

TERADYNE, INC  
Form 8-K  
May 24, 2013

**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): May 21, 2013**

**TERADYNE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Massachusetts**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-06462**  
**(Commission**

**File Number)**

**04-2272148**  
**(IRS Employer**

**Identification No.)**

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**600 Riverpark Drive, North Reading, MA**

(Address of Principal Executive Offices)

**Registrant's telephone number, including area code (978) 370-2700**

**01864**

(Zip Code)

(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 (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))

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

At the Annual Meeting of Stockholders of Teradyne, Inc. (the Company) held on May 21, 2013 (the Annual Meeting), the stockholders approved both an amendment to the 2006 Equity and Cash Compensation Incentive Plan (the Plan) to increase the aggregate number of shares of common stock that may be issued pursuant to the Plan by 10,000,000 shares and an amendment to the 1996 Employee Stock Purchase Plan (the ESPP) to increase the aggregate number of shares of common stock that may be issued pursuant to the ESPP by 5,000,000 shares.

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

Teradyne, Inc. (the Company) held its 2013 Annual Meeting of Stockholders on May 21, 2013 (the Annual Meeting). At the Annual Meeting, the stockholders voted on the following proposals:

1. To elect the eight nominees named in the Company's proxy statement filed with the Commission on April 11, 2013 to the Board of Directors to serve as directors for a one-year term. Each nominee for director was elected by a vote of the stockholders as follows:

| <i>Nominee</i>      | <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|---------------------|------------------|----------------------|------------------------|-------------------------|
| James W. Bagley     | 160,833,524      | 1,322,011            | 69,948                 | 15,369,522              |
| Michael A. Bradley  | 160,193,086      | 1,949,570            | 82,827                 | 15,369,522              |
| Albert Carnesale    | 161,027,283      | 1,135,779            | 62,421                 | 15,369,522              |
| Daniel W. Christman | 161,157,435      | 997,934              | 70,114                 | 15,369,522              |
| Edwin J. Gillis     | 161,516,329      | 628,879              | 80,275                 | 15,369,522              |
| Timothy E. Guertin  | 150,374,326      | 11,762,549           | 88,608                 | 15,369,522              |
| Paul J. Tufano      | 153,420,136      | 8,730,062            | 75,285                 | 15,369,522              |
| Roy A. Vallee       | 160,683,593      | 1,462,976            | 78,914                 | 15,369,522              |

2. To conduct an advisory vote on the compensation of the Company's named executive officers. The compensation of the Company's named executive officers was approved on an advisory basis by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|------------------|----------------------|------------------------|-------------------------|
| 160,553,899      | 1,571,242            | 100,342                | 15,369,522              |

3. To approve an amendment to the 2006 Equity and Cash Compensation Incentive Plan to increase the aggregate number of shares of common stock that may be issued pursuant to the plan by 10,000,000 shares. The amendment to the 2006 Equity and Cash Compensation Incentive Plan was approved by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|------------------|----------------------|------------------------|-------------------------|
| 148,553,398      | 13,607,022           | 65,063                 | 15,369,522              |

4. To approve an amendment to the 1996 Employee Stock Purchase Plan to increase the aggregate number of shares of common stock that may be issued pursuant to the plan by 5,000,000 shares. The amendment to the 1996 Employee Stock Purchase Plan was approved by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|------------------|----------------------|------------------------|-------------------------|
| 161,637,131      | 516,710              | 71,642                 | 15,369,522              |

5. To ratify the selection of the firm of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013. The proposal was approved by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> |
|------------------|----------------------|------------------------|
| 176,602,961      | 720,059              | 271,985                |

**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 thereunto duly authorized.

TERADYNE, INC.

Dated: May 24, 2013

By: /s/ Gregory R. Beecher  
Name: Gregory R. Beecher  
Title: V.P., Chief Financial Officer and Treasurer