

---

---

**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): **January 15, 2019**

---

**INTEGRATED DEVICE TECHNOLOGY, INC.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**00-12695**  
(Commission  
File Number)

**94-2669985**  
(I.R.S. Employer  
Identification No.)

**6024 Silver Creek Valley Road**  
**San Jose, California**  
(Address of principal executive offices)

**95138**  
(Zip Code)

**(408) 284-8200**  
(Registrant's telephone number, including area code)

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.**

On January 15, 2019, Integrated Device Technology, Inc., a Delaware corporation (“IDT”), held a special meeting of stockholders (the “Special Meeting”) to consider certain proposals related to the Agreement and Plan of Merger (as it may be amended from time to time, the “Merger Agreement”) by and between Renesas Electronics Corporation, a Japanese corporation (“Parent”), and IDT, pursuant to which, upon the satisfaction or waiver of the conditions to the closing set forth in the Merger Agreement, Chapter Two Company, which was formed following the date of the Merger Agreement as a Delaware corporation and a direct wholly-owned subsidiary of Parent, will, at the closing, merge with and into the Company (the “Merger”), and the Company will become a direct wholly-owned subsidiary of Parent.

As of November 23, 2018, the record date of the Special Meeting, there were 129,035,232 shares of IDT common stock outstanding, each of which was entitled to one vote for each proposal at the Special Meeting. At the Special Meeting, a total of 106,236,591 shares of common stock, representing approximately 82.33% of the outstanding shares entitled to vote, were present in person or represented by proxy, constituting a quorum to conduct business.

At the Special Meeting, IDT stockholders considered two proposals, each of which is described in more detail in a definitive proxy statement filed by IDT with the Securities and Exchange Commission on December 3, 2018 (the “Proxy Statement”). The final results regarding each proposal are set forth below.

**Proposal No. 1: Approval of the Merger Proposal**

IDT’s stockholders approved the proposal to adopt the Merger Agreement and approve the transactions contemplated thereby, including the Merger (the “Merger Proposal”). The voting results for the Merger Proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
105,449,962	128,254	657,475	—

---

**Proposal No. 3: Advisory Vote regarding Merger-Related Named Executive Officer Compensation**

IDT's stockholders approved, on a non-binding, advisory basis, compensation that will or may become payable to the IDT's named executive officers in connection with the Merger (the "Merger-Related Compensation Proposal"). The voting results for the Merger-Related Compensation Proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
102,954,851	2,253,488	1,027,352	—

Adjournment of the Special Meeting (Proposal No. 2) was deemed not necessary or appropriate because there were sufficient votes at the time of the Special Meeting to approve the adoption of the Merger Agreement.

**Item 8.01. Other Events.****Press Release**

On January 15, 2019, IDT issued a press release announcing stockholder approval of the Merger Proposal, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**CFIUS Review**

On December 21, 2018, IDT reported that the Committee on Foreign Investment in the United States (CFIUS) review regarding national security concerns relating to the Merger was underway and the initial 45-day review period would conclude by January 2, 2019. Due to the U.S. government shutdown that commenced in December 2018, this review period has been tolled pursuant to section 1709 of the Foreign Investment Risk Review Modernization Act of 2018.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

The following exhibit is filed herewith.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release, dated January 15, 2019</a>

---

**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.

Date: January 16, 2019

**INTEGRATED DEVICE TECHNOLOGY, INC.**

By: /s/ Brian C. White

Name: Brian C. White

Title: Senior Vice President and Chief Financial Officer (duly authorized officer)



FOR IMMEDIATE RELEASE

**Financial Contact:**

Krishna Shankar  
Head of Investor Relations  
Phone: (408) 574-6995  
E-mail: [krishna.shankar@idt.com](mailto:krishna.shankar@idt.com)

**Press Contact:**

Krista Pavlakos  
IDT Director, Communications  
Phone: (408) 574-6640  
E-mail: [krista.pavlakos@idt.com](mailto:krista.pavlakos@idt.com)

**IDT STOCKHOLDERS APPROVE MERGER PROPOSAL**

**SAN JOSE, Calif., January 15, 2019** — Integrated Device Technology, Inc. (IDT®) (NASDAQ: IDTI), a leading supplier of high-performance system-level analog/mixed-signal semiconductors, today announced that, at the Company’s special meeting of stockholders held on January 15<sup>th</sup>, 2019, IDT stockholders voted to adopt the Agreement and Plan of Merger, dated September 10, 2018, by and between IDT and Renesas Electronics Corporation (“Renesas”, TSE: 6723), a premier global supplier of advanced semiconductor solutions.

Approximately 99% of all votes cast voted in favor of the adoption of the merger agreement, representing approximately 82% of all outstanding shares as of November 23, 2018, the record date for the special meeting. The final voting results for each of the proposals voted on at the special meeting of stockholders will be reported on a Current Report on Form 8-K, in accordance with the rules of the U.S. Securities and Exchange Commission.

Closing of the transaction remains subject to customary closing conditions and remaining regulatory approvals.

On December 21, 2018, IDT reported that the Committee on Foreign Investment in the United States (CFIUS) review regarding national security concerns relating to the Merger was underway and the initial 45-day review period would conclude by January 2, 2019. Due to the U.S. government shutdown that commenced in December 2018, this review period has been tolled pursuant to section 1709 of the Foreign Investment Risk Review Modernization Act of 2018, and will resume following the resumption of operations by the relevant U.S. government agencies.

---

As previously announced, the two companies have already received regulatory antitrust approval for the proposed transaction from China, Germany, Hungary, and Korea. In addition, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with the proposed acquisition expired at 11:59 p.m., Eastern time, on October 22, 2018.

### **About IDT**

Integrated Device Technology, Inc. develops system-level solutions that optimize its customers' applications. IDT's market-leading products in RF, timing, wireless power transfer, serial switching, interfaces and sensing solutions are among the company's broad array of complete mixed-signal solutions for the communications, computing, consumer, automotive and industrial segments. Headquartered in San Jose, Calif., IDT has design, manufacturing, sales facilities and distribution partners throughout the world. IDT stock is traded on the NASDAQ Global Select Stock Market® under the symbol "IDTI." Additional information about IDT is accessible at [www.IDT.com](http://www.IDT.com). Follow IDT on Facebook, LinkedIn, Twitter, YouTube and Google+.

### **Forward Looking Statements**

Investors are cautioned that forward-looking statements in this release, including but not limited to statements regarding closing of the merger transaction, involve a number of risks and uncertainties that could cause actual results to differ materially from current expectations. Risks include, but are not limited to, global business and economic conditions, fluctuations in product demand, manufacturing capacity and costs, inventory management, competition, pricing, patent and other intellectual property rights of third parties, timely development and introduction of new products and manufacturing processes, dependence on one or more customers for a significant portion of sales, successful integration of acquired businesses and technology, availability of capital, cash flow and other risk factors detailed in the Company's Securities and Exchange Commission filings. The Company urges investors to review in detail the risks and uncertainties in the Company's Securities and Exchange Commission filings, including but not limited to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018. All forward-looking statements are made as of the date of this release and the Company disclaims any duty to update such statements.