

**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): June 24, 2022**

**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
<b>Common Stock \$0.16 2/3 par value per share</b>	<b>ADI</b>	<b>Nasdaq Global Select Market</b>

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 June 24, 2022, the Board of Directors (the “Board”) of Analog Devices, Inc. (the “Company”) increased the size of the Board to thirteen members and elected André Andonian as an independent director, effective June 27, 2022, for a term continuing to the Company’s next annual meeting of shareholders, when all directors will be subject to election by shareholders. Mr. Andonian will receive annual cash retainers of \$90,000 for service on the Board, \$10,000 for service on the Nominating and Corporate Governance Committee and \$10,000 for service on the Corporate Development Committee.

Mr. Andonian will automatically be granted on July 15, 2022 (or the next succeeding business day that the Nasdaq is open) under the Company’s 2020 Equity Incentive Plan a restricted stock unit (“RSU”) award (rounded up to the nearest share) with a value of approximately \$157,192, representing the pro-rated value of the Company’s fiscal 2022 annual director grant, which shall vest and convert into shares of the Company’s common stock on the earlier of the date of the Company’s next annual meeting of shareholders or March 9, 2023.

Each non-employee director reelected at the next annual meeting of shareholders will be granted a RSU award for a number of shares of common stock approved by the Board on the date of the Company’s annual meeting of shareholders. Director RSU awards vest in full upon the occurrence of a Change in Control Event (as defined in the Company’s 2020 Equity Incentive Plan) or the director’s death. If the director ceases to serve as a director by reason of his or her disability, as determined by the Board, each RSU award will vest in full.

In connection with his election the Board, the Company will enter into an indemnification agreement with Mr. Andonian in substantially the same form as previously filed with the Securities and Exchange Commission as Exhibit 10.30 to the Company’s Annual Report on Form 10-K for the fiscal year ended November 1, 2008.

There are no arrangements or understandings between Mr. Andonian and any other person pursuant to which he was elected as a director. There are no transactions in which Mr. Andonian has an interest requiring disclosure under Item 404(a) of Regulation S-K.

A press release announcing these matters is filed as Exhibit 99.1 to this Current Report, and is incorporated herein by reference.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated June 27, 2022</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: June 27, 2022

ANALOG DEVICES, INC.

By: /s/ Prashanth Mahendra-Rajah  
Prashanth Mahendra-Rajah  
Executive Vice President, Finance and Chief Financial Officer

**Analog Devices Appoints André Andonian to its Board of Directors**

**WILMINGTON, Mass. – June 27, 2022** – Analog Devices Inc. (NASDAQ: ADI) today announced that its Board of Directors has appointed André Andonian as an independent director effective as of June 27, 2022. Andonian is the Chief Executive Officer of Andonian Advisory Pte. Ltd., a consulting and advisory firm that he founded that provides board and executive level advisory services to both public and private companies. Previously, Andonian was Senior Partner, Chairman of Japan and Managing Partner of Korea with McKinsey & Company. Andonian brings particular expertise in transforming companies into global leaders in the high-tech, advanced industries, aerospace, biotech and basic materials sectors, and has deep experience in the assessment and development of talent. His appointment expands ADI's board to 13 members.

“We are pleased to welcome André to the ADI Board,” said Vincent Roche, ADI's CEO and Chair. “He brings significant experience working with senior leaders of companies around the world across a multitude of industries on a broad range of strategic and operational issues, including driving major high-tech transformations. We look forward to benefiting from his global insights and expertise as we continue to strive to stay ahead of our customers' needs and work to solve their toughest challenges.”

Over the course of his almost 35 years at McKinsey & Company, Andonian held executive leadership roles across Europe, the U.S. and Asia. During his five-year tenure as the Managing Partner for Japan, he led Japan to become one of McKinsey's fastest-growing offices, more than doubling the client portfolio and the number of employees in the office. Prior to Japan, he led the newly founded Advanced Industries sector to become one of the largest sectors of the Firm in the Americas and globally.

Andonian was a Fulbright Scholar at the Wharton School of University of Pennsylvania, where he received his MBA with distinction, and holds an MA and a BA in Social & Economic Sciences.

**About Analog Devices**

Analog Devices, Inc. (NASDAQ: ADI) operates at the center of the modern digital economy, converting real-world phenomena into actionable insight with its comprehensive suite of analog and mixed signal, power management, radio frequency (RF), and digital and sensor technologies. ADI serves 125,000 customers worldwide with more than 75,000 products in the industrial, communications, automotive, and consumer markets. ADI is headquartered in Wilmington, MA. Visit <https://www.analog.com>.

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