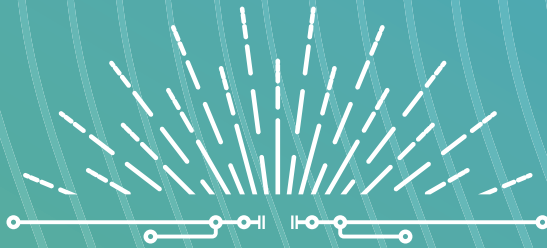
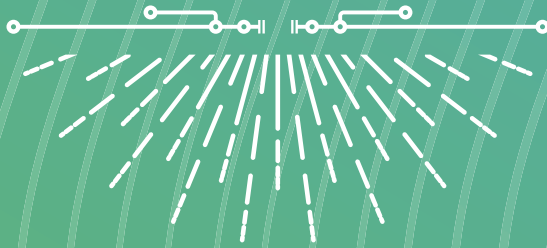


2018 Proxy Statement & Annual Report



THRIVE AT 35



Empowering Design Innovation



September 28, 2018

Dear Maxim Integrated Stockholders:

We are pleased to provide you with the enclosed Proxy Statement for our 2018 Annual Meeting and Annual Report on Form 10-K for our fiscal year ended June 30, 2018.

In fiscal year 2018, we continued our revenue growth and achieved four consecutive quarters of year-over-year growth. We exceeded our profitability targets and demonstrated strong earnings power and cash flow. In fiscal year 2018, excluding the effect of special items, we grew revenue 8%, operating income 20% and earnings per share 27% over the prior fiscal year. We continued to diversify our revenue across a broad base of customers, end markets and applications. Our employees are developing innovative, differentiated products and technology and our performance confirms that our R&D investment strategy and manufacturing transformation are on track and delivering great results.

Finally, we returned approximately 90% of free cash flow to our stockholders in the form of dividends and share repurchases in fiscal year 2018, and increased our targeted annual return of free cash flow to 100% in January 2018. We increased our quarterly dividend by approximately 31% during fiscal year 2018. At the beginning of fiscal year 2019, we increased our quarterly dividend by an additional 10%, reflecting our continued commitment to return cash to shareholders and confidence in our long-term outlook.

In April 2018, we celebrated the 35-year anniversary of Maxim Integrated's founding. We have built a durable business through our expertise in high-performance analog and built a strong brand with our customers in solving their toughest problems. Thank you for your continuing support, and we look forward to seeing you at the 2018 Annual Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read 'T. Doluca'.

Tunç Doluca
President and Chief Executive Officer
Maxim Integrated

MAXIM INTEGRATED
160 Rio Robles
San Jose, CA 95134
(408) 601-1000



September 28, 2018

Dear Maxim Integrated Stockholders:

We are pleased to invite you to attend Maxim Integrated Products, Inc.'s ("Maxim Integrated," the "Company," "we" or "our") 2018 Annual Meeting of Stockholders to be held on Thursday, November 8, 2018 at 10:00 a.m. Pacific Time, at our Event Center at 160 Rio Robles, San Jose, California 95134.

Details regarding admission to the meeting and the business to be conducted are described in this proxy statement, as well as in the Notice of Internet Availability of Proxy Materials (the "Notice") to be mailed to you on or about September 28, 2018. We have also made available a copy of our 2018 Annual Report on Form 10-K with this proxy statement. We encourage you to read our 2018 Annual Report as it includes our audited financial statements and provides information about our business and products.

We have elected to provide access to our proxy materials for the 2018 annual meeting over the Internet under the "notice and access" rules of the U.S. Securities and Exchange Commission. We believe that this process expedites stockholders' receipt of proxy materials, lowers the costs of our annual meeting, and helps to conserve natural resources. The Notice you will receive in the mail contains instructions on how to access this proxy statement and our 2018 Annual Report and how to vote online. The Notice also includes instructions on how to request a paper copy of the annual meeting materials, should you wish to do so.

We are also seeking advisory votes on the Company's compensation program for the executive officers named in the proxy statement. We welcome your views on our executive compensation program.

Your vote is important. Please review the instructions on each of your voting options described in this proxy statement as well as in the Notice. Also, please let us know if you plan to attend our annual meeting when you vote by telephone or over the Internet by indicating your plans when prompted or, if you requested to receive printed proxy materials, by marking the enclosed proxy card.

Thank you for your ongoing support of Maxim Integrated. We look forward to seeing you at our 2018 Annual Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tunc Doluca', written over a horizontal line.

Tunç Doluca
President and Chief Executive Officer

Notice of Annual Meeting of Stockholders

MAXIM INTEGRATED 160 Rio Robles San Jose, CA 95134 (408) 601-1000	Time and Date: Thursday, November 8, 2018 (the “meeting date”), 10:00 a.m., Pacific Time	Place: Event Center 160 Rio Robles San Jose, California 95134	Record Date: You are entitled to vote only if you were a Maxim Integrated stockholder as of the close of business on September 13, 2018 (the “record date”)
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Items of Business

- (1) To elect eight members of the board of directors to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified.
- (2) To ratify the appointment of PricewaterhouseCoopers LLP as Maxim Integrated’s independent registered public accounting firm for the fiscal year ending June 29, 2019.
- (3) To hold a non-binding advisory vote to approve the compensation of our Named Executive Officers.
- (4) To consider such other business as may properly come before the meeting.

Adjournments and Postponements

Any action on the items of business described above may be considered at the annual meeting at the time and on the date specified above or at any time and date on which the annual meeting may be properly reconvened after being adjourned or postponed.

Meeting Admission

You are entitled to attend the annual meeting only if you were a Maxim Integrated stockholder as of the close of business on the record date or hold a valid proxy to vote at the annual meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. You should be prepared to present photo identification for admittance. If you are not a stockholder of record but hold shares through a brokerage firm, bank, broker-dealer, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the record date, such as your most recent account statement prior to the record date, a copy of the voting instruction card provided by your brokerage firm, bank, broker-dealer, trustee or nominee, or similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the annual meeting. Cameras and other video or audio recording devices will not be permitted at the meeting.

Please let us know if you plan to attend the meeting by marking the enclosed proxy card. If you requested to receive printed proxy materials or if you vote by telephone or over the Internet, please indicate your plans when prompted.

The annual meeting will begin promptly on the meeting date at 10:00 a.m., Pacific Time. Check-in will begin at 9:30 a.m., Pacific Time, and you should allow ample time for the check-in procedures.

Your vote is very important. Whether or not you plan to attend the annual meeting, we encourage you to read this proxy statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you will receive in the mail, the Questions and Answers section in this proxy statement or, if you requested to receive printed proxy materials, your enclosed proxy card.

By order of the board of directors,



Tunç Doluca
President and Chief Executive Officer

This proxy statement and form of proxy will be filed with the SEC on or about September 28, 2018. The Notice containing instructions on how to access this proxy statement online or receive a paper or email copy will be mailed to our stockholders on or about September 28, 2018.

TABLE OF CONTENTS

Questions and Answers About the Proxy Materials and the Annual Meeting	1
Corporate Governance and Board of Directors Matters	6
Proposal No. 1 Election of Directors	14
Proposal No. 2 Ratification of Appointment of Independent Registered Public Accounting Firm	20
Proposal No. 3 To Hold an Advisory Vote to Approve the Compensation of Our Named Executive Officers	21
Certain Relationships and Related Transactions	24
Executive Compensation	25
Compensation Discussion and Analysis	28
Compensation Committee Report	36
Independent Public Accountants	45
Report of the Audit Committee of the Board of Directors	46

Questions and Answers About Maxim Integrated, the Proxy Materials and the Annual Meeting

MAXIM INTEGRATED

160 Rio Robles

San Jose, California 95134

Proxy Statement for Annual Meeting of Stockholders

NOVEMBER 8, 2018

Q: Can you tell me about Maxim Integrated?

A: We are a global company with manufacturing facilities in the United States, the Philippines and Thailand, and sales offices and design centers throughout the world. We design, develop, manufacture and market a broad range of linear and mixed-signal integrated circuits, commonly referred to as analog circuits, for a large number of customers in diverse geographical locations. The analog market is fragmented and characterized by diverse applications, numerous product variations and, with respect to many circuit types, relatively long product life cycles. Our objective is to develop and market both proprietary and industry-standard analog integrated circuits that meet the increasingly stringent quality and performance standards demanded by customers. The major end-markets in which we sell our products are the automotive, communications and data center, computing, consumer and industrial markets.

In fiscal year 2018, we continued our revenue growth and achieved four consecutive quarters of year-over-year growth. We reported net revenues of \$2,480.1 million and \$2,295.6 million in fiscal years 2018 and 2017, respectively. Our net revenues in fiscal year 2018 increased by 8.0% compared to our net revenues in fiscal year 2017. Our gross margin as a percentage of net revenue was 65.6% in fiscal year 2018 compared to 63.0% in fiscal year 2017. Our gross margin increased by 2.6 percentage points. Additionally, we returned approximately 90% of free cash flow to our stockholders in the form of dividends and share repurchases in fiscal year 2018, and increased our targeted annual return of free cash flow to 100% in January 2018. We increased our quarterly dividend by approximately 31% during fiscal year 2018. At the beginning of fiscal year 2019, we increased our quarterly dividend by an additional 10%.

We are a Delaware corporation originally incorporated in California in 1983. The mailing address for our headquarters is 160 Rio Robles, San Jose, California 95134, and our telephone number is (408) 601-1000. Additional information about us is available on our website at www.maximintegrated.com.

Q: Why am I receiving these materials?

A: Our board of directors is making these materials available to you on the Internet, or, upon your request, by delivering printed proxy materials to you, in connection with the solicitation of proxies for use at Maxim Integrated's 2018 Annual Meeting of Stockholders (the "2018 Annual Meeting" or the "annual meeting"), which will take place on November 8, 2018 at 10:00 a.m. Pacific Time, at our Event Center located at 160 Rio Robles, San Jose, California 95134. As a stockholder holding shares of our common stock as of the close of business on September 13, 2018 (the "record date"), you are invited to attend the annual meeting and you are requested to vote on the proposals described in this proxy statement.

As of the record date, 277,685,343 shares of Maxim Integrated's common stock were issued and outstanding.

Q: What information is contained in this proxy statement?

A: The information in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the compensation of our directors and most highly paid executive officers, and certain other information required to be provided by the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC").

Q: Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of printed proxy materials?

A: Under the applicable rules of the SEC, we may furnish proxy materials, including this proxy statement and our 2018 Annual Report, to our stockholders by providing access to such documents on the Internet instead of mailing printed copies. Providing access to proxy materials over the Internet helps us lower the cost of holding our annual meeting and saves natural resources. On or about September 28, 2018, we are mailing the notice of the Internet Availability of Proxy Materials (the "Notice") to our stockholders (except those stockholders who previously requested electronic or paper delivery of proxy

Questions and Answers About Maxim Integrated, the Proxy Materials and the Annual Meeting (continued)

materials), which includes instructions as to how stockholders may access and review all of the proxy materials on the Internet. The Notice also instructs you as to how you may submit your proxy on the Internet. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials provided in the Notice.

Q: How do I get electronic access to the proxy materials?

A: The Notice will provide you with instructions regarding how to:

- view our proxy materials for the annual meeting on the Internet and vote online; and
- if desired, instruct us to send our future proxy materials to you electronically by email or by mail.

Q: I share an address with another stockholder and we only received one copy of the Notice and/or other proxy materials. How may I obtain a separate copy?

A: Under the procedure approved by the SEC called “householding,” if you have the same address and last name as another stockholder and do not participate in electronic delivery of proxy materials, you may receive only one copy of the Notice, or, if applicable, one copy of any other proxy materials, unless you instruct us otherwise. Please note that you will still be able to access the proxy materials on the Internet and vote your shares separately. If you received a single copy of the Notice or other proxy materials as a result of householding and you would like to have separate copies of such materials mailed to you, please submit your request either by calling the number provided below or mailing a written request to the address provided below:

Corporate Secretary
 Maxim Integrated Products, Inc.
 160 Rio Robles
 San Jose, CA 95134
 (408) 601-1000

We will promptly mail a separate copy of this proxy statement upon our receipt of such request. Please note that if you want to receive a paper copy of this proxy statement or other proxy materials, you should follow the instructions included in the Notice.

Q: What items of business will be voted on at the annual meeting?

