

TEXAS INSTRUMENTS INC
Form 8-K
June 21, 2018

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): June 21, 2018

TEXAS INSTRUMENTS INCORPORATED

(Exact name of registrant as specified in charter)

| | | |
|------------------------------|--------------|---------------------|
| DELAWARE | 001-03761 | 75-0289970 |
| (State or other jurisdiction | (Commission | (I.R.S. employer |
| of incorporation) | file number) | identification no.) |

12500 TI BOULEVARD

DALLAS, TEXAS 75243

(Address of principal executive offices)

Registrant's telephone number, including area code: (214) 479-3773

Check the appropriate box below if the Form 8-K 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 21, 2018, the Board of Directors of Texas Instruments Incorporated (“TI”) elected Mr. Martin S. Craighead to the Board of Directors of TI and to the Board’s Audit Committee effective July 1, 2018. Mr. Craighead will be compensated as described under the heading “Director Compensation” in TI’s proxy statement for its 2018 annual meeting of stockholders, which was filed with the Securities and Exchange Commission on March 13, 2018.

The Board determined that Mr. Craighead has no relationship that, in the opinion of the Board, would interfere with his exercise of independent judgment in carrying out his responsibilities as director. There have been no transactions involving TI or any of its subsidiaries in which Mr. Craighead has or will have a direct or indirect material interest that are required to be disclosed by Item 404(a) of Regulation S-K.

ITEM 7.01 Regulation FD Disclosure.

TI’s news release announcing Mr. Craighead’s election is attached hereto as Exhibit 99.

ITEM 9.01. Exhibits

| Designation of Exhibit in this Report | Description of Exhibit |
|--|--|
| 99 | <u>TI’s News Release Dated June 21, 2018 (furnished pursuant to Item 7.01)</u> |

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.

TEXAS INSTRUMENTS INCORPORATED

Date: June 21, 2018

By: /s/ Cynthia Hoff Trochu
Cynthia Hoff Trochu
Senior Vice President, Secretary and General
Counsel