
**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): November 25, 2019

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) |
|--|----------------------------|

Registrant's telephone number, including area code: (781) 329-4700

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

At a meeting of the Board of Directors of Analog Devices, Inc. (the "Company") held on November 25, 2019, Susie Wee was elected as an independent Director to the Board of Directors, effective November 29, 2019, for a term continuing to the Company's next annual meeting of shareholders in March 2020 when all directors will be subject to election by shareholders. Dr. Wee will serve on the Company's Compensation Committee of the Board of Directors. In connection with her service on the Board of Directors, Dr. Wee will receive an annual cash retainer of \$80,000, paid quarterly. In connection with her service on the Compensation Committee of the Board of Directors, Dr. Wee will also receive an annual cash retainer of \$20,000.

Dr. Wee will automatically be granted on December 15, 2019 (or the next succeeding business day that the Nasdaq is open) under the Company's 2006 Stock Incentive Plan a restricted stock unit award (rounded to the nearest 5 shares) with a value of approximately \$59,200, representing the pro-rated value of the Company's fiscal 2019 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 13, 2020.

Each non-employee director reelected at the next annual meeting of shareholders will be granted a restricted stock unit 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 2006 Stock 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 of Directors, each RSU award will vest in full.

In addition, Dr. Wee will become party with the Company to the Company's form of Indemnification Agreement for Directors and Officers, filed as Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended November 1, 2008.

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 | <u>Press release dated November 26, 2019.</u> |
| 101.INS | The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document.** |
| 101.SCH | Inline XBRL Schema Document.** |
| 101.CAL | Inline XBRL Calculation Linkbase Document.** |
| 101.LAB | Inline XBRL Labels Linkbase Document.** |
| 101.PRE | Inline XBRL Presentation Linkbase Document.** |
| 101.DEF | Inline XBRL Definition Linkbase Document.** |
| 104 | Cover page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101). |
| ** | Submitted electronically 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: November 26, 2019

ANALOG DEVICES, INC.

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

Analog Devices Appoints Dr. Susie Wee to Board of Directors

Norwood, MA – November 26, 2019 – Analog Devices, Inc. (Nasdaq: ADI) today announced the appointment of Dr. Susie Wee to the Board of Directors as an independent director, effective November 29, 2019. Dr. Wee is the Senior Vice President and General Manager of DevNet and CX Ecosystem Success at Cisco Systems and will serve on the Board’s Compensation Committee.

“We are pleased to welcome Susie to the ADI Board. Her extensive experience in information technology and application development, together with her established track record of driving software innovation at global technology companies, will be of great value to ADI and our customers,” said Ray Stata, ADI Chairman of the Board. “We look forward to her contributions as ADI continues to play an increasingly important role at the intersection of the physical and digital domains.”

At Cisco, Dr. Wee leads the DevNet and CX Ecosystem Success group, which is building the ecosystem of customers, partners, IT professionals, and software developers who innovate with Cisco platforms. She also oversees Cisco’s professional training and certification program and founded and leads DevNet, the company’s developer program. Under her leadership, DevNet has become a critical element of Cisco’s transformation strategy to a software company and has grown to a vibrant community of over 500,000 developers. Prior to this, Dr. Wee was the Senior Vice President and Chief Technology Officer of Cisco DevNet and the Vice President & Chief Technology and Experience Officer of Cisco’s Collaboration Technology Group. Before joining Cisco in 2012, Dr. Wee had a 15-year career at Hewlett Packard, where she held a number of leadership positions, including Vice President and General Manager of Experience Software Business, Chief Technology Officer of Client Cloud Services, and Lab Director at HP Labs.

She is the recipient of many industry awards, including the Red Dot Design Concept Award (2015), Forbes’ 100 Most Powerful Women list (2012), Women in Technology’s Hall of Fame Award (2010), ComputerWorld’s Top 40 Innovators Under 40 (2007), and INCIT’s Technical Excellence Award (2007), among others. She became an IEEE Fellow in 2009 for her contributions in multimedia technology and has more than 50 international publications and 60 granted patents.

Dr. Wee earned her S.B., S.M. and Ph.D. degrees in Electrical Engineering and Computer Science from the Massachusetts Institute of Technology.

About Analog Devices

Analog Devices (Nasdaq: ADI) is a leading global high-performance analog technology company dedicated to solving the toughest engineering challenges. We enable our customers to interpret the world around us by intelligently bridging the physical and digital with unmatched technologies that sense, measure, power, connect and interpret. Visit <http://www.analog.com>

Editor’s Contact Information

Michael Lucarelli
781-461-3282
Director of Investor Relations
investor.relations@analog.com