A: The items of business scheduled to be voted on at the annual meeting are the following:

- the election of eight (8) directors;
- the ratification of the appointment of PricewaterhouseCoopers LLP as Maxim Integrated's independent registered public accounting firm for the fiscal year ending June 29, 2019; and

- an advisory vote to approve the compensation of our Named Executive Officers.

In addition, we will consider any other items of business that properly come before the annual meeting.

Q: What are the requirements for admission to the meeting?

A: Only stockholders holding shares of Maxim Integrated's common stock as of the record date or their proxy holders and Maxim Integrated's guests may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 9:30 a.m. (Pacific Time). Cameras and other video or audio recording devices will not be permitted at the meeting.

If you attend, please note that you may be asked to present valid picture identification, such as a driver's license or passport. If you hold your shares as a beneficial owner through a brokerage firm, bank, broker-dealer, trustee or nominee, you will need to ask your brokerage firm, bank, broker-dealer, trustee or nominee for an admission card in the form of a legal proxy. You will need to bring the legal proxy with you to the meeting. If you do not receive the legal proxy in time, bring your most recent brokerage statement (reflecting your share ownership as of the record date) with you to the meeting. We can use that to verify your ownership of shares of our common stock and admit you to the meeting. However, as discussed more fully under the heading “What is the difference between holding shares as a stockholder of record and as a beneficial owner?”, beneficial owners will not be able to vote their shares at the annual meeting without a legal proxy.

Q: How does the board of directors recommend that I vote?

A: Our board of directors recommends that you vote your shares (1) “FOR” the election of each of the nominees to the board of directors (Item 1); (2) “FOR” the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending June 29, 2019 (Item 2); and (3) “FOR” the advisory vote to approve the compensation of our Named Executive Officers (Item 3).

Q: How many votes do I have?

A: For each proposal to be voted on, you have one vote for each share of Maxim Integrated's common stock you own as of the record date.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: Most or almost all Maxim Integrated stockholders hold their shares through a broker or other nominees rather than directly

Questions and Answers About Maxim Integrated, the Proxy Materials and the Annual Meeting (continued)

in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record: If your shares are registered directly in your name with our transfer agent, Computershare, as of the record date, you are considered, with respect to those shares, the stockholder of record, and the Notice was sent directly to you by Maxim Integrated. As the stockholder of record, you have the right to grant your voting proxy directly to Maxim Integrated or to vote in person at the annual meeting. If you requested to receive printed proxy materials, Maxim Integrated has enclosed or sent a proxy card for you to use. You may also vote on the Internet or by telephone, as described in the Notice and below under the heading “How can I vote my shares without attending the annual meeting?”, or by completing and mailing the proxy card if you requested a printed copy of the proxy materials.

Beneficial Owner: If your shares are held in an account at a brokerage firm, bank, broker-dealer, trust or other similar organization, like the vast majority of our stockholders, you are considered the beneficial owner of shares held in street name, and the Notice was forwarded to you by that organization.

As the beneficial owner, you have the right to direct your brokerage firm, bank, broker-dealer or trustee how to vote your shares, and you are also invited to attend the annual meeting. Since a beneficial owner is not the stockholder of record, you may not vote your shares in person at the annual meeting unless you obtain a legal proxy from the brokerage firm, bank, broker-dealer, trust or other similar organization that holds your shares giving you the right to vote the shares at the meeting. If you do not wish to vote in person or you will not be attending the annual meeting, you may vote by proxy. You may vote by proxy over the Internet, by telephone or by mail, as described in the Notice and below under the heading “How can I vote my shares without attending the annual meeting?”

Q: How can I vote my shares in person at the annual meeting?

A: Shares held in your name as the stockholder of record may be voted by you in person at the annual meeting. Shares owned beneficially and held in street name may be voted by you in person at the annual meeting only if you obtain a legal proxy from the brokerage firm, bank, broker-dealer, trustee or nominee that holds your shares giving you the right to vote the shares.

Even if you plan to attend the annual meeting, we recommend that you also submit your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the meeting.

Q: How can I vote my shares without attending the annual meeting?

A: Whether you own shares directly as the stockholder of record or own shares beneficially that are held in street name, you may direct how your shares are voted without attending the annual meeting. If you are a stockholder of record, you may vote by proxy. You may vote by proxy over the Internet or by telephone by following the instructions provided in the Notice, or, if you requested to receive printed proxy materials, you may also vote by mail pursuant to instructions provided on the proxy card. If you own shares beneficially which are held in street name, you may also vote by proxy over the Internet or by telephone by following the instructions provided in the Notice, or, if you requested to receive printed proxy materials, you may also vote by mail by following the voting instruction card provided to you by your brokerage firm, bank, broker-dealer, trustee or nominee.

Q: Can I change my vote?

A: You may change your vote by internet or by phone up until 11:50pm Eastern Time the day before the cut-off date or the meeting date, or in person by attending the Annual Meeting and requesting a ballot to vote your shares. If you are a stockholder of record, you may change your vote by (1) delivering to Maxim Integrated’s Corporate Secretary at 160 Rio Robles, San Jose, California 95134, a written notice of revocation or a duly executed proxy bearing a date subsequent to your original proxy prior to the date of the annual meeting, or (2) attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares you own beneficially that are held in street name, you may change your vote by submitting new voting instructions to your brokerage firm, bank, broker-dealer, trustee or nominee following the instructions they provided, or, if you have obtained a legal proxy from your brokerage firm, bank, broker-dealer, trustee or nominee giving you the right to vote your shares, by attending the annual meeting and voting in person.

Q: What happens if I deliver a signed proxy without specifying how my shares should be voted?

A: If you sign and deliver your proxy without instructions and do not later revoke the proxy, the proxy will be voted “FOR” each of the nominees to the board of directors described in this proxy statement; and “FOR” Proposals No. 2 and No. 3. As to any other matter that may properly come before the annual meeting, the proxy will be voted according to the judgment of the proxy holders.

Questions and Answers About Maxim Integrated, the Proxy Materials and the Annual Meeting (continued)

Q: How many shares must be present or represented to conduct business at the annual meeting?

A: The quorum requirement for holding the annual meeting and transacting business is that holders of a majority of the voting power of the issued and outstanding common stock of Maxim Integrated as of the record date must be present in person or represented by proxy. Both abstentions and broker non-votes (described below) are counted for the purpose of determining the presence of a quorum.

Q: What is the voting requirement to approve each of the proposals?

A: In the election of directors, a nominee receiving the affirmative “FOR” votes of a majority of the votes cast with respect to that nominee at the annual meeting will be elected (Item 1).

The affirmative “FOR” vote of a majority of the votes cast on the proposal is required (1) to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending June 29, 2019 (Item 2); and (2) to approve the advisory vote regarding the compensation of our Named Executive Officers (Item 3).

The vote of stockholders on Item 3 is advisory only and not binding on Maxim Integrated or the board of directors. However, the board of directors and the Compensation Committee will take the voting results into consideration when making future decisions regarding executive compensation.

Q: What are my voting choices?

A: In the election of directors, you may vote “FOR,” “AGAINST,” OR “ABSTAIN” with respect to each nominee. If a particular nominee does not receive the affirmative vote of a majority of the votes cast, then the nominee must offer his or her resignation to the board of directors. For Proposals No. 2 and No. 3, you may vote “FOR,” “AGAINST” or “ABSTAIN.” If you elect to “ABSTAIN,” the abstention has the same effect as a vote “AGAINST” the proposal.

Q: What is the effect of broker non-votes and abstentions?

A: If you own shares beneficially that are held in street name and do not provide your broker with voting instructions, your shares may constitute “broker non-votes.” Generally, broker non-votes occur on a matter when a broker is not permitted to exercise its discretion and vote without specific instructions. For Proposal No. 2 (ratify appointment of independent registered public accounting firm), brokers are permitted to exercise their discretion and vote without specific instruction. Broker non-votes are counted as present for purposes of establishing a quorum. Broker non-votes will not affect the outcome of matters being voted on.

Abstentions are counted as present for purposes of establishing a quorum. Abstentions have the same effect as votes against the matter.

Q: Is cumulative voting permitted for the election of directors?

A: No. You may not cumulate your votes for the election of directors in this election.

Q: What happens if additional matters are presented at the annual meeting?

A: Other than the three (3) specific items of business described in this proxy statement, we are not aware of any other business to be acted upon at the annual meeting. If you grant a proxy, the persons named as proxy holders, Mark Casper and Bruce E. Kiddoo, or either of them, will have the discretion to vote your shares on any additional matters properly presented for a vote at the annual meeting. If for any reason any of the nominees described in this proxy statement are not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the board of directors.

Q: Who will serve as inspector of elections?

A: The inspector of elections will be a representative from Broadridge Financial Solutions. Broadridge Financial Solutions will tabulate the votes in connection with the annual meeting.

Q: Who will bear the cost of soliciting votes for the annual meeting?

A: Maxim Integrated will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of our common stock.

Q: Where can I find the voting results of the annual meeting?

A: We intend to announce preliminary voting results at the annual meeting and publish final results in our current report on Form 8-K, to be filed with the SEC within four (4) business days of the annual meeting date.

Questions and Answers About Maxim Integrated, the Proxy Materials and the Annual Meeting (continued)

Q: What is the deadline for submission of stockholder proposals for consideration at the fiscal year 2019 Annual Meeting of Stockholders (the “2019 Annual Meeting”)?

A: For proposals other than nomination of director candidates: Pursuant to SEC Rule 14a-8(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), a stockholder proposal will be considered for inclusion in our proxy materials for the 2019 Annual Meeting only if the Corporate Secretary of Maxim Integrated receives the proposal by no later than May 31, 2019.

Our Bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement.

Our Bylaws provide that the only business that may be conducted at an annual meeting is business that is (1) pursuant to Maxim Integrated’s proxy materials with respect to such meeting, (2) brought by, or at the direction of, our board of directors, or (3) brought by a stockholder of Maxim Integrated who is a stockholder of record entitled to vote at the annual meeting who has timely delivered written notice to our Corporate Secretary, which notice must contain the information specified in our Bylaws. To be timely for our fiscal year 2019 Annual Meeting, our Corporate Secretary must receive the written notice, prepared in accordance with our Bylaws, at our principal executive offices:

- not later than the close of business on August 14, 2019; and
- not earlier than the close of business on July 15, 2019.

In the event that we hold our 2019 Annual Meeting more than thirty (30) days before or sixty (60) days after the one-year anniversary date of the fiscal year 2018 Annual Meeting, then notice of a stockholder proposal that is not intended to be included in our proxy statement must be received not later than the close of business on the earlier of the following two (2) dates:

- the ninetieth (90th) day prior to our 2019 Annual Meeting; or
- the tenth (10th) day following the day on which public announcement of the meeting date is made (either in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service or in a document publicly filed by Maxim Integrated with the SEC).

If a stockholder who has notified us of his or her intention to present a proposal at an annual meeting takes any action contrary to the representations made in his or her notice to Maxim Integrated’s Corporate Secretary, or if such representations contain an untrue statement of a material fact or omit a material fact, we are not required to present the proposal for a vote at such meeting.

For nomination of director candidates: Stockholders may propose nominees to be eligible for election as directors at the 2019 Annual Meeting in accordance with the provisions of our Bylaws. To properly nominate such a candidate, a stockholder must deliver written notice, prepared in accordance with our Bylaws, to Maxim Integrated’s Corporate Secretary prior to the deadlines set forth above for stockholder proposals. Prior to submitting a nomination, stockholders should take care to note all deadlines under the SEC Rules and Maxim Integrated Bylaws described above.

Nominations should be addressed to:

Corporate Secretary
 Maxim Integrated Products, Inc.
 160 Rio Robles
 San Jose, CA 95134
 (408) 601-1000

If a stockholder who has notified us of his or her intention to nominate a director candidate at an annual meeting takes any action contrary to the representations made in his or her notice to Maxim Integrated’s Corporate Secretary, or if such representations contain an untrue statement of a material fact or omit a material fact, we are not required to present the nomination at such meeting. For further information on requirements for director nominations by stockholders, please see our Bylaws and Corporate Governance Guidelines as well as the section entitled “Nominations of Director Candidates by Stockholders” in this proxy statement.

Copy of Bylaw and Corporate Governance Guideline Provisions: A copy of our Bylaws and Corporate Governance Guidelines can be found in the Corporate Governance section of Maxim Integrated’s corporate website at <http://investor.maximintegrated.com/corporate-governance>. You may also contact our Corporate Secretary at the address given above for a copy of the relevant bylaw and Corporate Governance Guideline provisions regarding the requirements for making stockholder proposals and nominating director candidates.

