 438,646	$ 2,995	$ —	$ 441,641

Cash equivalents include money market funds as well as highly rated government securities with maturities of three months or less at the time of acquisition. The Company's portfolio of marketable securities consists of treasury bills, treasury notes and certificates of deposit, which are classified as available-for-sale. Treasury bills and treasury notes consist of debt securities issued by the U.S. Government. Gross unrealized gains and losses are immaterial for the periods presented. The effective maturity dates of these investments are less than one year.

4. Inventories

Net inventories consist of the following:

(in thousands)	June 30, 2014	December 31, 2013
Raw materials	$ 45,846	$ 50,593
Work in process	15,527	12,139
Finished goods	12,583	13,288
	$ 73,956	$ 76,020

The Company is transitioning away from one of its foundries from which it sources a substantial portion of its GaAs wafers. The Company is working with the foundry to manage this transition with the goal of maintaining adequate supplies of the affected products over their natural life cycles, which are typically five to ten years. The Company has continued to make purchases of raw materials inventory from this foundry in order to support the products which have the longest life cycles. At June 30, 2014 and December 31, 2013, raw material inventory includes approximately $32.3 million and $38.0 million respectively, of advance purchases of wafers from this foundry.

4. Commitments and Contingencies

Indemnification

In connection with the sale of products in the ordinary course of business, the Company often makes representations affirming, among other things, that its products do not infringe on the intellectual property rights of others, and agrees to indemnify customers against third-party claims for such infringement. Further, the Company's by-laws require it to indemnify its officers and directors against any action that may arise out of their services in that capacity, and the Company has also entered into indemnification agreements with respect to all of its directors. The Company has not been subject to any material liabilities under such provisions and therefore believes that its exposure for these indemnification obligations is minimal. Accordingly, the Company has no liabilities recorded for these indemnity agreements as of June 30, 2014 and December 31, 2013.

Product Warranties

The Company provides product warranties in conjunction with certain product sales. Generally, product sales are accompanied by a one-year warranty period. These warranties cover factors such as nonconformance to specifications and defects in material and workmanship. Estimated standard warranty costs are recorded in the period in which the related product sales occur. The Company's warranty accrual and related expense were immaterial to the Company's financial position and results of operations for the periods presented herein.

Intellectual Property Claims

In recent years there has been significant litigation involving intellectual property rights in many technology-based industries, including the Company's. Because patent applications often are not disclosed until a patent is issued, it is not always possible for the Company to know whether patent applications are pending that might be infringed by its products, and there could be issued patents that are pertinent to the Company's business of which it is not aware. The

Company’s products may also be claimed to infringe intellectual property rights of others as a result of activities by its foundries or other suppliers with respect to which it has no control or knowledge.

The Company has from time to time been the subject of litigation alleging that sales by the Company of its products infringe patents held by such third parties. In addition, the Company has from time to time received letters asserting that it infringes patents held by third parties that have not resulted in litigation. The Company has incurred significant costs in investigating and defending intellectual property claims, and there can be no assurance that pending or future litigation or claims relating to infringement of third-party intellectual property rights can be resolved in a manner favorable to the Company. Claims relating to the alleged infringement by the Company of third-party proprietary rights, whether meritorious or not, could be time-consuming to defend and could harm the Company’s working relationships with its foundries and customers, damage its reputation, result in substantial and unanticipated costs associated with litigation, require the Company to enter into royalty or licensing agreements, which may not be available on acceptable terms or at all, or result in the payment by the Company of substantial damages. If any of the Company’s products were found to infringe the intellectual property rights of any third party and if a license were not available on reasonable terms, the Company could be required to redesign the infringing product so as not to infringe, which could be time consuming and costly, or if this is not feasible, could be required to withdraw the infringing product from the market.

