

LITTELFUSE INC /DE
Form DEFA14A
March 24, 2017
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES

EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

Littelfuse, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the
Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

**Supplement to Littelfuse, Inc. Proxy Statement
For the Annual Meeting of Stockholders
To be Held on April 28, 2017**

On March 16, 2017, Littelfuse, Inc. filed its Definitive Proxy Statement (the “Proxy Statement”) relating to its Annual Meeting of Stockholders to be held April 28, 2017. This Supplement to the Proxy Statement is first being released to shareholders on or about March 24, 2017, and should be read together with the Proxy Statement.

The following underlined text is hereby added to the last paragraph on page 54 of the Proxy Statement:

Limitations on Awards. The maximum number of shares that may be awarded pursuant to options, restricted stock, RSUs, and performance units and shares under the Amended and Restated Plan to any “covered employee,” as such term is defined in the regulations promulgated under Code Section 162(m), in any one calendar year is limited to 200,000 shares of our common stock unless, as described on page 68 of this Proxy Statement, the Committee determines that the award of such shares will not be designed to comply with the exception for performance-based compensation from the tax deductibility limitations of Section 162(m). In addition, in any one calendar year, a “covered employee” may not receive a cash amount payable under the Amended and Restated Plan greater than \$3,000,000 unless, as described on page 68 of this Proxy Statement, the Committee determines that the award of such amount will not be designed to comply with the exception for performance-based compensation from the tax deductibility limitations of Section 162(m). The maximum number of shares that may be awarded pursuant to any award under the Amended and Restated Plan during any calendar year to any non-employee member of our Board is limited to 50,000.