

LITTELFUSE INC /DE
Form 8-K
May 05, 2010

**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): April 30, 2010

Littelfuse, Inc.

(Exact Name Of Registrant As Specified In Charter)

Delaware
(State of Incorporation)

0-20388
(Commission File No.)

36-3795742
(I.R.S. Employer
Identification No.)

O Hare Plaza
8755 West Higgins Road, Suite 500
Chicago, Illinois 60631
(Address of principal executive offices, including zip code)
(847) 824-1188
(Registrant's telephone number, including area code)

Not applicable
(Former name or 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 30, 2010, the stockholders of Littelfuse, Inc. (the Company) approved the Littelfuse, Inc. Long-Term Incentive Plan (the Plan) at the Company's annual meeting of stockholders (the Annual Meeting), as discussed further below. A description of the Plan is set forth under Proposal No. 3 Approval of Littelfuse, Inc. Long-Term Incentive Plan in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 17, 2010, and a copy of the Plan is attached hereto as Exhibit 10.1.

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

The Company held its Annual Meeting on April 30, 2010. The following is a summary of the voting results for each matter presented to stockholders at the Annual Meeting.

In addition to the election of the seven persons nominated as Directors of the Company, as identified below, for one-year terms, the stockholders approved and ratified the appointment of Ernst & Young LLP as the Company's independent auditors for the year ending January 1, 2011, and approved the adoption of the Littelfuse, Inc. Long-Term Incentive Plan. The final voting results on each of the matters submitted to a vote of stockholders are as follows.

Proposal 1: Election of Directors

| Nominees | For | Withheld | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Tzau-Jin (T. J.) Chung | 20,428,819 | 146,189 | 488,514 |
| John P. Driscoll | 19,673,774 | 901,234 | 488,514 |
| Anthony Grillo | 20,200,974 | 374,034 | 488,514 |
| Gordon Hunter | 20,063,285 | 511,723 | 488,514 |
| John E. Major | 19,474,141 | 1,100,867 | 488,514 |
| William P. Noglows | 19,887,744 | 687,264 | 488,514 |
| Ronald L. Schubel | 20,424,587 | 146,339 | 488,514 |

Proposal 2. Approval and Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2010 fiscal year

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 20,213,763 | 843,445 | 6,314 | 0 |

Proposal 3. Approval of the adoption of the Littelfuse, Inc. Long-Term Incentive Plan

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 17,508,181 | 2,884,821 | 7,615 | 649,042 |

Item 9.01 Financial Statements and Exhibits.

The following exhibit is filed with this report:

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Littelfuse, Inc. Long-Term Incentive Plan |

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.

LITTELFUSE, INC.

(Registrant)

Date: May 5, 2010

/s/ Philip G. Franklin

Philip G. Franklin

Vice President, Operations Support, Chief
Financial Officer and Treasurer