5. Earnings per Share

The following table sets forth the computation of basic and diluted net income per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands, except per share data)	**2014**	**2013**	**2014**	**2013**
Basic earnings per share:				
Net income	$ 15,728	$ 18,050	$ 32,174	$ 35,648
Weighted average common shares outstanding	31,371	30,608	31,367	30,574
Basic earnings per share	$ 0.50	$ 0.59	$ 1.03	$ 1.17
Diluted earnings per share:				
Net income	$ 15,728	$ 18,050	$ 32,174	$ 35,648
Weighted average common shares outstanding	31,371	30,608	31,367	30,574
Effect of dilutive equity awards	50	418	41	464
Adjusted weighted average shares - diluted	31,421	31,026	31,408	31,038
Diluted earnings per share	$ 0.50	$ 0.58	$ 1.02	$ 1.15

The dilutive effect of outstanding equity awards, in the form of stock options, restricted stock awards and restricted stock units, is reflected in diluted earnings per share by application of the treasury stock method, which includes consideration of unamortized compensation cost and excess tax benefits on stock-based compensation. For all periods presented, an immaterial number of such securities were excluded from the calculation of diluted earnings per share, as their impact would have been anti-dilutive.

6. Acquisitions

On May 1, 2014, the Company acquired substantially all of the assets of Keragis Corporation, (Keragis), a provider of extremely high power, wideband amplifier modules designed for a number of uses including radar subsystems, rack-mounted instruments, phased arrays and tow decoys. The acquisition of Keragis expands the Company's power amplifier portfolio and capabilities. The purchase consideration consisted of $11.0 million in cash. The final purchase price is subject to a net working capital adjustment that has not yet been finalized.

The transaction has been accounted for as a business combination and is included in the Company's results of operations from May 1, 2014, the date of acquisition. Revenues contributed from the acquired business were not material to the Company for the period from acquisition to June 30, 2014.

As of June 30, 2014, the purchase price allocation is preliminary. The Company is currently in the process of finalizing the valuation of acquired inventory. The goodwill created by the transaction is deductible for tax purposes. A summary of the preliminary purchase price allocation for the acquisition of Keragis is as follows (in thousands):

Fair value of assets acquired and liabilities assumed:

Inventory	$	777
Property, plant and equipment		293
Other assets		25
Intangible assets		6,330
Goodwill		3,814
Capital lease liability		(164)
Warranty liability		(75)
Total purchase price	$	11,000

The acquired intangible assets consisted of the following:

		Fair Value (in thousands)	Weighted Average Useful Lives (in Years)
Existing technology	$	1,540	7
Existing customer relationships		4,600	7
Contractual relationships		190	2
	$	6,330	

Transaction costs incurred by the Company consisted primarily of legal and accounting fees and were not material. These costs have been recorded as general and administrative expense for the three- and six-months ended June 30, 2014. The acquisition of Keragis' business did not have a material effect on the Company's results of operations. Pro forma results of operations have not been presented due to the immaterial nature of these amounts.

7. Stock-Based Compensation

On March 7, 2014, the Company granted to nine of its executive officers: (a) a total of 25,625 time-vested restricted stock unit awards, vesting in four equal annual installments; and (b) a total of 25,625 market-based restricted stock unit awards, vesting in three equal annual installments on the second, third and fourth anniversaries of the grant (the “target award”). The market conditions to which the target award is subject relate to the relative total shareholder return, or TSR, of the Company’s common stock over the two-, three- and four-year vesting periods, in comparison to the TSRs of a group of comparable companies. The number of shares constituting the target award may be increased by up to 100% in the event that the Company’s TSR is positive and exceeds the 50th percentile in the comparison group. The number of shares to be issued upon vesting is capped such that the aggregate market value of the shares delivered will not exceed three times the grant date fair value of the award as of the vesting date. The comparison group consists of the companies included in the Philadelphia Stock Exchange Semiconductor Sector (SOXX) index, a capitalization-weighted index composed of companies primarily involved in the design, distribution, manufacture and sale of semiconductors.

The market-based restricted stock unit awards have been classified as equity by the Company. The equity classification reflects the Company’s determination that it is not probable that the aggregate market value of the shares to be delivered upon vesting will be limited by the cap. The grant date fair market value of the market-based restricted stock unit awards will be recognized as stock-based compensation over the four-year service term whether or not the market condition is ultimately satisfied.

8. Income Taxes

In the second quarter of 2014, the Company recorded a $2.2 million non-cash charge to the income tax provision to establish a valuation allowance against all of the deferred tax assets of its Norway subsidiary. The Company has determined that it is not more likely than not that these assets would be realized. The charge reflects the Company's intent to wind down the office and local operations in the second half of 2014.