Corporate Governance and Board of Directors Matters

Board of Directors

The names, ages and qualifications of each of our directors as of September 28, 2018 are as set forth in Proposal No. 1 in this proxy statement. Except as described therein, each of the nominees has been engaged in his or her principal occupation during the past five (5) years. There are no family relationships among any of our directors or executive officers.

Board of Directors Leadership Structure and Committee Composition

Currently, there are eight (8) members of the board of directors, consisting of William (Bill) P. Sullivan, Tunç Doluca, Tracy C. Accardi, James R. Bergman, Joseph R. Bronson, Robert E. Grady, William D. Watkins, and MaryAnn Wright. Mr. Sullivan, an independent director, is the Chairman of the board of directors. The Company has no fixed policy on whether the roles of Chairman and Chief Executive Officer should be separate or combined. This decision is based on the best interests of the Company and its stockholders under the circumstances existing at the time. The board of directors currently believes that it is most appropriate to separate the roles of Chairman and Chief Executive Officer in recognition of the qualitative differences between the two roles as set forth below. The Chief Executive Officer is primarily responsible for setting the strategic direction for the Company and the day to day leadership of the Company, while the Chairman presides over meetings of the full board of directors and ensures that the board of directors' time and attention are focused on the matters most critical to the Company.

Our board of directors has the following three (3) standing committees: (1) an Audit Committee, (2) a Compensation Committee, and (3) a Nominating and Governance Committee. Each of the committees operates under a written charter adopted by the board of directors. All of the committee charters are available in the Corporate Governance section of our website at <http://investor.maximintegrated.com/corporate-governance>. During fiscal year 2018, the board of directors held twelve (12) meetings and acted by written consent three (3) times. During fiscal year 2018, each director attended at least seventy-five percent (75%) of all meetings of the board of directors and the board committees on which he or she served that were held during the time he or she was a director in fiscal year 2018. While not mandatory, we strongly encourage our directors to attend our annual meeting of stockholders. All of our directors at the time of the 2017 Annual Meeting of Stockholders attended the 2017 Annual Meeting of Stockholders.

Independence of the Board of Directors

Our board of directors has determined that, with the exception of Mr. Doluca, Maxim Integrated's Chief Executive Officer, all of its members during fiscal year 2018 were, and currently are, "independent directors" as that term is defined in the Marketplace Rules of The NASDAQ Stock Market ("NASDAQ"), including for the purposes of the Audit Committee composition requirements. Such independence definition includes a series of objective tests, including that the director not be an employee of Maxim Integrated and not be engaged in certain types of business transactions or dealings with Maxim Integrated. In addition, as further required by the NASDAQ rules, the board of directors has made a subjective determination that no relationships exist between Maxim Integrated and each director which, in the opinion of the board of directors, would interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. The independent directors meet regularly in executive session, without members of management present.

The Board's Role in Risk Oversight

It is management's responsibility to identify, assess and manage the material risks that the Company faces, and the board of directors oversees management in this effort. Specifically, the board of directors' role in the Company's risk oversight process includes receiving periodic reports at regularly scheduled board meetings from members of senior management on areas of material risk to the Company as they arise, including financial, operational, legal, regulatory, strategic and reputational risks. The full board of directors (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from a member of senior management to enable it to understand our risk identification, risk management and risk mitigation strategies. Upon receiving such reports, the board of directors provides such guidance as it deems necessary.

In general, the entire board of directors has oversight responsibility for the Company's strategic risks, such as growth, mergers and acquisitions, and divestitures, as well as reputational risks. The Audit Committee has oversight responsibility for financial and related legal risks (such as accounting, asset management, tax strategy and internal controls). The board of directors has delegated primary oversight responsibility with respect to operational risks, such as supply continuity, manufacturing and business continuity, to its Nominating and Governance Committee. Oversight for regulatory and compliance risks and cyber security are generally shared among board committees as well as the full board. For example, the Nominating and Governance Committee oversees compliance with the Company's Corporate Governance Guidelines and governance related laws, the Audit Committee oversees compliance with the Company's Code of Business Conduct and Ethics, and the Compensa-

Corporate Governance and Board of Directors Matters (continued)

tion Committee oversees compliance with the Company's compensation plans and related laws and policies. In addition, the chairs of the Audit Committee and Nominating and Governance Committee oversee cyber security risks and the Company's initiatives for prevention. The Company's Internal Audit group performs a risk assessment as part of its annual audit process and its findings regarding this assessment are presented to the Audit Committee and the Nominating and Governance Committee.

Risk Considerations in our Compensation Policies and Practices

Company management reviewed our compensation programs, policies and practices in effect during fiscal year 2018 for all employees, including officers, to determine if those programs, policies and practices create or encourage unreasonable or inappropriate risk taking. As part of the risk assessment, management considered: (1) the key components and features of the Company's policies and programs, (2) a methodology to determine if those policies and programs created a material adverse risk to the Company and (3) their conclusions. Based on this assessment, management concluded that the Company's compensation policies and practices for its employees, including officers, are not reasonably likely to have a material adverse effect on the Company for the following reasons:

- The Company structures its compensation programs to consist of both fixed and variable components. The fixed portion (base salary) of the compensation programs is designed to provide steady income regardless of the Company's stock price performance so that employees of the Company will not focus exclusively on stock price performance to the detriment of other important business metrics. The variable components (cash bonus and equity) of the compensation programs are designed to reward both short and long-term individual and company performance, which we believe discourages employees from taking actions that focus only on the short-term success of the Company. For short-term performance, annual cash performance bonuses are awarded based on operating income (excluding the effect of special items) and individual performance to defined goals. For long-term performance, the Company grants various types of equity-based awards that are designed to promote the sustained success of the Company. The Company attempts to structure equity awards to ensure that employees have equity awards that adequately vest in future years. Restricted stock units generally vest in quarterly installments over a period of one (1) to four (4) years and provide some value irrespective of our stock price. Performance shares (referred to herein as "market stock units" or "MSUs"), which the Company began granting to senior members of management in fiscal year 2015, vest in one annual installment approximately four (4) years from the grant date based upon the relative performance of the Company's stock price as compared to the SPDR S&P Semiconductor Exchange Traded Fund (XSD) and starting in fiscal year 2018, based upon the attainment level of total shareholder return of the Company relative to the total shareholder return of the companies comprising the XSD. The Company believes that these variable elements of compensation are a sufficient percentage of overall compensation to motivate our employees and officers to achieve superior short-term and long-term corporate results, while the fixed element is also sufficiently high to discourage the taking of unnecessary or excessive risks in pursuing such results.
- Officers and employees are encouraged to focus on corporate profitability, which is the key driver to the size of the total bonus pool. If the Company's profit is lower, then payouts under the applicable bonus programs will be smaller.
- The Company has established substantially similar compensation programs, policies, and targets for senior officers as a group which are also more heavily weighted toward performance, as well as for other employees as a group. The Company believes this encourages consistent behavior and focus across the Company.
- The Company has imposed both a cap on the amount of its annual cash performance bonus pool payable to senior officers at 200% of the target performance bonus amount for an individual executive, which the Company believes mitigates excessive risk taking. Even if the Company greatly exceeds its operating income growth targets, the annual cash bonus payable is limited by the pre-determined target performance bonus amount cap. Additionally, in the event actual operating income (excluding the impact of special items) is less than fifty percent (50%) of target operating income (excluding the effect of special items) for the fiscal year, no annual cash bonus will be payable to senior officers.
- The Company has strict internal controls over the measurement and calculation of operating income (excluding the effect of special items) designed to keep these items from being susceptible to manipulation by any employee, including our officers. As part of our internal controls, our finance department oversees and reviews the calculations used by management to determine the total size of the annual bonus pool payable to senior officers. In addition, all of our employees are required to be familiar with, and our executives are required to periodically certify that they have read and are bound by, our Code of Business Conduct and Ethics, which covers, among other items, accuracy and integrity of the Company's books and records.
- The Company prohibits all of its executive officers and members of the board of directors from engaging in hedging transactions involving the Company's securities to insulate themselves from the effects of poor stock price performance.
- The Company prohibits its Chief Executive Officer and members of the board of directors from pledging their Company securities as collateral for a loan or holding those securities in a margin account, except for twenty-five percent (25%) of the number of shares that is in

Corporate Governance and Board of Directors Matters (continued)

excess of the minimum stock ownership guideline required for members of the board of directors and the Chief Executive Officer, respectively. In addition, the Company prohibits all other executive officers from pledging their Company securities as collateral for a loan or holding those securities in a margin account, except for fifty percent (50%) of the total number of shares of common stock owned by them.

Audit Committee and Audit Committee Financial Expert

The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act, is currently comprised of James R. Bergman, Joseph R. Bronson, and William D. Watkins, each of whom is independent within the meaning of the NASDAQ director independence standards, as currently in effect. Since October 2008, Mr. Bronson has been the Chair of the Audit Committee. The board of directors has determined that Mr. Bronson is an “audit committee financial expert” as defined under the rules of the SEC. The Audit Committee has a written charter that was amended and restated effective August 8, 2013. The Audit Committee held nine (9) meetings during fiscal year 2018 and did not act by written consent during fiscal year 2018. Each member of the Audit Committee attended all of the Audit Committee meetings held during fiscal year 2018.

The Audit Committee performs, among other tasks, the following primary functions:

- oversees the accounting, financial reporting, and audit processes of Maxim Integrated’s financial statements,
- appoints Maxim Integrated’s independent registered public accounting firm,
- oversees the performance of Maxim Integrated’s independent auditor,
- approves the services performed by Maxim Integrated’s independent auditors, and
- reviews and evaluates Maxim Integrated’s accounting principles and its system of internal controls, including its internal audit function.

Compensation Committee and Management Committee

The Compensation Committee is currently comprised of Tracy C. Accardi, James R. Bergman, and Robert E. Grady, each of whom is independent within the meaning of the NASDAQ director independence standards, as currently in effect. Since November 2016, Mr. Bergman has been the Chair of the Compensation Committee. The Compensation Committee has a written charter that was amended and restated effective May 8, 2018.

The Compensation Committee performs, among other tasks, the following primary functions:

- annually reviews and approves corporate goals and objectives relevant to the compensation of the Chief Executive Officer and annually reviews and evaluates Maxim Integrated’s Chief Executive Officer against such approved goals and objectives,
- in consultation with the Chief Executive Officer, reviews and approves the compensation of our executive officers,
- administers the 1996 Stock Incentive Plan (“1996 Equity Plan”) and 2008 ESP Plan,
- makes recommendations to the board of directors with respect to compensation of our directors and committee members,
- oversees the preparation of the Compensation Discussion and Analysis and issues the Compensation Committee Report in accordance with the regulations of the SEC to be included in Maxim Integrated’s proxy statement or annual report on Form 10-K,
- annually conducts an independence assessment of all compensation consultants and other advisers to it, and
- performs such functions regarding compensation as the board of directors may delegate.

With respect to its review of the compensation of the Chief Executive Officer and other executive officers, and to its oversight of the 1996 Equity Plan and 2008 ESP Plan, the Compensation Committee retains an independent consultant, Compensia, Inc. (“Compensia”), to review both the effectiveness of such programs in retaining employees and their comparability to plans offered by other companies in the semiconductor industry and the technology industry broadly.

The Compensation Committee held six (6) meetings during fiscal year 2018 and did not act by written consent during fiscal year 2018. Each member of the Compensation Committee attended all of these meetings, except for Mr. Grady, who missed one (1) meeting.

In June 2017, the Compensation Committee amended and restated the Equity Award Grant Policy and established a Management Committee. The Management Committee is comprised of Maxim Integrated’s (i) Vice President, Deputy General Counsel, (ii) Chief Human Resources Officer, and (iii) Vice President, Chief Accounting Officer. The Management Committee’s purpose is to make equity awards under Maxim Integrated’s Equity Award Grant Policy to newly-hired employees who are neither executive officers nor members of the Management Committee, and to provide special recognition to continuing employees who are neither executive officers nor members of the Management Committee. The Management Committee held twelve (12) meetings during fiscal year 2018 and did not act by written consent during fiscal year 2018.

