

ALTERA CORP  
Form 8-K  
May 11, 2012

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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): May 8, 2012

ALTERA CORPORATION

(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 0-16617<br>(Commission File Number) | 77-0016691<br>(IRS Employer<br>Identification No.) |
|---|-------------------------------------|--|

|  |                     |
|--|---------------------|
| 101 Innovation Drive, San Jose, California<br>(Address of principal executive offices) | 95134<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (408) 544-7000

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))



Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting of Stockholders (the “Annual Meeting”) of Altera Corporation (the “Company”), held on May 8, 2012, the stockholders of the Company approved a proposal to amend the Company's Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) and Amended and Restated Bylaws (the “Bylaws”) to allow action by written consent of stockholders. The Company's Board of Directors (the “Board”) had previously approved the amendments to the Certificate of Incorporation and the Bylaws and recommended that they be submitted to the Company's stockholders for approval. The amendment to the Certificate of Incorporation became effective on May 9, 2012, upon effectiveness of the filing of an Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware. The amendment to the Bylaws became effective on May 8, 2012, the date of the Annual Meeting.

The foregoing descriptions of the amendments to the Certificate of Incorporation and the Bylaws are qualified in their entirety by reference to the full text of the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws, which are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

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

As described above, the Company held its Annual Meeting on May 8, 2012 at 1:30 p.m. All of the Company's nominees for director were re-elected and all proposals were approved by the Company's stockholders with the requisite vote. The following matters were acted upon at the meeting:

- 1 Election of Directors to serve until the next annual meeting of stockholders or until their successors are elected and qualified.

| NOMINEES           | FOR         | AGAINST   | ABSTAIN | BROKER<br>"NON-<br>VOTES" |
|--------------------|-------------|-----------|---------|---------------------------|
| John P. Daane      | 260,916,794 | 7,145,309 | 186,397 | 18,559,711                |
| T. Michael Nevens  | 267,937,400 | 153,135   | 157,965 | 18,559,711                |
| Elisha W. Finney   | 267,685,810 | 404,578   | 158,112 | 18,559,711                |
| Kevin McGarity     | 261,497,282 | 6,595,164 | 156,054 | 18,559,711                |
| Krish A. Prabhu    | 261,474,483 | 6,617,511 | 156,506 | 18,559,711                |
| John Shoemaker     | 261,500,288 | 6,592,222 | 155,990 | 18,559,711                |
| Thomas H. Waechter | 265,722,930 | 2,365,647 | 159,923 | 18,559,711                |
| Susan Wang         | 266,762,568 | 1,332,901 | 153,031 | 18,559,711                |

|   | FOR         | AGAINST    | ABSTAIN   | BROKER<br>"NON-<br>VOTES" |
|---|-------------|------------|-----------|---------------------------|
| 2 Approval of an amendment to the 2005 Equity Incentive Plan to increase by 7,000,000 the number of shares of common stock reserved for issuance under the plan.        | 244,526,749 | 23,042,396 | 679,355   | 18,559,711                |
| 3 Approval of an amendment to the 2005 Equity Incentive Plan regarding non-employee director equity awards.   | 249,618,268 | 18,419,729 | 210,503   | 18,559,711                |
| 4 Approval of an amendment to the 1987 Employee Stock Purchase Plan to increase by 1,000,000 the number of shares of common stock reserved for issuance under the plan. | 264,110,839 | 3,965,265  | 172,396   | 18,559,711                |
| 5 Approval of an amendment to our Amended and Restated Certificate of Incorporation and Bylaws to allow action by written consent of stockholders.                      | 244,584,138 | 23,465,660 | 198,702   | 18,559,711                |
| 6 Approval, on an advisory basis, of named executive officer compensation.  | 176,820,052 | 90,039,685 | 1,388,763 | 18,559,711                |
| 7 Ratification of the appointment of PricewaterhouseCoopers LLP as our  | 281,073,561 | 5,397,091  | 337,559   | —                         |

independent registered public  
accounting firm for the fiscal year  
ending December 31, 2012.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 3.1            | Amended and Restated Certificate of Incorporation of Altera Corporation |
| 3.2            | Amended and Restated Bylaws of Altera Corporation                       |

SIGNATURES

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.

ALTERA CORPORATION

/s/ Katherine E. Schuelke  
Katherine E. Schuelke  
Senior Vice President, General Counsel, and Secretary

Dated: May 10, 2012





EXHIBIT INDEX

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|----------------|---|
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