9. Dividends

On February 6, 2014, the Company announced that its Board of Directors had declared a cash dividend of $0.15 per common share. The dividend totaled $4.7 million and was paid on March 27, 2014 to shareholders of record as of March 4, 2014.

On April 24, 2014, the Company announced that its Board of Directors had declared a dividend of $0.15 per common share. The dividend totaled $4.7 million and was paid on June 27, 2014 to shareholders of record as of June 4, 2014.

10. Subsequent Event

On July 22, 2014, the Company was acquired by Analog Devices, Inc., a world leader in the design, manufacture, and marketing of a broad portfolio of high performance analog, mixed-signal, and digital signal processing integrated circuits, headquartered in Norwood, Massachusetts. The Company incurred $3.0 million of costs related to this transaction during the three- and six-month periods ended June 30, 2014. The costs are recorded within general and administrative expenses.

Exhibit 99.6

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

On July 22, 2014, Analog Devices, Inc. (Analog Devices, ADI or the Company) completed its acquisition of Hittite Microwave Corporation (Hittite), a company that designs and develops high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately $2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of $2.0 billion. The acquisition of Hittite is referred to as the Acquisition.

The Unaudited Pro Forma Condensed Combined Statements of Income for the year ended November 2, 2013 and for the nine months ended August 2, 2014 give effect to the Acquisition as if it had occurred on November 4, 2012 (the first day of the Company's 2013 fiscal year), combining the audited results of the Company for the year ended November 2, 2013 and the audited results of Hittite for the year ended December 31, 2013, and combining the unaudited results of the Company for the nine months ended August 2, 2014 and the unaudited results of Hittite for the nine months ended June 30, 2014. No unaudited pro forma combined balance sheet is presented as the Acquisition is reflected in the Company's previously filed Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 filed with the Securities and Exchange Commission (the SEC) on August 26, 2014.

The Unaudited Pro Forma Condensed Combined Statements of Income are based on preliminary valuations of assets acquired and liabilities assumed and the consideration paid. These preliminary amounts could change as additional information becomes available. These changes could result in material variances between the combined entity's future financial results and the amounts presented in these Unaudited Pro Forma Condensed Combined Statements of Income, including variances in the estimated fair values recorded, as well as expenses associated with these items.

The following Unaudited Pro Forma Condensed Combined Statements of Income are based upon the historical financial results of the Company and Hittite and have been presented as if the Acquisition had occurred on November 4, 2012. The historical condensed combined consolidated statements of income have been adjusted in the Unaudited Pro Forma Condensed Combined Statements of Income to only give effect to pro forma events that are (1) directly attributable to the acquisition; (2) factually supportable; and (3) expected to have a continuing impact on the combined results of the Company and Hittite. This information should be read in conjunction with the following:

- Audited consolidated balance sheets of Analog Devices as of November 2, 2013 and November 3, 2012, the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the years in the three-year period ended November 2, 2013 and the related notes to such audited consolidated financial statements (incorporated by reference to the Form 10-K filed with the SEC on November 26, 2013);
- Unaudited condensed consolidated balance sheets of Analog Devices as of August 2, 2014 and November 2, 2013 the related unaudited condensed consolidated statements of income and comprehensive income for the three- and nine-month periods ended August 2, 2014 and August 3, 2013, the related condensed consolidated statement of cash flows for the nine-month periods ended August 2, 2014 and August 3, 2013 and the related notes to such unaudited condensed consolidated financial statements (incorporated by reference to the Form 10-Q filed with the SEC on August 26, 2014);
- Audited consolidated balance sheets of Hittite as of December 31, 2013 and December 31, 2012, the related audited consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2013 and the related notes to such audited consolidated financial statements (incorporated by reference to the Form 10-K filed by Hittite with the SEC on February 26, 2014);
- Unaudited condensed consolidated balance sheets of Hittite as of March 31, 2014 and December 31, 2013, the related unaudited condensed consolidated statements of operations, comprehensive income and cash flows for the three-month periods ended March 31, 2014 and March 31, 2013 and the related notes to such unaudited condensed consolidated financial statements (incorporated by reference to the Form 10-Q filed by Hittite with the SEC on May 6, 2014); and
- Unaudited condensed consolidated balance sheets of Hittite as of June 30, 2014 and December 31, 2013, the related unaudited condensed consolidated statements of operations and comprehensive income for the three- and six-month periods ended June 30, 2014 and June 30, 2013, the related unaudited condensed consolidated statement of cash flows for the six-month period ended June 30, 2014 and June 30, 2013 and the related notes to such unaudited condensed consolidated financial statements filed as Exhibit 99.5 to this Current Report on Form 8-K/A.

