

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): September 26, 2000

ANALOG DEVICES, INC.  
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(Exact Name of Registrant as Specified in its Charter)

MASSACHUSETTS  
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(State or Other Jurisdiction of Incorporation)

1-7819  
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(Commission File Number)

04-2348234  
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(IRS Employer Identification No.)

One Technology Way, Norwood, Massachusetts  
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(Address of Principal Executive Offices)

02062-9106  
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(Zip Code)

Registrant's Telephone Number, Including Area Code (718) 329-4700

NOT APPLICABLE  
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(Former name or former address, if changed since last report)

## ITEM 5. OTHER EVENTS.

On September 26, 2000, Analog Devices, Inc., a Massachusetts corporation (the "Company"), issued a press release announcing that it has priced a new issue of \$1 billion of Convertible Subordinated Notes due in 2005, which are convertible into shares of the Company's common stock, \$.16 2/3 par value, at a conversion price of \$129.78 per share. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

## ITEM 7. FINANCIAL STATEMENTS, PROFORMA FINANCIAL INFORMATION AND EXHIBITS.

## (c) EXHIBITS.

See Exhibit Index attached hereto.

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 6, 2000

ANALOG DEVICES, INC.

By: /s/ Joseph E. McDonough

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Joseph E. McDonough  
Vice President -- Finance and  
Chief Financial Officer

## EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release dated September 26, 2000.

For Release: September 26, 2000  
9:25 a.m. EDT

ANALOG DEVICES PRICES \$1 BILLION

CONVERTIBLE NOTE OFFERING

NORWOOD, MA -- Analog Devices, Inc. (NYSE: ADI) today announced that the Company has offered and priced a new issue of \$1 billion of Convertible Subordinated Notes due 2005 (the "Notes"). The Notes will have an annual interest rate of 4.75% and will be convertible into common stock at \$129.78 per share. The Company may also issue up to an additional \$200 million of Notes pursuant to an option granted to the initial purchaser of the Notes.

The Company intends to use the net proceeds of the offering for acquisitions of complementary businesses, products or technologies and for capital expenditures and working capital. The Company is currently engaged in acquisition discussions with several companies, which, if acquired by the company, could require the use of a substantial portion or all of the net proceeds. However, currently there are no agreements in effect regarding any such acquisitions, and no assurance can be given that any such acquisitions will be made. Pending such uses, the net proceeds of the offering will be invested in investment grade, interest-bearing instruments.

The Notes have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from the Securities Act registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

To receive a copy of this release, or any recent financial release issued by Analog Devices, visit the Company's web site at [www.analog.com](http://www.analog.com). Click on "Investor Relations" and then on "Financial Releases."

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CONTACT: James O. Fishbeck, Director of Corporate Communications at Analog Devices, 781-461-3282, or [james.fishbeck@analog.com](mailto:james.fishbeck@analog.com)