

XILINX INC
Form DEF 14A
June 01, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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 under Rule 14a-12

Xilinx, 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)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth
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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:

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(3) Filing Party:

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Table of Contents

June 30, 2016

Dear Xilinx Stockholder:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders to be held on Wednesday, August 10, 2016 at 11:00 a.m., Pacific Daylight Time, at the headquarters of Xilinx, Inc. (Xilinx, the Company, we or our) located at 2050 Logic Drive, San Jose, California 95124. We look forward to your attendance either in person or by proxy.

Two of our long-serving directors, Mr. Philip T. Gianos and Dr. William G. Howard, Jr., are retiring at the end of their current terms and are not director nominees for election at the 2016 Annual Meeting. The Company is grateful to Mr. Gianos and Dr. Howard for their contributions and thanks them for their many years of outstanding and dedicated service as directors.

The Board of Directors has appointed four new directors during the past year, who are all nominees for election at this year's Annual Meeting, namely Dennis Segers, Saar Gillai, Ronald S. Jankov, and Thomas H. Lee. All director biographies are included in the attached proxy statement.

The agenda for the Annual Meeting includes:

- the annual election of directors;
- a proposal to amend our 2007 Equity Incentive Plan to increase the number of shares reserved for issuance under the Plan by 2,500,000 shares and limit the aggregate equity and cash compensation for each non-employee director to no more than \$750,000 per fiscal year;
- a proposal to approve certain provisions of our 2007 Equity Incentive Plan for purposes of complying with Section 162(m) of the Internal Revenue Code (Section 162(m));
- an advisory vote on executive compensation as described in the attached proxy statement; and
- a proposal to ratify the appointment of the Company's external auditors, Ernst & Young LLP.

The agenda will also include any other business that may properly come before the meeting or any adjournment or postponement of the meeting. The Board of Directors recommends that you vote FOR the election of each of the director nominees, FOR the amendment of our 2007 Equity Incentive Plan to increase the share reserve and limit aggregate non-employee director compensation per fiscal year; FOR the approval of certain provisions of the 2007 Equity Incentive Plan for purposes of complying with Section 162(m), FOR the approval of the compensation of our named executive officers, and FOR the ratification of the appointment of Ernst & Young LLP to serve as the Company's external auditors for the fiscal year ending April 1, 2017. Please refer to the proxy statement for detailed information on each of the proposals.

The Xilinx 2016 Annual Meeting will be held solely to tabulate the votes cast and report the results of voting on the matters described in the attached proxy statement and any other business that may properly come before the meeting. Certain senior executives of Xilinx will be in attendance to answer questions following the Annual Meeting; however, there will be no formal presentation concerning the business of Xilinx.

Whether or not you plan to attend, please take a few minutes now to vote online or via telephone or, alternatively, request a paper proxy card and mark, sign and date your proxy and return it by mail so that your shares will be represented.

Thank you for your continuing interest in Xilinx.

Very truly yours,

/s/ Moshe N. Gavrielov
Moshe N. Gavrielov
President and Chief Executive Officer

IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO VOTE YOUR PROXY ONLINE OR BY TELEPHONE, OR, IN THE ALTERNATIVE, REQUEST, COMPLETE AND MAIL IN A PAPER PROXY CARD.

Table of Contents

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Table of Contents

XILINX, INC.
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Wednesday, August 10, 2016

TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Xilinx, Inc., a Delaware corporation (Xilinx, the Company, we or our), will be held on Wednesday, August 10, 2016 at 11:00 a.m., Pacific Daylight Time, at the Company's headquarters located at 2050 Logic Drive, San Jose, California 95124 for the following purposes:

1. to elect the following nine nominees for director to serve on the Board of Directors for the ensuing year or until their successors are duly elected and qualified: Dennis Segers, Moshe N. Gavrielov, Saar Gillai, Ronald S. Jankov, Thomas H. Lee, J. Michael Patterson, Albert A. Pimentel, Marshall C. Turner, and Elizabeth W. Vanderslice;
2. to approve amendments to our 2007 Equity Incentive Plan that increase the number of shares reserved for issuance under the Plan by 2,500,000 shares and limit the aggregate equity and cash compensation for each non-employee director to no more than \$750,000 per fiscal year;
3. to approve certain provisions of our 2007 Equity Incentive Plan for purposes of complying with Section 162(m) of the Internal Revenue Code (Section 162(m));
4. to hold an advisory vote on executive compensation as described in the attached proxy statement;
5. to ratify the appointment of Ernst & Young LLP, an independent registered public accounting firm, as external auditors of Xilinx for the fiscal year ending April 1, 2017; and
6. to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. Only stockholders of record at the close of business on June 15, 2016, are entitled to notice of and to vote at the meeting.

