

MONOLITHIC POWER SYSTEMS INC
Form 8-K
June 12, 2015

**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):
June 11, 2015

MONOLITHIC POWER SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware **000-51026** **77-0466789**
(State or other jurisdiction of (Commission (I.R.S. Employer
incorporation or organization) File Number) Identification Number)

79 Great Oaks Boulevard,

San Jose, CA 95119

(Address of principal executive offices) (Zip Code)

(408) 826-0600

(Registrant's telephone number, including area code)

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 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 5.07 Submission of Matters to a Vote of Security Holders.

On June 11, 2015, Monolithic Power Systems, Inc. (the “Company”) held its 2015 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (i) elected two directors to the Company’s board of directors, (ii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2015, and (iii) approved, on an advisory basis, the compensation of the Company’s named executive officers.

Item No. Proposal to elect two Class II directors to the Company’s Board of Directors to serve until the Annual Meeting of Stockholders in 2018.

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------------|------------|-----------------|-------------------------|
| Karen A. Smith Bogart | 34,618,473 | 527,044 | 2,188,558 |
| Jeff Zhou | 35,073,846 | 71,671 | 2,188,558 |

Item No. Proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 36,107,757 | 1,170,456 | 55,862 | 0 |

Item No. 3: Proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 34,819,110 | 134,237 | 191,769 | 2,188,959 |

Item 8.01 Other Events.

On June 11, 2015, the Company issued a press release announcing the quarterly cash dividend for the second quarter of 2015. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Exhibits.

(d) Exhibits

| Exhibit No | Description |
|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press release dated June 11, 2015, announcing the results of the 2015 Annual Meeting of Stockholders and the quarterly cash dividend for the second quarter of 2015. |

Exhibit Index

| Exhibit No | Description |
|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press release dated June 11, 2015, announcing the results of the 2015 Annual Meeting of Stockholders and the quarterly cash dividend for the second quarter of 2015. |

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.

Date: June 12, 2015 By: /s/ Saria Tseng
Saria Tseng

Vice President, General
Counsel