Corporate Governance and Board of Directors Matters (continued)**Nominating and Governance Committee**

The Nominating and Governance Committee (the “Governance Committee”) is currently comprised of Robert E. Grady and MaryAnn Wright, each of whom is independent within the meaning of the NASDAQ director independence standards, as currently in effect. Since October 2008, Mr. Grady has been the Chair of the Governance Committee.

The Governance Committee performs, among other tasks, the following primary functions:

- assists the board of directors by identifying and recommending prospective director candidates,
- develops and recommends to the board of directors the governance principles applicable to Maxim Integrated,
- oversees the evaluation of the board of directors and the board of directors’ evaluation of management,
- oversees the process by which the board of directors, together with management, engages and communicates with stockholders in regard to governance matters,
- reviews operational, strategic, and regulatory and compliance risks that the Company faces,
- reviews and monitors the Company’s Code of Business Conduct and Ethics, and
- reviews the Company’s succession planning process.

The Governance Committee is responsible for regularly assessing the appropriate size of the board of directors and whether any vacancies on the board of directors are expected, due to retirement or otherwise. In the event of any anticipated vacancy, the Governance Committee has the policy of considering all bona fide candidates from all relevant sources, including the contacts of current directors, professional search firms, stockholders, and other persons. The Governance Committee oversees management’s efforts to create an Enterprise Risk Management framework from which reports are regularly prepared and reviewed and steps are undertaken to address and mitigate important Company risks, such as cybersecurity threats. The Governance Committee has a written charter that was amended effective May 1, 2018. The Governance Committee held three (3) formal meetings during fiscal year 2018 and each member of the Governance Committee attended of all these meetings. The Governance Committee also held “ad hoc” meetings throughout the year to discuss governance matters, and the Governance Committee Chair generally provides an update to the full board of directors on governance related matters during each regular board meeting.

Criteria and Diversity

In evaluating potential candidates for the board of directors, the Governance Committee will apply the criteria set forth in the Company’s Corporate Governance Guidelines. These criteria include the candidate’s experience in the technology industry, the general business or other experience of the candidate, diversity of experience, the needs of Maxim Integrated for an additional or replacement director, the personality and character of the candidate, diversity, and the candidate’s interest in the business of Maxim Integrated, other commitments, as well as numerous other subjective criteria. The Governance Committee does not assign any particular weighting or priority to these factors. While the board of directors has not established specific minimum qualifications for director candidates, the board of directors believes that such candidates must contribute to the goal of maintaining a board that is (1) independent, (2) of high integrity, (3) composed of directors with qualifications that increase the effectiveness of the board of directors and (4) compliant with the requirements of applicable rules of NASDAQ and the SEC. In addition, we do not have a formal written policy regarding the consideration of diversity in identifying candidates; however, as discussed above, diversity is one of the numerous criteria the Governance Committee reviews before recommending a candidate.

Nominations of Director Candidates by Stockholders

Maxim Integrated stockholders may nominate a director candidate (1) at any annual meeting of stockholders in accordance with our Bylaws, the procedure for which is more fully set forth in the Questions and Answers section of this proxy statement under the heading “What is the deadline for submission of stockholder proposals for consideration at the 2019 Annual Meeting?”, (2) at any special meeting of stockholders in accordance with our Bylaws, and (3) by submitting their recommendations to the Governance Committee in accordance with our Corporate Governance Guidelines. The deadline for nominating director candidates for the 2018 Annual Meeting has already passed.

Maxim Integrated’s Corporate Governance Guidelines, together with Maxim Integrated’s restated certificate of incorporation and Bylaws and charters of committees of the board of directors, form the framework for the corporate governance of Maxim Integrated. Maxim Integrated’s Corporate Governance Guidelines are available in the Corporate Governance section of Maxim Integrated’s website at <http://investor.maximintegrated.com/corporate-governance>. Pursuant to our Corporate Governance Guidelines, our Governance Committee and board of directors will consider bona fide director candidates submitted by stockholders of Maxim Integrated pursuant to the below requirements:

- To nominate a director candidate for consideration by the Governance Committee, a stockholder must have held at least 100,000 shares of Maxim Integrated stock for at least twelve (12) consecutive months leading up to the date of the recommendation and must notify the Governance Committee by writing to the General Counsel of Maxim Integrated.

Corporate Governance and Board of Directors Matters (continued)

- The nominating stockholder's notice shall set forth the following information:
 - (1) To the extent reasonably available, information relating to such director nominee as would be required to be disclosed in a proxy statement pursuant to Regulation 14A under the Exchange Act in which such individual is a candidate for election to the board of directors;
 - (2) The director nominee's written consent to (a) if selected by the Governance Committee as a director candidate, be named in Maxim Integrated's proxy statement and (b) if elected, serve on the board of directors; and
 - (3) Any other information that such stockholder believes is relevant in considering the director nominee. Stockholder recommendations to the Governance Committee or the board of directors should be sent to:

Corporate Secretary
Maxim Integrated Products, Inc.
160 Rio Robles
San Jose, CA 95134
(408) 601-1000

For purposes of nominating a director candidate to be considered at an annual meeting, it is unnecessary to send recommendations to the board of directors or the Governance Committee. Instead, a stockholder wishing to nominate a director candidate at an annual meeting must follow the procedures set forth in our Bylaws, including providing written notice prepared in accordance with our Bylaws to Maxim Integrated's General Counsel and Corporate Secretary. For more detailed information on nomination requirements at a future annual meeting, please see the Questions and Answers section of this proxy statement under the heading "What is the deadline for submission of stockholder proposals for consideration at the 2019 Annual Meeting of Stockholders?"

Equity Grant Date Policy

The board of directors has adopted a specific procedure in the granting of equity awards to our officers, directors and employees, as set forth in the Company's Equity Award Grant Policy that was amended and restated in June 2017 (the "Equity Policy"). The Equity Policy can be located on the Company's Website at <http://www.investor.maximintegrated.com/corporate-governance>. Under the Equity Policy, equity awards may only be granted by our board of directors, the Compensation Committee of the board of directors, or the Management Committee, at a duly noticed meeting or by action by unanimous written consent in lieu of a meeting. In addition, while not required, the Company's practice is to include the Company's Independent Registered Public Accounting Firm at each meeting of the Management Committee at which equity awards are granted or alternatively make available to the independent auditor the grant documents promptly following such approval at a meeting or by unanimous written consent. The grant date for an equity award is the date on which any of the above-listed granting bodies meets and approves the equity award, or with respect to an action by unanimous written consent, the date when the last member to sign has executed such written consent.

We follow the following specific procedures with respect to the grant of equity awards that are contained in the Equity Policy:

- **New Hires and Special Recognition Grants to Non-Officer Employees:** Equity awards to newly hired non-officer employees or awards for special recognition to existing non-officer employees and non-members of the Management Committee are made by the Management Committee on the first Tuesday of the month (or the succeeding month) after the date on which the individual commences employment with us or following the special recognition event.
- **Annual Equity Grants to Non-Officer Employees:** Annual equity grants to continuing non-officer employees and non-members of the Management Committee are made by the Compensation Committee during an open trading window under our Insider Trading Policy, and are typically granted in September of each year.
- **Equity Awards to Officer Employees (Section 16 Officers) and Members of the Management Committee:** Equity awards to officer employees (new hires, special recognition, and continuing) are made periodically by the Compensation Committee during an open trading window under our Insider Trading Policy.
- **Equity Awards to Non-Employee Directors:** Equity awards are made to incumbent non-employee directors by the board of directors or Compensation Committee upon their re-election to the board of directors at the annual meeting of stockholders. Equity awards to newly appointed non-employee directors are made by the board of directors or Compensation Committee on the date on which the individual is appointed to the board of directors.

Compensation Committee Interlocks and Insider Participation

No member of Maxim Integrated's Compensation Committee is, or ever has been, an executive officer or employee of Maxim Integrated or any of its subsidiaries. No interlocking relationship exists, or during fiscal year 2018 existed, between Maxim Integrated's board of directors or Compensation Committee and the board of directors or compensation committee of any other company.

Corporate Governance and Board of Directors Matters (continued)**Outside Advisors**

Our board of directors and each of its committees may retain outside advisors and consultants of their choosing at Maxim Integrated's expense. Committees of the board of directors may retain outside advisors and consultants of their choosing without the consent of the board of directors.

Board Effectiveness

Our board of directors performs an annual self-assessment to evaluate its effectiveness in fulfilling its obligations. For fiscal year 2018, this assessment was held in August 2018.

Communication between Stockholders and Directors

Maxim Integrated's Corporate Governance Guidelines provide that any communication from a stockholder to the board of directors generally or to a particular director should be in writing and should be delivered to the Company's General Counsel at the principal executive offices of the Company. Each such communication should set forth (1) the name and address of such stockholder as they appear on the Company's books, and if the stock is held by a nominee, the name and address of the beneficial owner of the stock, and (2) the class and number of shares of the Company's stock that are owned of record by such record holder and beneficially by such beneficial owner, together with the length of time the shares have been so owned. The Company's General Counsel will, in consultation with appropriate directors as necessary, generally screen out communications from stockholders to identify communications that are solicitations for products and services, matters of a personal nature not relevant for stockholders or matters that are of a type that render them improper or irrelevant to the functioning of the board of directors or the Company. Steps are taken to ensure that the views of stockholders are heard by the board of directors or individual directors, as applicable, and that appropriate responses are provided to stockholders on a timely basis. Stockholders may send communications to: General Counsel, Maxim Integrated, 160 Rio Robles, San Jose, California 95134.

The Governance Committee, in accordance with its Charter, oversees the process by which the board of directors, together with management, engages and communicates with stockholders in regard to governance matters.

Common Stock

Maxim Integrated common stock is currently traded on the NASDAQ Global Select Market under the symbol "MXIM."

Headquarters Information

Our headquarters are located at 160 Rio Robles, San Jose, California 95134 and the telephone number at that location is (408) 601-1000.

Code of Business Conduct and Ethics

We have a Code of Business Conduct and Ethics (the "Code of Ethics"), which applies to all directors and employees, including but not limited to our principal executive officer, principal financial officer and principal accounting officer. The Code of Ethics is designed to promote: (1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest arising from personal and professional relationships, (2) full, fair, accurate, timely, and understandable disclosure in reports and documents that we are required to file with the SEC and in other public communications, (3) compliance with applicable governmental laws, rules and regulations, (4) the prompt internal reporting of violations of the Code of Ethics to an appropriate person or entity, and (5) accountability for adherence to the Code of Ethics. A copy of the Code of Ethics is available on our website at <http://investor.maximintegrated.com/corporate-governance>. A hard copy of the Code of Ethics will be sent free of charge upon request. We intend to satisfy the disclosure requirement regarding any amendment to, or a waiver from, a provision of the Code of Business Conduct and Ethics by posting such information on our website.

Board Service Limitation

We believe that our directors' outside directorships enable them to contribute valuable knowledge and experience to our board of directors. Nonetheless, our board of directors is sensitive to the external obligations of our directors and the potential for overboarding to compromise the ability of our directors to effectively serve on our board of directors. Our board of directors has set a limitation on the number of public company boards on which a director may serve to three (3) for our Chief Executive Officer and five (5) for all other directors. Additionally, directors will advise the Chairman of our board of directors, the Chair of our Governance Committee, and our General Counsel in advance of accepting an invitation to serve on the board of another private or public company to ensure that any actual or potential conflicts, appearances of a conflict, excessive time demands or other issues are carefully considered. Service on boards and/or committees of other organizations will comply with our conflict of interest policies.

Corporate Governance and Board of Directors Matters (continued)

Hedging Prohibition and Restrictions on Pledging Company Securities

The Company has a policy that prohibits all of its executive officers and members of the board of directors from engaging in hedging transactions involving the Company's securities. In addition, the Company has a policy that prohibits its Chief Executive Officer and members of the board of directors from pledging their Company securities as a collateral for a loan or holding those securities in a margin account, except for twenty-five percent (25%) of the number of shares that is in excess of the minimum stock ownership guideline required for the Chief Executive Officer and members of the board of directors, respectively. In addition, the Company prohibits all other executive officers from pledging their Company securities as collateral for a loan or holding those securities in a margin account, except for fifty percent (50%) of the total number of shares of common stock owned by them.

Executive Compensation Recoupment Policy

The Company has a policy that provides that in the event of a material restatement of its financial results due to misconduct, the Compensation Committee shall review the facts and circumstances and take actions it considers appropriate with respect to the compensation of any executive officer whose fraud or willful misconduct contributed to the need for such restatement. Such actions may include, without limitation, seeking reimbursement of any bonus paid to such executive officer exceeding the amount that, in the judgment of the Compensation Committee, would have been paid had the financial results been properly reported.

