

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): September 9, 2007

Analog Devices, Inc.

-----  
(Exact Name of Registrant as Specified in 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 (see General Instruction A.2. below):

- 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))

Item 1.01. Entry Into a Material Definitive Agreement

On September 9, 2007, Analog Devices, Inc. ("Analog") entered into a Purchase and Sale Agreement with MediaTek Inc. ("MediaTek") pursuant to which Analog agreed to sell or license to MediaTek the assets related to its Othello(R) radio and SoftFone(R) baseband chipset product lines, as well as certain cellular handset baseband support operations (the "Business"), for approximately \$350 million in cash. The Purchase and Sale Agreement contains customary representations and warranties, covenants, conditions and post-closing indemnities. Following the closing of the transaction, Analog shall be subject to certain non-competition covenants related to the activities of the Business for a four-year period.

The transaction will also include the license by Analog to MediaTek of certain technology and intellectual property rights related to the Business, subject to certain field of use restrictions related to the activities of the Business. In addition, Analog will receive a license back of the technology and intellectual property to be sold to MediaTek, subject to certain restrictions on use related to the activities of the Business for a seven-year period.

Analog has also agreed to provide MediaTek with various transition services following the closing of the transaction.

The closing of the transaction is subject to the satisfaction of regulatory requirements, the receipt of necessary consents, the execution by MediaTek of certain license agreements and other closing conditions. Tax assessments and additional closing costs will reduce the net amount of proceeds received by Analog from the transaction.

A copy of the press release issued by Analog on September 10, 2007 concerning the foregoing transaction is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. -----	Description -----
99.1	Press Release of the Registrant, dated September 10, 2007

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: September 13, 2007

ANALOG DEVICES, INC.

By: /s/ Margaret K. Seif

-----  
Margaret K. Seif  
Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.  
-----

Description  
-----

99.1

Press Release of the Registrant, dated September 10, 2007.

MediaTek to Acquire Analog Devices Cellular Handset Radio and  
Baseband Chipset Operations

HSINCHU, Taiwan & NORWOOD, Mass.--(BUSINESS WIRE)--Sept. 10, 2007--MediaTek, Inc. (TWSE: 2454, "MediaTek"), one of the world's leading fabless semiconductor companies for wireless communications and digital media solutions, today announced that it has signed a definitive agreement to acquire the assets related to the Analog Devices, Inc. (NYSE: ADI) Othello(R) radio and SoftFone(R) baseband chipset product lines, as well as certain cellular handset baseband support operations, for approximately US\$350 million in cash. These product lines represented approximately US\$230 million in revenue for ADI, based on fiscal year 2006 financial results.

Through this acquisition, MediaTek's wireless handset division gains: a global team of approximately 400 experienced product development and customer support professionals; an established customer base around the world; new radio transceiver and baseband chipset products, including GSM, GPRS, EDGE, WCDMA, and TD-SCDMA chipsets, to further strengthen its existing portfolio; and key patents and intellectual property to increase MediaTek's competitiveness.

ADI plans to continue to invest in the wireless handset market by focusing on developing high-performance analog, micro-electro mechanical systems (MEMS), and programmable digital signal processing (DSP) products that enhance the audio, video, connectivity, and power efficiency capabilities in a range of wireless multimedia devices. According to Jerald G. Fishman, ADI's president and CEO, "This transaction will allow ADI to focus our resources in areas where our signal processing expertise can provide unique capabilities and earn superior returns. In addition, it unlocks the value of the Othello and SoftFone operations by creating the scale needed to support the R&D investment required for sustainable, long-term success."

"This is a winning transaction for customers of both companies," said JiChang Hsu, general manager of MediaTek's wireless business. "With these added resources, our customers will be assured a roadmap of innovative solutions supported by a talented team that is focused on the needs of the wireless handset industry. Moreover, this acquisition will also bolster MediaTek's global operations and development in converging consumer solutions."

The boards of directors of both companies have approved the transaction, which is expected to close near the end of 2007, following the satisfaction of regulatory requirements and other customary closing conditions. Tax assessments and any additional closing costs will reduce the net amount of proceeds received by ADI from the transaction.

In ADI's recently completed third quarter of fiscal year 2007, revenue from these product lines represented \$43 million, or 6% of revenue. ADI plans to account for the divested operations as a discontinued operation. Excluding these operations, ADI estimates that its third quarter of fiscal year 2007 gross margin as a percentage of revenue would have been approximately 170 basis points higher, operating margin as a percentage of revenue would have been approximately 200 basis points higher, and diluted earnings per share would have been approximately \$0.01 higher.

#### About MediaTek Inc.

MediaTek Inc. is a leading fabless semiconductor company for wireless communications and digital media solutions. The company is a market leader and pioneer in cutting-edge System-On-Chip system solutions for wireless communications, high-definition digital TV, optical storage, and high-definition DVD products. Founded in 1997 and listed on Taiwan Stock Exchange under the code "2454", MediaTek is headquartered in Taiwan and has sales and research subsidiaries in China, India, U.S., Korea and Singapore. For more information, please visit MediaTek's website at [www.mtk.com.tw](http://www.mtk.com.tw).

#### About Analog Devices

Innovation, performance, and excellence are the cultural pillars on which Analog Devices has built one of the most long-standing, high-growth companies within the technology sector. Acknowledged industry-wide as the world leader in data conversion and signal conditioning technology, Analog Devices serves over 60,000 customers around the world, representing virtually all types of electronics equipment. Celebrating more than 40 years as a leading global manufacturer of high-performance integrated circuits used in analog and digital signal processing applications, Analog Devices is headquartered in Norwood, Massachusetts, with design and manufacturing facilities throughout the world. Analog Devices' common stock is listed on the New York Stock Exchange under the ticker "ADI" and is included in the S&P 500 Index. For more information, please visit ADI's website at [www.analog.com](http://www.analog.com)

This press release contains forward-looking statements, which address a variety of subjects including, for example, the expected closing of the transaction between ADI and MediaTek, the expected benefits of the transaction to ADI, MediaTek, and customers, and ADI's expected future investments. Statements that are not historical facts, including statements about beliefs and expectations, are forward-looking statements. Such statements are based on current expectations and are subject to a number of factors and uncertainties which could cause actual results to differ materially. The following important factors and uncertainties, among others, could cause actual results to differ materially from those described in these forward-looking statements: the closing of the transaction is subject to the receipt of regulatory approvals, the receipt of third-party consents, and other material closing conditions, any failure of which to satisfy may delay or prevent the closing of the transaction; the transaction may involve unexpected costs, thereby reducing the net proceeds to ADI; the expected benefits of the transaction may not be achieved in a timely manner, or at all; and disruption from the transaction may adversely affect relationships with customers, suppliers, or employees. For detailed information about factors that could cause ADI's actual results to differ materially from those described in the forward-looking statements, please refer to ADI's filings with the Securities and Exchange Commission, including ADI's most recent Quarterly Report on Form 10-Q. Forward-looking statements represent management's current expectations and are inherently uncertain. We do not undertake any obligation to update forward-looking statements made by us.

CONTACT: Financial Inquiries:  
Analog Devices, Inc.  
Maria Tagliaferro, 781-461-3601  
Director of Corporate Communications  
maria.tagliaferro@analog.com  
or  
Press Inquiries:  
Analog Devices Inc.  
Colleen Cronin, 781-937-1622  
Media Relations Manager  
colleen.cronin@analog.com