

SILICON LABORATORIES INC
Form DEFA14A
March 09, 2017

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

SCHEDULE 14A INFORMATION

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 §240.14a-12

Silicon Laboratories 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: N/A

- (2) Aggregate number of securities to which transaction applies: N/A

- (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): N/A

- (4) Proposed maximum aggregate value of transaction: N/A

- (5) Total fee paid: N/A

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: N/A

- (2) Form, Schedule or Registration Statement No.: N/A

- (3) Filing party: N/A

(4) Date Filed: N/A

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on April 20, 2017**

SILICON LABORATORIES INC.

SILICON LABORATORIES INC.

ATTN: CORPORATE SECRETARY

400 WEST CESAR CHAVEZ

AUSTIN, TX 78701

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 24, 2017

Date: April 20, 2017 **Time:** 9:30 AM CDT

Location: The Lady Bird Johnson
Wildflower Center

Edgar Filing: SILICON LABORATORIES INC - Form DEFA14A

4801 La Crosse Avenue

Austin, Texas 78739

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 06, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote

these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you vote FOR the following Class I Directors to serve until 2020 or until a successor is duly elected and qualified:

1. Election of Directors

Nominees

1A Navdeep S. Sooch

1B William P. Wood

1C Nina Richardson

6. To re-approve certain material terms of the 2009 Stock Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.

7 To approve amendments to the 2009 Employee Stock Purchase Plan.

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2017.

3. To vote on an advisory (non-binding) resolution regarding executive compensation.

NOTE: In accordance with the discretion of the proxy holders, to act upon all matters incident to the conduct of the meeting and upon other matters as may properly come before the meeting.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

4. To vote on an advisory (non-binding) resolution regarding the frequency of holding future advisory votes regarding executive compensation.

The Board of Directors recommends you vote FOR proposals 5, 6 and 7.

5. To approve amendments to the 2009 Stock Incentive Plan.

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 20, 2017**

SILICON LABORATORIES INC.

Meeting Information

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For holders as of: February 24, 2017

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Location: The Lady Bird Johnson
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How To Vote

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Vote In Person: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items

The Board of Directors recommends you vote FOR the following proposal(s):

1. Election of Directors

Nominees

1A Navdeep S. Sooch

1B William P. Wood

1C Nina Richardson

The Board of Directors recommends you vote FOR the following proposal(s):

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2017.
3. To vote on an advisory (non-binding) resolution regarding executive compensation.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

4. To vote on an advisory (non-binding) resolution regarding the frequency of holding future advisory votes regarding executive compensation.

The Board of Directors recommends you vote FOR the following proposal(s):

5. To approve amendments to the 2009 Stock Incentive Plan.
6. To re-approve certain material terms of the 2009 Stock Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.
7. To approve amendments to the 2009 Employee Stock Purchase Plan.

Voting items Continued

NOTE: In accordance with the discretion of the proxy holders, to act upon all matters incident to the conduct of the meeting and upon other matters as may properly come before the meeting.

Voting Instructions