Majority Voting in Uncontested Director Elections

The Company's Bylaws provide that in uncontested elections of directors, if a nominee does not receive the approval of at least a majority of the votes cast, then such nominee is required to offer his or her resignation to the board of directors. The Governance Committee will then recommend to the board of directors whether to accept or reject the resignation, or whether other action should be taken. Our board of directors will act on the Governance Committee's recommendation within one hundred and twenty (120) days following the date of the certification of the election results. The director who offers his or her resignation will not participate in the board of directors' decision with respect to such resignation.

The Ability of Stockholders to Call a Special Meeting

The Company's Bylaws provide that stockholders owning no less than thirty-five percent (35%) of the total number of common shares outstanding have the ability to call a special meeting of stockholders.

Director Compensation*Cash Compensation*

The cash compensation structure for non-employee directors in fiscal year 2018 was as follows:

Director	Annual Retainer (\$)	Audit Committee Retainer (\$)	Compensation Committee Retainer (\$)	Nominating and Corporate Governance Committee Retainer (\$)	Total Retainer (\$) ⁽³⁾
Tracy C. Accardi	62,000		7,500		69,500
James R. Bergman	62,000	11,000	20,000 ⁽²⁾		93,000
Joseph R. Bronson	62,000	33,000 ⁽²⁾			95,000
Robert E. Grady	62,000		7,500	12,000 ⁽²⁾	81,500
William P. Sullivan	122,000 ⁽¹⁾				122,000
William D. Watkins	62,000	11,000			73,000
MaryAnn Wright	62,000			5,000	67,000

(1) Receives a higher retainer as a result of serving as Chairman of the Board.

(2) Receives a higher retainer as a result of serving as Committee Chair.

(3) All retainer fees are paid quarterly in arrears and Maxim Integrated reimburses each director for reasonable expenses incurred in attending meetings of the board of directors or its committees.

The compensation for services as directors is reviewed on an annual basis by the Compensation Committee and the board of directors.

Corporate Governance and Board of Directors Matters (continued)

Equity Compensation

Non-employee directors participate in the 1996 Equity Plan. Effective November 10, 2017, the board of directors, based upon the recommendation of the Compensation Committee, determined that each non-employee director should be awarded and vest in 4,400 restricted stock units in calendar year 2018. Restricted stock units are awarded on an annual basis. Restricted stock units vest in quarterly installments over a one-year period. Equity awards to non-employee directors are generally made at the meeting of the board of directors immediately following their re-election to the board of directors.

The following table shows certain information regarding non-employee director compensation for the fiscal year ended June 30, 2018 (except as otherwise noted):

Director Compensation for Fiscal Year 2018

Name	Fees earned or paid in cash (\$)	Restricted Stock Unit Awards (\$) ⁽¹⁾	Total (\$)
Tracy C. Accardi	67,150	231,631	298,781
James R. Bergman	90,650	231,631	322,281
Joseph R. Bronson	92,650	231,631	324,281
Robert E. Grady	79,150	231,631	310,781
William P. Sullivan	119,650	231,631	351,281
William D. Watkins	70,650	231,631	302,281
MaryAnn Wright	64,650	231,631	296,281

(1) Represents the aggregate grant date fair value of grants of restricted stock units made in connection with fiscal year 2018, computed in accordance with Financial Accounting Standards Board ("FASB") ASC Topic 718. Each non-employee director were awarded 4,400 restricted stock units on November 10, 2017 in connection with their service on the board of directors, and the aggregate grant date fair value of each of these awards was \$231,631. In each case, the aggregate grant date fair value disregards an estimate of forfeitures. The assumptions used in the valuation of these awards are set forth in Note 6, "Stock-Based Compensation" of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2018.

The type and aggregate number of outstanding equity awards held by each of the directors as of June 30, 2018 were as follows:

Name	Stock Options (#)	Unvested Restricted Stock Units (#)
Tracy C. Accardi	—	2,200
James R. Bergman	20,600	2,200
Joseph Bronson	12,600	2,200
Robert E. Grady	2,575	2,200
William P. Sullivan	—	2,200
William D. Watkins	—	2,200
MaryAnn Wright	—	2,200

The following table sets forth certain information regarding the ownership of Maxim Integrated's common stock as of June 30, 2018, the last day of fiscal year 2018, by each non-employee director:

Name	Number of Shares ⁽¹⁾
Tracy C. Accardi	11,400
James R. Bergman	87,200
Joseph Bronson	37,375
Robert E. Grady	53,177
William P. Sullivan	15,696
William D. Watkins	9,900
MaryAnn Wright	9,400

(1) Includes shares subject to options exercisable within 60 days of June 30, 2018, restricted stock units that vest within 60 days of June 30, 2018, and shares held in custodian accounts and by trust, if any. See table titled "Security Ownership of Certain Beneficial Owners, Directors and Management" in this proxy statement for more detail and additional information.

* * *

Proposal No. 1

Election of Directors

The Governance Committee recommended, and the board of directors nominated, William (Bill) P. Sullivan, Tunç Doluca, Tracy C. Accardi, James R. Bergman, Joseph R. Bronson, Robert E. Grady, William D. Watkins, and MaryAnn Wright as nominees for election as members of our board of directors at the 2018 Annual Meeting. Except as set forth below, unless otherwise instructed, the persons appointed as proxy holders in the accompanying form of proxy will vote the proxies received by them for such nominees, all of whom are presently directors of Maxim Integrated. All of the nominees were elected directors by a vote of the stockholders at the last annual meeting of stockholders which was held on November 10, 2017.

In the event that any nominee becomes unavailable or unwilling to serve as a member of our board of directors, the proxy holders may vote in their discretion for a substitute nominee, or the board of directors may take action to reduce the size of the board of directors. The term of office of each person elected as a director will continue until the next annual meeting or until a successor has been elected and qualified, or until the director's earlier death, resignation, or removal.

The following paragraphs provide information as of September 28, 2018 about each nominee. Such information includes the age, position, principal occupation, and business experience for at least the past five (5) years, and the names of other publicly held companies of which the nominee currently serves as a director or has served as a director during the past five (5) years. In addition, we are providing a description of each nominee's specific experience, qualifications, attributes, and skills that led the board of directors to conclude that such nominee should serve as a director. There are no family relationships among any directors or executive officers of Maxim Integrated.

Name	Age	Director Since
William P. Sullivan	68	2015
Tunç Doluca	60	2007
Tracy C. Accardi	58	2016
James R. Bergman	76	1988
Joseph R. Bronson	70	2007
Robert E. Grady	60	2008
William D. Watkins	65	2008
MaryAnn Wright	56	2016

Proposal No. 1 (continued)

William (Bill) P. Sullivan

Independent

Director Since: 2015

Age: 68

Mr. Sullivan has been a director of Maxim Integrated since December 2015 and has been Chairman of the board of directors since May 2016. Mr. Sullivan served as chief executive officer of Agilent Technologies, a global provider of scientific instruments, software, services and consumables in life sciences, diagnostics and applied chemical markets, from 2005 to March 2015. Mr. Sullivan was Agilent's president from 2005 to 2012 and 2013 to 2014. Prior to that, he served as executive vice president and chief operating officer from 2002 to 2005 and senior vice president and general manager of Agilent's Semiconductor Products Group from 1999 to 2002. Mr. Sullivan is currently the Chairman of the board of directors for Edison International and was previously a director of Agilent, Avnet, Inc., and URS Corporation. He is a graduate of the University of California, Davis.

In nominating Mr. Sullivan to serve on the board of directors, the Governance Committee considered as important factors, among other items, Mr. Sullivan's experience as president and chief executive officer of a large public company, significant operational experience, and his leadership skills.



Tunç Doluca

Director Since: 2007

Age: 60

Mr. Doluca has served as a director of Maxim Integrated, as well as the President and Chief Executive Officer, since January 2007. He joined Maxim Integrated in October 1984 and served as Vice President between 1994 and 2005. He was promoted to Senior Vice President in 2004 and Group President in May 2005. Prior to 1994, he served in a number of integrated circuit development positions. Mr. Doluca is currently on the board of directors for Western Digital Corp. and has served on the Board of Trustees of the University of California Santa Barbara Foundation since July 2017.

In nominating Mr. Doluca to serve on the board of directors, the Governance Committee considered as important factors, among other items, Mr. Doluca's experience in the semiconductor industry and over thirty (30) years of service at Maxim Integrated, including over twenty (20) years as an officer of the Company, including his current position as the Chief Executive Officer, his technical expertise, and his executive leadership and management skills.

Proposal No. 1 (continued)

Tracy C. Accardi

Independent

Director Since: 2016

Age: 58

Ms. Accardi has been a director of Maxim Integrated since August 2016. Ms. Accardi has served as Vice President of Global Research and Development, Breast and Skeletal Health Solutions at Hologic since 2014, where she leads development of screening, diagnostic and biopsy systems for the detection and treatment of breast cancer. Previously, Ms. Accardi was Chief Technology Officer at Omniguide Surgical from 2012 to 2014, and Executive Consultant at Mednest Consulting from 2011 to 2012, after having held senior research and development positions at Covidien from 2007 to 2011, Johnson & Johnson Company from 2003 to 2007, and Philips Medical Systems from 2001 to 2003. In prior experience, she served in various managerial roles in Corporate Research and Development, Healthcare and Aerospace at General Electric from 1981 to 2001. She received a Master of Science in Mechanical Engineering from Rensselaer Polytechnic Institute and a Bachelor of Science in Mechanical Engineering from Carnegie Mellon University.

In nominating Ms. Accardi to serve on the board of directors, the Governance Committee considered as important factors, among other items, Ms. Accardi's extensive experience and knowledge of the medical device industry and her demonstrated expertise in technology development, strategic technology planning, program management, licensing and acquisition integration, clinical relationship management and all phases of product commercialization.



James R. Bergman

Independent

Director Since: 1988

Age: 76

Mr. Bergman has served as a director of Maxim Integrated since 1988. Mr. Bergman was a founder and has been General Partner of DSV Associates since 1974 and a founder and General Partner of its successors, DSV Partners III and DSV Partners IV. These firms provide venture capital and management assistance to emerging companies, primarily in high technology. Since July 1997, he has also served as a Special Limited Partner of Cardinal Health Partners and Cardinal Partners II, which are private venture capital funds. Mr. Bergman attended UCLA where he graduated with honors with a BS in Engineering and later received an MBA with distinction.

In nominating Mr. Bergman to serve on the board of directors, the Governance Committee considered as important factors, among other items, Mr. Bergman's experience as a venture capitalist in technology companies, his experience and familiarity with financial statements, and his deep and fundamental understanding of Maxim Integrated's culture, employees and products as a result of service on the board of directors for over twenty-five (25) years.

Proposal No. 1 (continued)

**Joseph R. Bronson****Independent****Director Since: 2007****Age: 70**

Mr. Bronson has served as a director of Maxim Integrated since November 2007. Since June 2014, he has been Managing Director, Strategic Advisor for Cowen & Co., a New York City based investment bank. From May 2011 to March 2014 he served as an Advisory Director at GCA Sawvian, LLC, a financial advisory services firm. Mr. Bronson is Principal and Chief Executive Officer of The Bronson Group, LLC, which provides financial and operational consulting services. Mr. Bronson served as the Chief Executive Officer of Silicon Valley Technology Corporation, a private company that provides technical services to the semiconductor and solar industries from 2009 to March 2010. Mr. Bronson served as President and Chief Operating Officer of Sanmina-SCI, a worldwide contract manufacturer, between August 2007 and October 2008, and he also served on Sanmina-SCI's board of directors between August 2007 and January 2009. Before joining Sanmina-SCI, Mr. Bronson served as President and Co-Chief Executive Officer of FormFactor, Inc., a manufacturer of advanced semiconductor wafer probe cards, between 2004 and 2007. Prior to 2004, Mr. Bronson spent twenty-one (21) years at Applied Materials in senior level operations management, concluding with the positions of Executive Vice President and Chief Financial Officer. In addition to Maxim Integrated, Mr. Bronson currently serves on the boards of directors of Jacobs Engineering Group Inc., Sillectra, GmbH, and PDF Solutions, Inc.