All stockholders are cordially invited to attend the meeting in person. Certain senior executives of Xilinx will be in attendance to answer questions following the Annual Meeting; however, there will be no formal presentation concerning the business of Xilinx.

In order to ensure your representation at the meeting, you are urged to vote as soon as possible. You may vote your shares in one of the following ways: (1) via the Internet, by visiting the website shown on the Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 10, 2016 (Internet Notice) or proxy card and following the instructions; (2) telephonically by calling the telephone number shown in the Internet Notice or proxy card; (3) by voting in person at the Annual Meeting; or (4) by requesting, completing and mailing in a paper proxy card, as outlined in the Internet Notice. If you have Internet access, we encourage you to record your vote on the Internet.

FOR THE BOARD OF DIRECTORS

/s/ Scott R. Hover-Smoot
Scott R. Hover-Smoot
Secretary

San Jose, California
June 30, 2016

THIS PROXY STATEMENT AND THE ACCOMPANYING PROXY ARE BEING PROVIDED ON OR ABOUT JUNE 30, 2016 IN CONNECTION WITH THE SOLICITATION OF PROXIES ON BEHALF OF THE BOARD OF DIRECTORS OF XILINX, INC. IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO VOTE YOUR PROXY ONLINE OR BY TELEPHONE, OR, IN THE ALTERNATIVE, REQUEST, COMPLETE AND MAIL IN A PAPER PROXY CARD.

Table of Contents

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Table of Contents

XILINX, INC.

TABLE OF CONTENTS

FOR THE

2016 ANNUAL MEETING OF STOCKHOLDERS PROXY STATEMENT

Page	
<u>ABOUT THE ANNUAL MEETING</u>	<u>1</u>
<u>Who is soliciting my vote?</u>	<u>1</u>
<u>When is the Annual Meeting?</u>	<u>1</u>
<u>Where will the Annual Meeting be held?</u>	<u>1</u>
<u>How do I gain admittance to the Annual Meeting?</u>	<u>1</u>
<u>What proposals are being presented for my vote?</u>	<u>1</u>
<u>What are the Board's recommendations?</u>	<u>1</u>
<u>What is the quorum requirement for the Annual Meeting?</u>	<u>2</u>
<u>What is the record date?</u>	<u>2</u>
<u>How many shares are outstanding?</u>	<u>2</u>
<u>ABOUT PROXY MATERIALS AND VOTING</u>	<u>2</u>
<u>Why did I receive a one-page notice in the mail regarding Internet availability of proxy materials instead of a full set of proxy materials?</u>	<u>2</u>
<u>How many copies of the proxy materials will be delivered to stockholders sharing the same address?</u>	<u>2</u>
<u>How do I vote?</u>	<u>2</u>
<u>How many votes do I have?</u>	<u>3</u>
<u>Who will count my votes?</u>	<u>3</u>
<u>How will my shares be voted and what happens if I do not give specific voting instructions?</u>	<u>3</u>
<u>Which ballot measures are considered "non-routine" or "routine"?</u>	<u>3</u>
<u>What is the effect of a "broker non-vote"?</u>	<u>3</u>
<u>How are abstentions treated?</u>	<u>3</u>
<u>How many votes are needed to approve each proposal?</u>	<u>3</u>
<u>What is the advisory vote to approve the compensation of our named executive officers?</u>	<u>4</u>
<u>How can I change my vote or revoke my proxy?</u>	<u>4</u>
<u>How much did this proxy solicitation cost and who will pay for the cost?</u>	<u>4</u>
<u>How and when may I submit proposals for consideration at next year's Annual Meeting of stockholders?</u>	<u>4</u>
<u>DIRECTORS AND CORPORATE GOVERNANCE</u>	<u>6</u>
<u>Board Leadership</u>	<u>6</u>
<u>Board Independence</u>	<u>9</u>
<u>Board Meetings and Committees</u>	<u>10</u>
<u>Nomination Criteria and Board Diversity</u>	<u>11</u>
<u>Board's Role in Risk Oversight</u>	<u>11</u>
<u>Corporate Governance Principles</u>	<u>12</u>
<u>Compensation of Directors</u>	<u>14</u>
<u>Director Compensation for Fiscal 2016</u>	<u>16</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>17</u>
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	<u>19</u>

Table of Contents

XILINX, INC.