The following Unaudited Pro Forma Condensed Combined Statements of Income are presented to illustrate the effects of the Acquisition and are for informational purposes only. They are not intended to represent or be indicative of the consolidated results of operations of the Company that would have been reported had the Acquisition been completed on November 4, 2012 and should not be taken as a representation of the Company's future consolidated results of operations. Pro forma adjustments are based upon available information and assumptions that the Company believes are reasonable as described in the notes to the Unaudited Pro Forma Condensed Combined Financial Information. In addition, the unaudited pro forma financial information does not reflect any events that may occur after the Acquisition, including, but not limited to cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the Acquisition. It also does not give effect to certain one-time charges that Analog Devices expects to incur in connection with the Acquisition, including, but not limited to the costs to integrate Hittite's operations with the Company's operations; any revenue enhancements, cost savings or operating synergies that the combined company may achieve; or the costs necessary to achieve any revenue enhancements, cost savings or operating synergies.

ANALOG DEVICES, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

FOR THE YEAR ENDED NOVEMBER 2, 2013

(in thousands, except per share amounts)

	Year Ended				
	Nov. 2, 2013	Dec. 31, 2013			
	ADI	Hittite	Pro Forma Acquisition Adjustments	Notes: (See Note 5)	Pro Forma Combined
Revenue	$ 2,633,689	$ 273,815	$ —		$ 2,907,504
Cost of sales	941,278	79,040	59,741	B, C, D, E	1,080,059
Gross margin	1,692,411	194,775	(59,741)		1,827,445
Operating expenses:					
Research and development	513,035	48,261	1,254	C, E	562,550
Selling, marketing, general and administrative	396,233	37,371	1,107	C, E	434,711
Amortization of intangibles	220	1,503	64,530	D	66,253
Special charges	29,848	—	—		29,848
Total operating expenses	939,336	87,135	66,891		1,093,362
Operating income	753,075	107,640	(126,632)		734,083
Other expense (income)	(62,248)	682	5,776	G	(55,790)
Income before income tax	815,323	106,958	(132,408)		789,873
Provision for income taxes	141,836	36,965	(50,315)	H	128,486
Net income	$ 673,487	$ 69,993	$ (82,093)		$ 661,387
Shares used for EPS - basic	307,763				307,763
Shares used for EPS - diluted	314,041		709	I	314,750
Earnings per share - basic	$ 2.19				$ 2.15
Earnings per share - diluted	$ 2.14				$ 2.10

See accompanying notes to Pro Forma Condensed Combined Financial Information

ANALOG DEVICES, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

FOR THE NINE MONTHS ENDED AUGUST 2, 2014

(in thousands, except per share amounts)

	Nine Months Ended				
	Aug. 2, 2014	June 30, 2014			
	ADI	Hittite	Pro Forma Acquisition Adjustments	Notes: (See Note 5)	Pro Forma Combined
Revenue	$ 2,050,526	$ 216,087	$ (5,392)	A	$ 2,261,221
Cost of sales	706,375	69,967	(6,418)	A, B, C, D, E	769,924
Gross margin	1,344,151	146,120	1,026		1,491,297
Operating expenses:					
Research and development	404,889	35,444	(258)	A,C, E	440,075
Selling, marketing, general and administrative	333,252	34,684	(31,135)	A,C, E, F	336,801
Amortization of intangibles	770	1,027	53,133	D	54,930
Special charges	2,685	—	—		2,685
Total operating expenses	741,596	71,155	21,740		834,491
Operating income	602,555	74,965	(20,714)		656,806
Other expense (income)	11,908	911	(1,511)	G	11,308
Income before income tax	590,647	74,054	(19,203)		645,498
Provision for income taxes	70,022	26,275	(7,297)	H	89,000
Net income	$ 520,625	$ 47,779	$ (11,906)		$ 556,498
Shares used for EPS - basic	313,321				313,321
Shares used for EPS - diluted	318,413		704	I	319,117
Earnings per share - basic	$ 1.66				$ 1.78
Earnings per share - diluted	$ 1.64				$ 1.74

See accompanying notes to Pro Forma Condensed Combined Financial Information

ANALOG DEVICES, INC.