In nominating Mr. Bronson to serve on the board of directors, the Governance Committee considered as important factors, among other items, Mr. Bronson's expertise and familiarity with financial statements, financial disclosures, auditing and internal controls, senior management level experience at large publicly traded companies and understanding of board best practices.

Proposal No. 1 (continued)

Robert E. Grady

Independent

Director Since: 2008

Age: 60

Mr. Grady has served as a director of Maxim Integrated since August 2008. Since March 2015, Mr. Grady has been a Partner at Gryphon Investors, a middle market-focused private equity investment firm. From 2010 to 2014, Mr. Grady was a Managing Director at Cheyenne Capital Fund, a private equity investment firm, and served as the volunteer Chairman of the New Jersey State Investment Council (which oversees the state's \$79 billion pension fund). From 2000 to 2009, Mr. Grady was a Managing Director at The Carlyle Group, one of the world's largest alternative asset management firms, where he served as a member of the firm's Management Committee as Chairman and Fund Head of Carlyle's U.S. venture and growth capital group, Carlyle Venture Partners (CVP); on the investment committees of CVP, Carlyle Asia Growth Partners, and Carlyle Europe Technology Partners; and as a director of multiple Carlyle portfolio companies. Between 1993 and 2000, he was a Partner and Member of the Management Committee at Robertson Stephens & Company, an emerging growth-focused investment banking firm. Previously, Mr. Grady served in the White House as Deputy Assistant to the President of the United States of America, as Executive Associate Director of the Office of Management and Budget ("OMB"), and as Associate Director of OMB for Natural Resources, Energy and Science. Mr. Grady is a former director of the National Venture Capital Association ("NVCA"), and he served as Chairman of the NVCA in 2006 and 2007. From 1993 to 2004, Mr. Grady served on the faculty of the Stanford Graduate School of Business as a Lecturer in Public Management. In addition to Maxim Integrated, Mr. Grady currently serves on the board of directors of Stifel Financial Corp., a financial services firm focused on investment banking and wealth management, of the Jackson Hole Mountain Resort, and of Gryphon portfolio companies Potter Electric Signal and Transportation Insight. From July 2004 to June 2010, Mr. Grady also served on the board of directors of AuthenTec, Inc., a maker of fingerprint identification semiconductors, and from September 2009 to July 2010, Mr. Grady served on the board of directors of Thomas Weisel Partners Group, Inc., which was acquired by Stifel Financial Corp. Mr. Grady has also been a director of multiple privately held companies and non-profit organizations over the past 25 years. Currently, Mr. Grady is the Chairman of the Board of the St. John's Hospital Foundation, a member of the Investment Committee of the Community Foundation of Jackson Hole, and a member of the Council on Foreign Relations. Mr. Grady holds an A.B. degree, cum laude, from Harvard College and an M.B.A. degree from the Stanford Graduate School of Business.

In nominating Mr. Grady to serve on the board of directors, the Governance Committee considered as important factors, among other items, Mr. Grady's extensive experience in the financial services industry, including his leadership roles at several large financial services firms, his expertise with strategic business combinations and corporate strategy development, his corporate governance experience as the chairman of a large public pension fund, and his experience as a company director.

Proposal No. 1 (continued)**William D. Watkins****Independent****Director Since: 2008****Age: 65**

Mr. Watkins has served as a director of Maxim Integrated since August 2008. From December 2013 to 2016, Mr. Watkins was the Chief Executive Officer of Imergy Power Solutions, a leader in battery storage technology, and served as Chairman of the Board from December 2013 to December 2016. From February 2010 to April 2013, Mr. Watkins was the Chief Executive Officer and a member of the board of directors of Bridgelux, Inc., a leading light emitting diode (LED) developer. Mr. Watkins was Seagate Technology's Chief Executive Officer between July 2004 and January 2009 and was a member of its board of directors between 2000 and January 2009. Previously, Mr. Watkins was Seagate's President and Chief Operating Officer, a position he had held since 2000, and in this capacity was responsible for the company's global hard disc drive operations. Mr. Watkins joined Seagate in 1996 as part of the company's merger with Conner Peripherals. In addition to Maxim Integrated, Mr. Watkins currently serves on the board of directors of Flextronics International Ltd. and serves as the Chair of the board of directors of Avaya Holdings. Mr. Watkins is co-owner of the Vancouver Stealth. Watkins holds a B.S. degree in political science from the University of Texas.

In nominating Mr. Watkins to serve on the board of directors, the Governance Committee considered as important factors, among other items, Mr. Watkins' operational and management experience, his experience as Chief Executive Officer, President and Chief Operating Officer of Seagate, his understanding of the electronics and semiconductor industries, as well as his expertise and familiarity with financial statements.

**MaryAnn Wright****Independent****Director Since: 2016****Age: 56**

Ms. Wright has been a director of Maxim Integrated since August 2016. Ms. Wright has served as the Principal Owner of TechGoddess LLC since May 2017. Prior to that, Ms. Wright served as Group Vice President, Technology and Industry Relations at Johnson Controls from 2007 to 2017. During her 10-year tenure with Johnson Controls, she served in several leadership roles focused on R&D, engineering and product development. Before joining Johnson Controls, Ms. Wright was Executive Vice President of Engineering, Product Development, Commercial and Program Management at Collins & Aikman Corporation from 2006 to 2007. Prior to that, she served in several executive management positions at Ford Motor Company from 1988 to 2005. Ms. Wright has served as a director of Group 1 Automotive, Inc. and Delphi Technologies PLC since 2014 and 2017 respectively. She received a Master of Science in Engineering from the University of Michigan, a Master of Business Administration from Wayne State University and a Bachelor of Arts in International Studies and Economics from the University of Michigan.

In nominating Ms. Wright to serve on the board of directors, the Governance Committee considered as important factors, among other items, Ms. Wright's extensive experience and knowledge of the automotive industry, her work in the area of energy storage solutions and a variety of advanced powertrain technologies, and her deep technical background.

Required Vote

Each nominee receiving the affirmative "FOR" votes of a majority of the votes cast with respect to that nominee shall be elected as director. Unless marked to the contrary, proxies received will be voted "FOR" these nominees.

Recommendation

Our board of directors recommends a vote "FOR" the election to the board of directors of each of the foregoing nominees.

* * *

Proposal No. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the board of directors has appointed PricewaterhouseCoopers LLP as the independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending June 29, 2019. Notwithstanding its appointment and even if our stockholders ratify the appointment, the Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during fiscal year 2019 if the Audit Committee believes that such a change would be in the best interests of Maxim Integrated and its stockholders. If the appointment is not ratified by our stockholders, the Audit Committee may consider whether it should appoint another independent registered public accounting firm. Representatives of PricewaterhouseCoopers LLP are expected to attend the annual meeting, where they will be available to respond to appropriate questions and, if they desire, to make a statement.

On November 21, 2016, we notified Deloitte & Touche LLP of its dismissal as our independent registered public accounting firm effective as of that date. The dismissal of Deloitte & Touche LLP was approved by the Audit Committee. On November 21, 2016, we selected PricewaterhouseCoopers LLP as our independent registered public accounting firm and to audit our financial statements for the fiscal year ending June 24, 2017. The decision to engage and appoint PricewaterhouseCoopers LLP as our independent registered public accounting firm was approved by the Audit Committee.

Deloitte & Touche LLP's reports on our consolidated financial statements for each of the fiscal years ended June 25, 2016 and June 27, 2015 did not contain any adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. In connection with the audits of our consolidated financial statements for the fiscal years ended June 25, 2016 and June 27, 2015 and in the subsequent interim period through September 24, 2016, there were no disagreements with Deloitte & Touche LLP on any matters of accounting principles or practices, financial statement disclosure, or auditing scope procedure which, disagreements, if not resolved Deloitte & Touche LLP's satisfaction, would have caused Deloitte & Touche LLP to make reference to the matter in their reports. We requested that Deloitte & Touche LLP furnish a letter addressed to the SEC stating whether it agrees with the above statements. A copy of Deloitte & Touche LLP's letter dated November 28, 2016 is attached as Exhibit 16.1 to the Current Report on Form 8-K filed with the SEC on November 28, 2016.

Required Vote

Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending June 29, 2019 requires the affirmative "FOR" vote of a majority of the votes cast on the proposal. Unless marked to the contrary, proxies received will be voted "FOR" ratification of Proposal No. 2.

Recommendation

Our board of directors recommends a vote "FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending June 29, 2019.

* * *

Proposal No. 3

ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Section 14A of the Securities Exchange Act of 1934 enables Maxim Integrated stockholders to vote to approve, on an advisory or non-binding basis, the compensation of our Named Executive Officers as disclosed in this proxy statement in accordance with SEC rules.

Maxim Integrated has a “pay-for-performance” compensation philosophy that forms the foundation of Maxim Integrated’s decisions regarding compensation of its Named Executive Officers. A significant portion of each Named Executive Officer’s compensation is tied to performance and is structured to ensure that there is an appropriate balance between long-term and short-term performance, and also a balance between operational performance and stockholder return. This compensation philosophy, and the program structure approved by the Compensation Committee, is central to Maxim Integrated’s ability to attract, retain, motivate, and reward the best and brightest executives who have the talent and experience to achieve our goals. This approach has resulted in Maxim Integrated’s ability to attract and retain the executive talent necessary to guide Maxim Integrated. Please see “Compensation Discussion and Analysis” contained in this proxy statement for an overview of the compensation of Maxim Integrated’s Named Executive Officers.

We are asking for stockholder approval of the compensation of our Named Executive Officers as disclosed in this proxy statement in accordance with SEC rules, which disclosures include the disclosures under “Compensation Discussion and Analysis,” the compensation tables and the narrative discussion accompanying these tables. We have elected to hold this non-binding advisory vote on executive compensation annually. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the policies and practices described in this proxy statement. We believe that our executive compensation policies and programs serve the interests of our stockholders and that the compensation received by our executive officers is commensurate with the performance and strategic position of Maxim Integrated.

This vote is advisory and therefore not binding on Maxim Integrated, the Compensation Committee, or the board of directors. The board of directors and the Compensation Committee value the opinions of Maxim Integrated stockholders and to the extent there is any significant vote against the compensation of our Named Executive Officers as disclosed in this proxy statement, we will consider those stockholders’ concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

Required Vote

Advisory approval of this proposal requires the affirmative “FOR” vote of a majority of the votes cast on the proposal. Unless marked to the contrary, proxies received will be voted “FOR” the advisory approval of Proposal No. 3.

Recommendation

Our board of directors recommends a vote “FOR” the approval of the compensation of Maxim Integrated’s Named Executive Officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC.

* * *

Proposal No. 3 (continued)

Security Ownership of Certain Beneficial Owners, Directors and Management

The following table sets forth certain information regarding the ownership of Maxim Integrated's common stock as of June 30, 2018, the last day of fiscal year 2018, by: (1) each current director; (2) each current Named Executive Officer; (3) all current executive officers and directors as a group; and (4) all those known by Maxim Integrated to be beneficial owners of more than five percent (5%) of its common stock. The number of shares beneficially owned is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose.

