

ANALOG DEVICES INC
Form SC TO-C
June 04, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE TO
(Rule 13e-4)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

ANALOG DEVICES, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, \$0.162/3 par value

(Title of Class of Securities)

032654 10 5

(CUSIP Number of Class of Securities (Underlying Common Stock))

Margaret K. Seif

V.P., General Counsel and Secretary

One Technology Way, Norwood, MA

(781) 329-4700

(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing persons)

with a copy to:

Mark G. Borden, Esq.

Graham Robinson, Esq.

Wilmer Cutler Pickering Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

(617) 526-6000

CALCULATION OF FILING FEE

Transaction Valuation*

Not applicable*

Amount of Filing Fee

Not applicable*

* Pursuant to
General
Instruction D to
Schedule TO, no
filing fee is
required in
connection with
this filing as it
contains only
preliminary
communications
made before the
commencement
of a tender offer.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:	Not applicable	Filing Party:	Not applicable
Form of Registration No.:	Not applicable	Date Filed:	Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.

- issuer tender offer subject to Rule 13e-4.

- going private transaction subject to Rule 13e-3.

- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).

 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).
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On June 4, 2009, Analog Devices, Inc. (Analog or the Company) filed a Preliminary Proxy Statement for a Special Meeting of Shareholders scheduled to be held on July 20, 2009 (the Preliminary Proxy Statement), which contains a proposal to the shareholders of the Company to approve a stock option exchange program for employees other than the Company's named executive officers and directors (the Option Exchange Program). The Preliminary Proxy Statement is attached hereto as Exhibit 99.1.

The Preliminary Proxy Statement and the employee communications attached as exhibits to this Schedule TO do not constitute an offer to holders of the Company's outstanding stock options to tender those options. The Option Exchange Program will only be commenced, if at all, if the Company's shareholders approve the Option Exchange Program. Even if the requisite shareholder approval is obtained, the Company may still decide later not to implement the Option Exchange Program.

The Option Exchange Program has not yet commenced. Analog will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission (SEC) upon the commencement of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.

In connection with the proposal to be voted on by Analog's shareholders to approve the Option Exchange Program, Analog has filed a preliminary proxy statement with the SEC and intends to file other relevant materials with the SEC, including a definitive proxy statement. Analog shareholders are urged to read such materials as and when they become available and before making any voting decision regarding the Option Exchange Program, because they will contain important information about the proposal to be voted on by shareholders with respect to the Option Exchange Program.

Analog shareholders and option holders will be able to obtain the written materials described above and other documents filed by Analog with the SEC free of charge from the SEC's website at www.sec.gov. In addition, shareholders and option holders may obtain free copies of the documents filed by Analog with the SEC by directing a written request to: Analog Devices, Inc. One Technology Way, Norwood, MA 02062; Attention: Investor Relations.

ITEM 12. EXHIBITS.

Exhibit

No.	Document
99.1	Preliminary Proxy Statement for a Special Meeting of Shareholders scheduled to be held on July 20, 2009 (filed with the SEC on June 4, 2009, and incorporated herein by reference).
99.2	Memo from Bill Matson to all ADI Managers regarding the Proposed Stock Option Exchange Program, dated June 4, 2009
99.3	Memo from Jerald Fishman to all employees regarding the Proposed Stock Option Exchange Program, dated June 4, 2009, with Q&A for employees regarding the Stock Option Exchange Program (June 4, 2009).

EXHIBIT INDEX

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