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

(all tabular amounts in thousands except per share amounts)

1. Description of Acquisition

On July 22, 2014, Analog Devices, Inc. (Analog Devices, ADI or the Company) completed its acquisition of Hittite Microwave Corporation (Hittite), a company that designs and develops high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately $2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of $2.0 billion. The acquisition of Hittite is referred to as the Acquisition. Analog Devices completed the Acquisition through a cash tender offer (the Offer) by BBAC Corp., a wholly-owned subsidiary of ADI, for all of the outstanding shares of common stock, par value $0.01 per share, of Hittite at a purchase price of $78.00 per share, net to the seller in cash, without interest, less any applicable withholding taxes. After completion of the Offer, BBAC Corp. merged with and into Hittite, with Hittite continuing as the surviving corporation and a wholly-owned subsidiary of the Company.

2. Basis of Unaudited Pro Forma Presentation

The Unaudited Pro Forma Condensed Combined Statements of Income have been compiled from underlying financial statements of Analog Devices prepared in accordance with Generally Accepted Accounting Principles in the United States and reflects the estimated effects of the Acquisition, prepared using the acquisition method of accounting pursuant to Accounting Standards Codification (ASC) 805, *Business Combinations* (ASC 805). In accordance with ASC 805, assets acquired and liabilities assumed at the acquisition date are recorded at their fair values as defined by ASC 820, *Fair Value Measurements and Disclosures* (ASC 820). The process for estimating the fair values of identifiable tangible and intangible assets requires the use of significant estimates and assumptions, including estimating future cash flows and developing appropriate discount rates. The Unaudited Pro Forma Condensed Combined Statements of Income are based on preliminary valuations of assets acquired and liabilities assumed and the consideration paid. These preliminary amounts could change as additional information that existed at the acquisition date becomes available regarding the fair values of tangible and intangible assets acquired as well as liabilities assumed in the Acquisition. These changes could result in material variances between the combined entity's future financial results and the amounts presented in these Unaudited Pro Forma Condensed Combined Statements of Income, including variances in fair values recorded, and expenses associated with these items.

The Unaudited Pro Forma Condensed Combined Statements of Income for the year ended November 2, 2013, and for the nine months ended August 2, 2014 give effect to the Acquisition as if it had occurred on November 4, 2012 (the first day of the Company’s 2013 fiscal year), combining the audited results of Analog Devices for the year ended November 2, 2013 and the audited results of Hittite for the year ended December 31, 2013, and combining the unaudited results of Analog Devices for the nine months ended August 2, 2014 and the unaudited results of Hittite for the nine months ended June 30, 2014. The unaudited results of the Company for the nine months ended August 2, 2014 have been adjusted to remove the results of operations of Hittite from the closing date of the Acquisition though August 2, 2014 so that the results are for the same comparable time periods. The unaudited results of Hittite for the nine months ended June 30, 2014 are comprised of the unaudited results for the three month-periods ended December 31, 2013, March 31, 2014 and June 30, 2014. As a result, the three-month period ended December 31, 2013 is included in both of the Unaudited Pro Forma Condensed Combined Statements of Income presented. There were no unusual charges or adjustments reported in Hittite's three-month period ended December 31, 2013 that materially affected the results of that period. The presentation of Hittite’s historical sales and marketing, and general and administrative operating expenses have been combined in the Unaudited Pro Forma Condensed Combined Statements of Income as selling, marketing and general and administrative expenses and the presentation of Hittite's amortization of intangibles within operating expenses has been classified separately as Amortization of Intangibles in the Unaudited Pro Forma Condensed Combined Statements of Income to conform to the Company’s presentation.

The Unaudited Pro Forma Condensed Combined Statements of Income are not intended to reflect the actual results of operations of the Company had the Acquisition been effected on the dates indicated above. Further, the pro forma results of operations are not necessarily indicative of the results of operations that may be obtained in the future by the Company.