TABLE OF CONTENTS

FOR THE

2016 ANNUAL MEETING OF STOCKHOLDERS PROXY STATEMENT

Page	
<u>EXECUTIVE COMPENSATION</u>	<u>20</u>
<u>Compensation Discussion and Analysis</u>	<u>20</u>
<u>Executive Summary</u>	<u>20</u>
<u>Compensation Philosophy and Objectives</u>	<u>25</u>
<u>Compensation Components</u>	<u>28</u>
<u>Base Salary</u>	<u>28</u>
<u>Incentive Cash Compensation</u>	<u>29</u>
<u>Long-Term Equity Incentive Compensation</u>	<u>35</u>
<u>Generally Available Benefit Programs</u>	<u>37</u>
<u>Employment and Change of Control Agreements with Named Executive Officers</u>	<u>38</u>
<u>Equity Grant Procedures and Guidelines</u>	<u>41</u>
<u>Other Compensation Policies</u>	<u>41</u>
<u>Tax and Accounting Treatment of Compensation</u>	<u>42</u>
<u>Events Occurring after Fiscal Year End</u>	<u>42</u>
<u>Risk Analysis of Compensation Programs</u>	<u>43</u>
<u>Summary Compensation Table</u>	<u>45</u>
<u>Grants of Plan-Based Awards for Fiscal 2016</u>	<u>46</u>
<u>Outstanding Equity Awards at Fiscal Year End 2016</u>	<u>47</u>
<u>Option Exercises and Stock Vested for Fiscal 2016</u>	<u>48</u>
<u>Nonqualified Deferred Compensation for Fiscal 2016</u>	<u>49</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>49</u>
<u>RELATED TRANSACTIONS</u>	<u>50</u>
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>50</u>
<u>COMMITTEE REPORTS</u>	<u>51</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>51</u>
<u>AUDIT COMMITTEE REPORT</u>	<u>52</u>
<u>PROPOSAL ONE - ELECTION OF DIRECTORS</u>	<u>53</u>
<u>PROPOSAL TWO - AMENDMENTS TO 2007 EQUITY INCENTIVE PLAN</u>	<u>54</u>
<u>PROPOSAL THREE - APPROVAL OF CERTAIN PROVISIONS OF THE 2007 EQUITY INCENTIVE PLAN</u>	<u>62</u>
<u>PROPOSAL FOUR - ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	<u>64</u>
<u>PROPOSAL FIVE - RATIFICATION OF APPOINTMENT OF EXTERNAL AUDITORS</u>	<u>65</u>
<u>OTHER MATTERS</u>	<u>67</u>

Table of Contents

XILINX, INC.

PROXY STATEMENT FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS

ABOUT THE ANNUAL MEETING

Q: Who is soliciting my vote?

A: The Board of Directors of Xilinx, Inc., a Delaware corporation (Board), is soliciting your vote at the 2016 Annual Meeting of Stockholders (Annual Meeting). Xilinx, Inc. is referred to in this proxy statement as Xilinx, the Company, we, us or our.

Q: When is the Annual Meeting?

A: The Annual Meeting will take place on August 10, 2016, at 11:00 a.m., Pacific Daylight Time.

Q: Where will the Annual Meeting be held?

A: The Annual Meeting, including any adjournment or postponement of the meeting, will be held at our corporate headquarters located at 2050 Logic Drive, San Jose, California 95124.

Q: How do I gain admittance to the Annual Meeting?

A: Each stockholder must present valid picture identification such as a driver's license or passport and proof of stock ownership as of the record date for entrance to the Annual Meeting.

Q: What proposals are being presented for my vote?

A: You will be asked to vote on:

- the election of the following nine nominees to serve as a director on the Board for the ensuing year: Dennis Segers, 1. Moshe N. Gavrielov, Saar Gillai, Ronald S. Jankov, Thomas H. Lee, J. Michael Patterson, Albert A. Pimentel, Marshall C. Turner, and Elizabeth W. Vanderslice;
- a proposal to amend our 2007 Equity Incentive Plan to increase the number of shares reserved for issuance under the
2. Plan by 2,500,000 shares and limit the aggregate equity and cash compensation for each non-employee director to \$750,000 per fiscal year;
3. a proposal to approve certain provisions of the Company's 2007 Equity Incentive Plan fo