

STMICROELECTRONICS NV

Form 6-K

April 17, 2012

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated April 17, 2012

Commission File Number: 1-13546

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STMicroelectronics N.V.  
(Name of Registrant)

WTC Schiphol Airport  
Schiphol Boulevard 265  
1118 BH Schiphol Airport  
The Netherlands

(Address of Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒ T

Form 40-F ☐ F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☐ F

No ☒ T

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☐ F

No ☒ T

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Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes ☒

No ☐

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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Enclosure: A press release dated April 16, 2012 announcing the main resolutions to be proposed at the 2012 Annual General Meeting of Shareholders.

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## PRESS RELEASE

STMicroelectronics Reports on Main Resolutions to be Proposed at the 2012 Annual General Meeting of Shareholders

Geneva, April 16, 2012- STMicroelectronics (NYSE: STM) has announced the main resolutions to be submitted for shareholder approval at the Company's Annual General Meeting which will be held in Amsterdam on May 30, 2012.

The main resolutions, proposed by the Supervisory Board, include:

• The appointment of Ms. Martine Verluyten as a new member of the Supervisory Board for a three-year term, expiring at the 2015 Annual General Meeting, in replacement of Mr. Doug Dunn whose mandate will expire;

• Approval of the Company's 2011 accounts reported in accordance with International Financial Reporting Standards (IFRS); and

• The distribution of a cash dividend of US\$0.40 per share, to be paid in four equal quarterly installments, as further explained below, remains unchanged with respect to last year's dividend. The proposed dividend equals a 5.8% yield on the Company's share price at closing on April 13, 2012 on the NYSE.

The record date for all shareholders to participate at the Annual General Meeting will be May 2, 2012. The complete agenda and all relevant detailed information concerning the STMicroelectronics N.V. Annual General Meeting, as well as all related AGM materials, will be available on the Company's web site ([www.st.com](http://www.st.com)) and made available to shareholders in compliance with legal requirements.

As indicated above, the resolution proposed by the Supervisory Board foresees the distribution of a cash dividend of US\$0.40 per share, to be paid in four equal quarterly installments in June, August and December 2012 and February 2013 to shareholders of record in the month of each quarterly payment. The first payment date will be on June 7, 2012 for the European Stock Exchanges and on June 12, 2012 for the NYSE. (For additional details on the dividend payment and ex-dividend dates, please refer to the table below).

Some of the statements contained in this release that are not historical facts are statements of future expectations and other forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 or Section 21E of the Securities Exchange Act of 1934, each as amended) based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those in such statements. Such forward-looking statements can be identified by the use of forward-looking terminology such as "believes," "may," "will," "should," "would be" or "anticipates" or similar expressions or negative thereof or other variations thereof, or by discussions of strategy, plans or intentions. Some of the risk factors we face are set forth and are discussed in more detail in "Item 3. Key Information—Risk Factors" included in our Annual Report on Form 20-F for the year ended December 31, 2011, as filed with the SEC on March 5, 2012. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this release as anticipated, believed or expected. We do not intend, and do not assume any obligation, to update any information or forward-looking statements set forth in this release to reflect subsequent events or circumstances.



The table below summarizes the full schedule for the four installments for the dividend:

Quarter	Ex-dividend Date (globally)	Global Record Date	Payment Date in Europe	NYSE Payment Date: on or after	Transfer between New York and Dutch registered shares restricted:  From End of Business in Europe on:  Until Open of Business in NY on:	
Q2 2012	4-June-12*	6-June-12	7-June-12	12-June-12	4-June-12	7-June-12
Q3 2012	20-Aug-12	22-Aug-12	23-Aug-12	28-Aug-12	20-Aug-12	23-Aug-12
Q4 2012	26-Nov-12	28-Nov-12	29-Nov-12	4-Dec-12	26-Nov-12	29-Nov-12
Q1 2013	18-Feb-13 (15-Feb-13 in NY)**	20-Feb-13	21-Feb-13	26-Feb-13	15-Feb-13	21-Feb-13

\*Since the Annual General Meeting will be held on May 30, 2012, the Company will be unable to both set the ex-dividend date for, and to pay, the first dividend installment in May according to the usual schedule, and has therefore resolved, in coordination with the stock exchange and with a view to ensuring the appropriate functioning of the market for its shares from a substantive standpoint, to pay such installment on June 7, 2012 with an ex-dividend date on June 4, 2012. Other than indicated in the table, the ex-dividend and payment dates for the subsequent installments are consistent with the usual schedule.

\*\*February 18, 2013 is not a trading day on the New York Stock Exchange.

#### About STMicroelectronics

ST is a global leader in the semiconductor market serving customers across the spectrum of sense and power technologies and multimedia convergence applications. From energy management and savings to trust and data security, from healthcare and wellness to smart consumer devices, in the home, car and office, at work and at play, ST is found everywhere microelectronics make a positive and innovative contribution to people's life. By getting more from technology to get more from life, ST stands for life.augmented.

In 2011, the Company's net revenues were \$9.73 billion. Further information on ST can be found at [www.st.com](http://www.st.com)

For further information, please contact:

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, STMicroelectronics N.V. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STMicroelectronics N.V.

Date: April 17, 2012

By: /s/ MARIO ARLATI

Name: Mario Arlati

Title: Executive Vice President and  
Chief Financial Officer