Beneficial Owner	Beneficial Ownership ⁽¹⁾	
	Number of Shares	Percent of Total (%)
5% Shareholders:		
T. Rowe Price Associates, Inc. ⁽²⁾	32,258,858	11.6
The Vanguard Group ⁽³⁾	28,044,821	10.1
BlackRock, Inc. ⁽⁴⁾	22,734,917	8.1
Dodge & Cox ⁽⁵⁾	17,784,464	6.4
Directors:		
Tracy C. Accardi, Director ⁽⁶⁾	11,400	*
James R. Bergman, Director ⁽⁷⁾	87,200	*
Joseph Bronson, Director ⁽⁸⁾	37,375	*
Robert E. Grady, Director ⁽⁹⁾	53,177	*
William P. Sullivan, Director ⁽¹⁰⁾	15,696	*
William D. Watkins, Director ⁽¹¹⁾	9,900	*
MaryAnn Wright, Director ⁽¹²⁾	9,400	*
Named Executive Officers:		
Tunç Doluca, President, Chief Executive Officer and Director ⁽¹³⁾	1,658,517	*
Bruce E. Kiddoo, Senior Vice President and Chief Financial Officer ⁽¹⁴⁾	152,365	*
Edwin B. Medlin, Senior Vice President and General Counsel ⁽¹⁵⁾	168,148	*
Vivek Jain, Senior Vice President, Technology and Manufacturing Group ⁽¹⁶⁾	87,430	*
David Loftus, Vice President Worldwide Sales & Marketing ⁽¹⁷⁾	74,088	*
All executive officers and directors as a group (14 persons) ⁽¹⁸⁾	2,364,696	*

* Less than one percent

- (1) This table is based upon information supplied by officers, directors, principal stockholders and Maxim Integrated's transfer agent, and contained in Schedules 13G filed with the SEC. Unless otherwise indicated, the address of each person or entity listed is c/o Maxim Integrated Products, Inc., 160 Rio Robles, San Jose, California 95134. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 278,664,590 shares outstanding on June 30, 2018 adjusted as required under rules promulgated by the SEC.
- (2) Based solely on information supplied by T. Rowe Price Associates, Inc. in a Schedule 13G filed with the SEC on July 20, 2018. The address of T. Rowe Price Associates, Inc. is 100 East Pratt Street, Baltimore, MD 21202.
- (3) Based solely on information supplied by The Vanguard Group in a Schedule 13G filed with the SEC on June 11, 2018. The address of The Vanguard Group is PO Box 2600, V26, Valley Forge, PA 19482.
- (4) Based solely on information provided by BlackRock, Inc. ("BlackRock") in a Schedule 13G filed with the SEC on February 9, 2018. The address of BlackRock is 55 East 52nd Street, New York, NY 10055.
- (5) Based solely on information supplied by Dodge & Cox in a Schedule 13G filed with the SEC on February 13, 2018. The address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, CA 94104.
- (6) Includes 1,100 restricted stock units that vest within 60 days of June 30, 2018.
- (7) Includes (i) 20,600 shares subject to options exercisable within 60 days of June 30, 2018, (ii) 1,100 restricted stock units that vest within 60 days of June 30, 2018, and (iii) excludes 16,000 shares held by the Bergman Family Foundation for which Mr. Bergman disclaims beneficial ownership.
- (8) Includes (i) 12,600 shares subject to options exercisable within 60 days of June 30, 2018, (ii) 1,100 restricted stock units that vest within 60 days of June 30, 2018, (iii) 400 shares held in custodian accounts, and (iv) 3,775 shares held by trust.
- (9) Includes (i) 2,575 shares subject to options exercisable within 60 days of June 30, 2018, (ii) 1,100 restricted stock units that vest within 60 days of June 30, 2018.
- (10) Includes (i) 1,100 restricted stock units that vest within 60 days of June 30, 2018 and (ii) 13,496 shares held by trust.
- (11) Includes (i) 1,100 restricted stock units that vest within 60 days of June 30, 2018 and (ii) 6,750 shares held by trust.
- (12) Includes 1,100 restricted stock units that vest within 60 days of June 30, 2018.
- (13) Includes (i) 337,088 shares subject to options exercisable within 60 days of June 30, 2018, (ii) 9,500 restricted stock units that vest within 60 days of June 30, 2018, (iii) 3,468 market stock units that vest within 60 days of June 30, 2018 and (iv) 1,180,409 shares held by trust.
- (14) Includes (i) 58,062 shares subject to options exercisable within 60 days of June 30, 2018, (ii) 4,260 restricted stock units that vest within 60 days of June 30, 2018, (iii) 1,314 market stock units that vest within 60 days of June 30, 2018 and (iv) 37,429 shares held by trust.

Proposal No. 3 (continued)

- (15) Includes (i) 106,772 shares subject to options exercisable within 60 days of June 30, 2018 and (ii) 4,000 restricted stock units that vest within 60 days of June 30, 2018 and (iii) 709 market stock units that vest within 60 days of June 30, 2018.
- (16) Includes (i) 20,000 shares subject to options exercisable within 60 days of June 30, 2018 and (ii) 3,750 restricted stock units that vest within 60 days of June 30, 2018 and (iii) 1,314 market stock units that vest within 60 days of June 30, 2018.
- (17) Includes 5,692 restricted stock units that vest within 60 days of June 30, 2018.
- (18) Includes (i) 557,697 shares subject to options exercisable within 60 days of June 30, 2018 and (ii) 41,707 restricted stock units and market stock units that vest within 60 days of June 30, 2018.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent (10%) of a registered class of Maxim Integrated's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of Maxim Integrated. Executive officers, directors, and greater than ten percent (10%) stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

To the best of our knowledge, based solely on a review of the copies of such reports furnished to Maxim Integrated and written representations that no other reports were required, during the fiscal year ended June 30, 2018, except management did not file a timely Form 4 for Messrs. Doluca and Neil due on February 5, 2018, each of which was subsequently filed on February 6, 2018, all Section 16(a) filing requirements applicable to its executive officers, directors, and greater than ten percent (10%) beneficial owners were complied with. The Company files the Section 16 reports on behalf the Company's directors and executive officers.

Certain Relationships and Related Transactions

Related Transactions

During the fiscal year ended June 30, 2018, Robert Bergman, the son of James R. Bergman, a member of our board of directors, was employed by Bedrock Automation Platforms, Inc. (“Bedrock”). Bedrock is a subsidiary of the Company engaged in a line of business separate and distinct from the Company’s primary business. Robert Bergman received approximately \$271,550 in aggregate cash compensation from Bedrock in fiscal year 2018. We do not believe that this transaction constitutes a related party transaction. Maxim Integrated is not involved in the day-to-day operations of Bedrock.

Maxim Integrated has entered into indemnification agreements with certain of its current and former directors and officers. The indemnification agreements provide, among other things, that Maxim Integrated will indemnify each of its directors and officers, under the circumstances and to the extent provided therein, for expenses, damages, judgments, fines, and settlements each may be required to pay in actions or proceedings to which he or she may be made a party by reason of his or her position or positions as a director, officer or other agent of Maxim Integrated, and otherwise to the fullest extent permitted under Delaware law and Maxim Integrated’s Bylaws.

Review, Approval or Ratification of Related Party Transactions

The Audit Committee Charter provides for the Audit Committee to review and approve all related party transactions for potential conflicts of interest on an ongoing basis (if such transactions are not approved by another independent body of the board of directors). Related party transactions include, for purposes of the Audit Committee review, without limitation, transactions involving Maxim Integrated and any director, executive officer, beneficial owner of more than five percent (5%) of Maxim Integrated common stock, any immediate family member of any such person, or any firm, corporation, partnership, or other entity in which any such person is employed or any such person has a five percent (5%) or greater beneficial ownership interest. In determining whether to approve or ratify a transaction with a related party, the Audit Committee will take into account all relevant facts and circumstances it deems relevant, including, without limitation, the nature of the related party’s interest in the transaction, the benefits to Maxim Integrated of the transaction, whether the transaction would impair the judgment of a director or executive officer to act in the best interests of Maxim Integrated and its stockholders, the potential impact of such transaction on a director’s independence, and whether the transaction is on terms no less favorable than terms that may be available in a transaction with an unaffiliated third party under the same or similar circumstances.

Any member of the Audit Committee who is a related party with respect to a transaction under review may not participate in the deliberations or vote on the approval of the transaction. Maxim Integrated will disclose the terms of related person transactions in its filings with the SEC to the extent required.

The terms of the employment of the individual described above under the heading “Related Transactions” was not specifically approved by the Audit Committee because such terms (including compensation terms) were, and continue to be, consistent and commensurate with those of other similarly situated employees of Maxim Integrated and its subsidiaries.

Executive Compensation

Executive Officers

The following is information regarding our executive officers, including their positions and their ages as of September 28, 2018.

Name	Age	Position
Tunç Doluca	60	President and Chief Executive Officer
Bruce E. Kiddoo	57	Senior Vice President and Chief Financial Officer
Edwin B. Medlin	61	Senior Vice President and General Counsel
Vivek Jain	58	Senior Vice President, Technology and Manufacturing Group
Bryan J. Preeshl	56	Senior Vice President, Quality
David Loftus	57	Vice President, Worldwide Sales and Marketing
Sumeet Gagneja	48	Vice President and Chief Accounting Officer

Tunç Doluca has served as a director of Maxim Integrated as well as the President and Chief Executive Officer since January 2007. He joined Maxim Integrated in October 1984 and served as Vice President from 1994 to 2004. He was promoted to Senior Vice President in 2004 and Group President in May 2005. Prior to 1994, he served in a number of integrated circuit development positions. Mr. Doluca holds a BSEE degree from Iowa State University and an MSEE degree from the University of California, Santa Barbara.

Bruce E. Kiddoo joined Maxim Integrated in September 2007 as Vice President of Finance. On October 1, 2008, Mr. Kiddoo was appointed Chief Financial Officer and Principal Accounting Officer of Maxim Integrated and was appointed Senior Vice President in September 2009. Prior to joining Maxim Integrated, Mr. Kiddoo held various positions at Broadcom Corporation, a global semiconductor company, beginning in December 1999. Mr. Kiddoo served as Broadcom's Corporate Controller and Principal Accounting Officer from July 2002 and served as Vice President from January 2003. He also served as Broadcom's Acting Chief Financial Officer from September 2006 to March 2007. Mr. Kiddoo holds a BS degree in Applied Science from the United States Naval Academy and an MBA degree from the College of William & Mary.

Edwin B. Medlin joined Maxim Integrated in November 1999 as Director and Associate General Counsel. He was promoted to Vice President and Senior Counsel in April 2006, was appointed General Counsel in September 2010, and he was promoted to Senior Vice President and General Counsel in May 2015. Prior to joining Maxim Integrated, he was with the law firm of Ropers, Majeski, Kohn and Bentley between 1987 and 1994 where he held various positions, including director. Between 1994 and 1997, he held the positions of General Counsel, and later, General Manager, at Fox Factory, Inc., a privately held manufacturing company. Between 1997 and 1999 he held the positions of General Counsel and later, Vice President of Global Sales and Marketing, at RockShox, Inc., a publicly traded corporation. Mr. Medlin holds a degree in Economics from the University of California, Santa Barbara, and a Juris Doctorate from Santa Clara University.

Vivek Jain joined Maxim Integrated in April 2007 as Vice President responsible for our wafer fabrication operations. In June 2009, Mr. Jain was promoted to Senior Vice President with expanded responsibility for managing test and assembly operations in addition to wafer fabrication operations. Prior to joining Maxim Integrated, Mr. Jain was with Intel Corporation as Plant Manager for Technology Development and Manufacturing Facility in Santa Clara, California from 2000. Mr. Jain holds a BS degree in Chemical Engineering from the Indian Institute of Technology at New Delhi, an MS degree in Chemical Engineering from Penn State University, and an MS degree in Electrical Engineering from Stanford University.

Bryan J. Preeshl joined Maxim Integrated in 1990 as a Senior Failure Analysis Engineer and held various senior management roles in the quality organization before being promoted to Vice President of Quality in 2010. Bryan manages manufacturing quality, reliability, failure analysis, document control, and our worldwide customer quality efforts. He has implemented world-class quality and reliability processes and is ultimately responsible for our continuous quality improvement efforts. Prior to joining Maxim Integrated, Bryan held numerous quality-related positions at National Semiconductor, ZyMOS, Monolithic Memories, and Advanced Micro Devices. He has a degree in Electronics Engineering Technology from the DeVry Institute of Technology in Phoenix, Arizona.

David Loftus joined Maxim Integrated as its Vice President of Worldwide Sales and Marketing in November 2015. He is responsible for the company's customer-facing organizations, which include Sales, Customer Operations, Field Applications Engineering, Distribution and Marketing. Immediately prior to joining Maxim Integrated, David led Worldwide Insights, a management consulting firm he founded in Atlanta. Earlier, he led the worldwide sales organizations for Cypress Semiconductor and Intersil Corporation. Before his tenure at Intersil, David spent 17 years

Executive Compensation (continued)

with Xilinx, as Vice President and General Manager for its Spartan Products Division and as Vice President and Managing Director for the company's Asia Pacific operations, where he doubled its regional revenue in three years. David earned a BS in Electrical Engineering and a Masters in Management from Georgia Institute of Technology.

