

MICROSEMI CORP
Form 8-K
August 09, 2012

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): **August 7, 2012**

Microsemi Corporation

(Exact Name of Registrant as Specified in its Charter)

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Delaware 000-08866 95-2110371
(State or Other Jurisdiction (Commission (I.R.S. Employer
of Incorporation) File Number) Identification No.)

One Enterprise

92656

Aliso Viejo, California

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(949) 380-6100**

(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:

- ..Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)
- ..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.

On August 7, 2012, Microsemi Corporation (the “Company”) appointed James V. Mazzo to its Board of Directors (the “Board”). Concurrent with his appointment as a director, Mr. Mazzo was appointed to the Governance and Nominating Committee and the Compensation Committee of the Board of Directors. There are no arrangements or understandings between Mr. Mazzo and any other person pursuant to which Mr. Mazzo was appointed to serve on the Board of Directors. Mr. Mazzo has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Mazzo will receive compensation for his services as a director in accordance with the Company’s standard compensation program for non-employee directors, which is summarized in Exhibit 10.14 to the Company’s Annual Report on Form 10-K for its fiscal year ended October 3, 2010, as filed with the Securities and Exchange Commission (“SEC”) on November 23, 2010.

In connection with the appointment, the Company will enter into an indemnification agreement with Mr. Mazzo, the terms of which are identical in all material respects to the form of indemnification agreement that the Company has previously entered into with each of its directors, which was filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K as filed with the SEC on September 3, 2008.

Item 7.01 Regulation FD Disclosure

The Company issued a press release on August 9, 2012, announcing the appointment of Mr. Mazzo to the Board of Directors. The press release making this announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

Exhibit

Number Description

99.1 Text of press release issued by the Company on August 9, 2012.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Microsemi Corporation
(Registrant)

Date: August 9, 2012 By: /s/ John W. Hohener

John W. Hohener

*Executive Vice President, Chief Financial Officer,
Treasurer and Secretary*

EXHIBIT INDEX

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