3. Debt Obligations

In connection with the Acquisition, on July 22, 2014, the Company entered into a 90-day term loan facility in an aggregate principal amount of $2.0 billion with Credit Suisse AG, as Administrative Agent, and each lender from time to time party thereto (the Term Loan Agreement) to finance the Acquisition. Loans under the Term Loan Agreement bear interest at the Eurodollar Rate (as defined in the Term Loan Agreement) plus 1.00% (1.16% as of August 2, 2014). Payments of the principal amounts of revolving loans under the Term Loan Agreement are due no later than October 20, 2014 and will not require interim amortization. On August 29, 2014 the outstanding principal balance due under the Term Loan Agreement was repaid.

In addition, the Company amended its existing $500 million senior unsecured revolving credit facility to permit the assumption by a wholly-owned subsidiary of the Company of the indebtedness related to the Acquisition.

4. Preliminary Acquisition Accounting

Accounting for acquisitions requires the Company to estimate the fair value of the consideration paid and the individual assets acquired and liabilities assumed by utilizing judgments, assumptions, and estimates that could materially affect the amount and timing of costs recognized. The estimates of the fair value of the consideration paid and the assets acquired and liabilities assumed were determined through established and generally accepted valuation techniques and are subject to change during the measurement period as valuations are finalized. Changes in judgments, assumptions, and estimates could significantly impact the valuation of assets acquired and liabilities assumed. As a result, the Acquisition accounting is not complete and is subject to change based upon additional information that may become known to the Company for facts that existed at the Acquisition date during the remainder of the measurement period. As of the filing date of this Current Report on Form 8-K/A, the Company is still in the process of valuing the assets acquired of Hittite's business, including inventory, fixed assets, deferred taxes, intangible assets, and liabilities, including deferred revenue.

The estimated acquisition-date fair value of the consideration transferred in the Acquisition consisted of the following:

(in thousands)		
Cash consideration	$	2,424,446
Fair value of replacement share-based awards		5,141
Total estimated purchase price	$	2,429,587

In connection with the Acquisition, the Company issued equity awards to certain Hittite employees in replacement of Hittite equity awards that were cancelled at closing. The replacement awards consisted of approximately 0.7 million restricted stock units with a weighted average grant date fair value of $48.20. The grant-date fair value of the restricted stock units represents the value of the Company’s common stock on the date of grant, reduced by the present value of dividends expected to be paid on the Company’s common stock prior to vesting. The terms and the intrinsic value of these awards were substantially the same as the canceled Hittite awards. The $5.1 million noted in the table above represents the portion of the fair value of the replacement awards associated with services rendered though the Acquisition date and have been included as a component of the total estimated purchase price.

The estimated fair value of assets acquired and liabilities assumed as of the date of Acquisition is set forth in the table below:

(in thousands)		
Cash and cash equivalents	$	480,742
Marketable securities		28,008
Accounts receivable		36,991
Inventories		115,801
Prepaid expenses and other assets		9,605
Deferred tax assets		6,375
Property, plant and equipment		50,490
Intangible assets		669,000
Goodwill		1,342,061
Total assets		2,739,073
Assumed liabilities		55,380
Deferred tax liabilities		254,106
Total estimated purchase price	$	2,429,587

The excess of the purchase price over the estimated fair value of identifiable net assets was recorded as goodwill. The goodwill recognized is attributable to synergies which are expected to enhance and expand the Company's overall product portfolio and opportunities in new markets, future technologies that have yet to be determined and Hittite's assembled workforce. Future technologies do not meet the criteria for recognition separately from goodwill because they are part of future development and growth of the business. None of the goodwill is expected to be deductible for tax purposes. As of the filing date of this Current Report on Form 8-K/A, the assignment of goodwill to the Company's reporting units has not been completed.

