

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): March 13, 2024

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, (Address of Principal Executive Offices)	Wilmington, MA	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
Common Stock \$0.16 2/3 par value per share	ADI	Nasdaq Global Select Market

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 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting of shareholders of Analog Devices, Inc. (the “Company”) held on Wednesday, March 13, 2024, the proposals listed below were submitted to a vote of the Company’s shareholders. The proposals are described in the Company’s definitive proxy statement on Schedule 14A (the “Proxy Statement”), as filed with the Securities and Exchange Commission on January 19, 2024.

Proposal 1 – The election of eleven nominees to the Company’s Board of Directors each for a term expiring at the next annual meeting of shareholders.

The eleven nominees named in the Proxy Statement were elected to serve as directors until the Company’s next annual meeting of shareholders. Information as to the vote on each director standing for election is provided below:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
Vincent Roche	398,202,381	22,073,352	481,768	28,362,343
Stephen M. Jennings	415,395,949	4,893,924	467,628	28,362,343
André Andonian	412,122,319	8,138,606	496,576	28,362,343
James A. Champy	399,716,810	20,541,837	498,854	28,362,343
Edward H. Frank	399,879,148	20,396,588	481,765	28,362,343
Laurie H. Glimcher	408,434,833	11,794,869	527,799	28,362,343
Karen M. Golz	411,779,883	8,435,413	542,205	28,362,343
Peter B. Henry	417,288,663	2,998,517	470,321	28,362,343
Mercedes Johnson	414,980,433	5,298,673	478,395	28,362,343
Ray Stata	414,835,334	5,482,967	439,200	28,362,343
Susie Wee	409,197,789	11,095,657	464,055	28,362,343

Proposal 2 – The approval, by non-binding “say-on-pay” vote, of the compensation of the Company’s named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosure in the Proxy Statement.

The shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
304,137,471	115,622,488	997,542	28,362,343

Proposal 3 – The ratification of the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending November 2, 2024.

The shareholders ratified the Company’s selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending November 2, 2024. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>
411,547,592	36,684,012	888,240

Proposal 4 – The approval of the non-binding shareholder proposal regarding simple majority vote.

The shareholders approved the non-binding shareholder proposal regarding simple majority vote. The voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
375,766,140	43,586,679	1,404,682	28,362,343

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: March 14, 2024

ANALOG DEVICES, INC.

By: /s/ Janene I. Asgeirsson
Janene I. Asgeirsson
Senior Vice President, Chief Legal
Officer and Corporate Secretary