Of the $669.0 million of acquired intangible assets, $0.9 million was preliminarily assigned to in-process research and development (IPR&D) assets that were recognized at their estimated fair value on the Acquisition date. The IPR&D assets acquired are being capitalized until the technology is commercially available for their intended uses, at which point the assets will be amortized over their estimated useful lives. The remaining $668.1 million of intangible assets are being amortized on a straight-line basis over their estimated useful lives or on an accelerated method of amortization that is expected to reflect the estimated pattern of economic use and consisted of the following:

		Fair Value (in thousands)	Weighted Average Useful Lives (in Years)
Technology-based	$	15,100	8
Backlog		24,500	1
Customer relationships		628,500	15
Total amortizable intangible assets	$	668,100	14

The Company expects annual amortization expense for intangible assets to be:

Fiscal Year	**Amortization Expense**
Remainder of fiscal 2014	$12,724
2015	$77,399
2016	$80,017
2017	$76,882
2018	$70,421

5. Unaudited Pro Forma Adjustments

The pro forma adjustments in the Unaudited Pro Forma Condensed Combined Statements of Income are as follows:

A) Reflects the adjustment to eliminate the results of operations of Hittite from the Acquisition date though August 2, 2014 included within the unaudited results of Analog Devices for the nine months ended August 2, 2014 as follows:

(in thousands)		Nine Months Ended August 2, 2014
Revenue	$	(5,392)
Cost of sales	$	(2,377)
Research and development	$	(1,221)
Selling, marketing, general and administrative	$	(811)

B) Reflects the estimated fair value adjustment of acquired inventory of $54.9 million being amortized into cost of sales based upon a normal inventory turnover rate for the twelve months ended November 2, 2013. The adjustment for the nine-month period ended August 2, 2014 reflects the reversal of the amortization of $5.8 million related to the estimated fair value adjustment of acquired inventory included within the unaudited results of Analog Devices for the nine months ended August 2, 2014.

C) Reflects additional depreciation expense for the estimated fair value adjustment of acquired property, plant and equipment on a straight-line basis over a weighted average useful life of 4.3 years as follows:

(in thousands)	Twelve Months Ended November 2, 2013	Nine Months Ended August 2, 2014
Cost of sales	$ 1,567	$ 1,124
Research and development	696	499
Selling, marketing, general and administrative	232	166
	$ 2,495	$ 1,789

D) Reflects adjustments to amortization of intangible assets for the estimated difference between the historical amounts recorded in the historical financial statements and the estimated preliminary fair value of the acquired intangible assets:

(in thousands)	Twelve Months Ended November 2, 2013	Nine Months Ended August 2, 2014
Cost of sales	$ 3,682	$ 1,542
Amortization of intangibles	64,530	53,133
	$ 68,212	$ 54,675

E) To record the adjustments to stock-based compensation expense for the estimated difference between historical amounts recorded in the financial statements and the preliminary value related to the unvested portion of Hittite equity awards replaced in connection with the Acquisition using the straight-line amortization method over the remaining vesting periods:

(in thousands)	Twelve Months Ended November 2, 2013	Nine Months Ended August 2, 2014
Cost of sales	$ (389)	$ (872)
Research and development	558	464
Selling, marketing, general and administrative	875	(1,773)
	$ 1,044	$ (2,181)

F) Reflects adjustment to eliminate direct acquisition expenses of $28.7 million for the nine-month period ended August 2, 2014, which are considered to be non-recurring in nature.

G) Reflects interest expense and amortization of debt issuance costs on the 90-day term loan facility as if the debt had been issued on November 4, 2012. Under the terms of the 90-day term loan facility, borrowings bear interest at a variable rate of interest based on the one-month LIBOR plus 1%. For pro forma purposes, the Company calculated the incremental interest expense utilizing the the one-month LIBOR plus 1% as of August 2, 2014 or 1.16%. If LIBOR changes by 1/8%, our annual interest expense would change by approximately an additional $2.5 million. The adjustment for the nine-month period ended August 2, 2014 reflects the reversal of interest expense included within the unaudited results of Analog Devices for the nine months ended August 2, 2014.

H) Reflects tax benefit effects of the pro forma adjustments at 38% based on the U.S. federal statutory tax rate adjusted for the state statutory tax rate.

I) Reflects adjustment to the earnings per share (EPS) calculation for the Analog Devices replacement restricted stock unit awards (RSUs) issued in connection with the Acquisition. The calculation of pro forma diluted EPS for the replacement awards has been adjusted for the impact of dilutive shares representing the maximum potential impact on EPS from these RSUs. The actual number of RSU's that may eventually vest and their dilutive effect may vary significantly from the estimated amount, but the difference to the diluted EPS is not expected to be material.