Sumeet Gagneja joined Maxim Integrated in January 2011. Mr. Gagneja has served as Maxim Integrated's Vice President and Principal Accounting Officer since August 2017 and has served as Maxim Integrated's Corporate Controller since August 2016. Prior to that, Mr. Gagneja served as Maxim Integrated's Managing Director of Internal Audit from November 2013 to August 2016, Maxim Integrated's Managing Director of Finance from September 2013 to November 2013, and Maxim Integrated's Executive Director of Finance from January 2011 to August 2013. Prior to joining Maxim Integrated, Mr. Gagneja held various finance positions at Broadcom Limited (previously Avago Technologies) and Intel Corporation. Mr. Gagneja received a B.S. in Mechanical Engineering from Punjab Engineering College, a M.S. degree in Mechanical Engineering from Wayne State University, and a M.B.A. degree from the University of Michigan (Stephen M. Ross) School of Business.

CEO Pay Ratio

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, we are providing the following information regarding the annual total compensation of our employees and the annual total compensation of our CEO. For fiscal year 2018:

- The annual total compensation of our CEO was \$8,085,050.
- The median of annual total compensation of all employees of our company (other than our CEO), was \$22,052.
- Our CEO's total annual compensation was approximately 366 times that of our median employee.

To determine the median of the annual total compensation of our employees, we applied the following methodology and material assumptions:

- We identified our median employee by considering an employee population as of April 30, 2018.
- To identify the median employee, we used a consistently applied compensation measure that included total compensation. Salaries were annualized for all permanent employees who were employees for less than the full fiscal year or who were on an unpaid leave of absence during a portion of the year.
- We did not use any cost-of-living adjustments in identifying the median employee. We have a globally diverse workforce with approximately 65% of our total employees located outside the United States in locations where the cost of living and wages are significantly below the United States, including the Philippines and Thailand.
- We determined the elements of the median employee's compensation for fiscal year 2018 in accordance with Item 402(c)(2)(x) of Regulation S-K.
- The annual total compensation of our CEO is the amount reported in the "Total" column of our 2018 Summary Compensation Table.

We believe our pay ratio presented above is a reasonable estimate. The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions. As such, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Compensation Discussion and Analysis

The following discussion and analysis of compensation arrangements of our Chief Executive Officer (“CEO”), Chief Financial Officer, and other three (3) most highly compensated executive officers during fiscal year 2018 (the “Named Executive Officers”) should be read together with the compensation tables and related disclosures set forth below. This discussion contains forward-looking statements that are based on our current plans, considerations, expectations, and determinations regarding future compensation programs. The actual amount and form of compensation and the compensation programs that we adopt may differ materially from programs as summarized in this discussion.

Overview

The Compensation Committee is responsible for establishing, implementing, and monitoring adherence with our compensation philosophy. As of September 28, 2018, we have seven executive officers, five of whom are our Named Executive Officers. Details of fiscal 2018 compensation for our Named Executive Officers can be found in the Summary Compensation Table.

This Compensation Discussion and Analysis provides a review of our executive compensation philosophy, policies and practices for our executive officers and how it applies to our Named Executive Officers specifically. The discussion focuses on our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. In this Compensation Discussion and Analysis, we address why we believe our executive compensation program is appropriate for us and our stockholders and explain how executive compensation is determined.

Executive Compensation Philosophy and Components

The objectives of our executive compensation program are as follows:

- to attract, retain, motivate, and reward the best and brightest executives who have the talent and experience required to achieve our goals;
- to align the short-term and long-term interests and objectives of our executive officers with our stockholders;
- to create a high-performance culture by linking total rewards to Company performance, including performance relative to our peers;
- to recognize our executives for their contributions to our success by rewarding individual performance; and
- to ensure that our executive compensation program is easily understood by program participants and our shareholders.

We accomplish these objectives by providing our executive officers with compensation components that are specifically linked to either short-term or long-term corporate and executive performance. The majority of our executive compensation is short-term or long-term variable compensation. The principal components of our executive compensation are:

- base salary;

- cash performance bonuses; and
- equity awards (in the form of restricted stock units and market stock units).

Each of these components is intended to achieve one or more of our compensation objectives. The Compensation Committee relies on its judgment in determining the appropriate mix of cash and equity compensation for our executive officers. In general, to encourage a high-performance culture and to align the interests of our executive officers with those of our stockholders, the Compensation Committee makes a significant portion of each executive officer’s compensation performance-based with cash performance bonuses and equity awards, while generally keeping base salaries modest relative to competitive market norms. Our variable cash and equity programs are designed to reward recent performance with cash compensation and to motivate long-term performance and retention through equity awards. Both programs are also designed to reward our executive officers both for individual and overall corporate performance. Such a structure allows the Compensation Committee flexibility to reward outstanding individual performance and to recognize the contributions of our executive officers to the overall success of Maxim Integrated.

Best Practices Followed at Maxim Integrated

Tax Considerations

162(m) of the Code states that public companies cannot deduct compensation paid to certain of its top executive officers in excess of \$1 million per officer per year. Historically, we have believed it was in our best interest, to the extent practical, to have executive officer compensation be fully deductible under Section 162(m). The Tax Cuts and Jobs Act, which was signed into law in December of 2017 (the “Tax Act”), eliminated the performance-based compensation exception, effective for fiscal years beginning after December 31, 2017, such that compensation paid to our Named Executive Officers in excess of \$1 million will be not deductible unless it qualifies for transition relief applicable to certain arrangements in effect on November 2, 2017. As a result, for fiscal years beginning after December 31, 2017, certain amounts of compensation may fail to be deductible under Section 162(m). However, the Compensation Committee also retains the discretion to provide compensation that may not be fully deductible. There is no guarantee that all compensation paid by the Company will be deductible for federal income tax purposes. The Compensation Committee may decide, in its discretion, to pay incentive-based compensation or grant equity awards that may not be deductible for purposes of Section 162(m) of the Code.

Stock Ownership Guidelines

We have stock ownership guidelines for our CEO and members of our board of directors. These guidelines require our CEO to own shares of our common stock with a value of at least four (4) times his annual base salary and our non-employee directors to own shares of common stock with a value of at least three (3) times the annual retainer

paid to non-employee directors. Our stock ownership guidelines are available on the Investor Relations section of our website at <http://investor.maximintegrated.com/corporate-governance>.

Executive Compensation Recoupment Policy

The Company has a policy that provides that in the event of a material restatement of its financial results due to misconduct, the Compensation Committee shall review the facts and circumstances and take actions it considers appropriate with respect to the compensation of any executive officer whose fraud or willful misconduct contributed to the need for such restatement. Such actions may include, without limitation, seeking reimbursement of any bonus paid to such executive officer exceeding the amount that, in the judgment of the Compensation Committee, would have been paid had the financial results been properly reported.

Hedging Prohibition and Restrictions on Pledging Company Securities

The Company has a policy that prohibits all of its executive officers and members of the board of directors from engaging in hedging transactions involving the Company’s securities as well as limiting the amount of Company securities that the board of directors and executive officers may pledge. This policy is described in the “Corporate Governance and Board of Directors Matters” section of this Proxy Statement above. Currently, no shares of the Company have been pledged by any of the Company’s executive officers or members of the board of directors.

Governance of Executive Officer Compensation Program

Role and Members of the Compensation Committee

The members of our Compensation Committee are appointed by our board of directors. The Compensation Committee is responsible for determining executive officer compensation. As of the record date, the Compensation Committee was comprised of three (3) members of the board of directors, Tracy C. Accardi, James R. Bergman, and Robert E. Grady, each of whom is an independent, non-employee director. Since November 2016, Mr. Bergman has served as Chair of the Compensation Committee.

The primary purpose of the Compensation Committee is to:

- review and approve corporate goals and objectives relevant to the compensation of our CEO and certain other executive officers,

evaluate CEO performance, and determine CEO compensation based on this evaluation;

- approve and oversee, in consultation with our CEO, the total compensation package for certain executive officers, including their base salaries, cash performance bonuses, equity awards, severance benefits and change-in-control benefits (if any);
- oversee its compensation consultant;
- review periodically and make recommendations to the board of directors regarding any equity or long-term compensation plans, and administer these plans; and
- make recommendations to the board of directors with respect to compensation for members of the board of directors and its committees.

Compensation Discussion and Analysis (continued)

The Compensation Committee operates according to a charter that details its specific duties and responsibilities. The Compensation Committee periodically reviews the charter and recommends proposed changes to the board of directors for approval. The Compensation Committee charter is available on our website in the Corporate Governance section at <http://investor.maximintegrated.com/corporate-governance>. The charter sets forth the membership requirements, authority and duties of the Compensation Committee, which shall consist of no fewer than two (2) members, all of whom (i) meet the independence requirements of the NASDAQ rules, (ii) are “non-employee directors” under the definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act, and (iii) are “outside directors” for purposes of the regulations promulgated under Section 162(m) of the Code. During fiscal year 2018, and currently, all members of the Compensation Committee met these criteria.

Process for Evaluating Executive Officer Performance and Compensation

The Compensation Committee generally holds at least four (4) scheduled meetings during the year and holds additional meetings periodically to review and discuss executive compensation issues. The Compensation Committee Chair will also provide an update to the board of directors during a regularly scheduled meeting regarding Compensation Committee matters when appropriate. In addition, members of the Compensation Committee communicate on an informal basis concerning Compensation Committee matters throughout the fiscal year. The Compensation Committee may also consider and take certain actions by unanimous written consent. In fiscal year 2018, the Compensation Committee held six (6) meetings and took no actions by unanimous written consent.

Our Chief Human Resources Officer and our Corporate Secretary support the Compensation Committee in its work. The Compensation Committee also has the authority to engage the services of outside advisors, experts and others for assistance.

Outside Compensation Consultant

In fiscal year 2018, the Compensation Committee engaged an independent, compensation consulting firm, Compensia, to advise the Compensation Committee and the board of directors on executive cash and equity compensation matters as well as board and board committee compensation. Compensia reports directly to the Compensation Committee, and the Compensation Committee has sole authority to hire, terminate and direct the work of Compensia. The Compensation Committee has assessed the independence of Compensia pursuant to the NASDAQ listing standards and SEC rules and concluded that Compensia’s work for the Compensation Committee does not raise any conflicts of interest. For further discussion of the role of the Compensation Committee in the executive compensation decision-making process, and for a description of the nature and scope of Compensia’s assignment, see “Executive Compensation Positioning” below.

Role of Management in Executive Compensation Process

The Compensation Committee seeks input from our CEO and the Chief Human Resources Officer to obtain recommendations with respect to our compensation programs, practices and policies for executive officers. Our CEO’s role in the compensation-setting process consists of (i) evaluating executive and employee performance; (ii) assisting in the establishment of business performance targets and objectives; and (iii) recommending base salary levels and equity awards. While the Compensation Committee may discuss our CEO’s compensation package with him, it meets in executive session in his absence to determine his compensation.

Executive Compensation Positioning

In May 2017, based on the recommendations of Compensia, and in consultation with our executive management, the Compensation Committee approved a compensation peer group to be used to better understand the competitive market for purposes of setting executive compensation for fiscal year 2018. In determining the appropriate compensation peer group, the Compensation Committee considered companies within the semiconductor industry that have revenue,

market capitalization, number of employees, and operations similar to our corresponding components. Many of the companies in this peer group compete with us for executive talent. In May 2018, the Compensation Committee, in consultation with executive management and Compensia, reviewed and updated the compensation peer group.

Compensation Discussion and Analysis (continued)

The compensation peer group members for fiscal year 2018 are as follows:

Advanced Micro Devices	MKS Instruments
Analog Devices	Monolithic Power Systems
Cirrus Logic	ON Semiconductor
Cypress Semiconductor	Qorvo
First Solar	Semtech
Integrated Device Tech	Silicon Laboratories
KLA-Tencor	Skyworks Solutions
Marvell Technology Group	Teradyne
Microchip Technology	Texas Instruments
	Xilinx

The Compensation Committee included Texas Instruments (a larger company), Integrated Device Tech, Monolithic Power Systems, Semtech, and Silicon Laboratories in the peer group for reference purposes only as each compete with us for executive talent.

The Compensation Committee does not target pay at a specific target percentile. Rather, the Compensation Committee believes that fixed compensation (primarily base salary) should be relatively modest and that variable compensation (primarily annual performance bonus and long-term incentive opportunities) should provide meaningful upside opportunities tied to performance. In addition, the Compensation Committee believes compensation opportunities should reflect Company performance, individual roles and performance and retention factors. Consistent with the foregoing, when setting each compensation component and total compensation opportunities, the Compensation Committee considers the following factors in addition to competitive market data:

- the Company's overall performance relative to peers and established objectives;
- each individual's skills, job scope, experience, and qualifications relative to other similarly-situated executives at peer companies;
- the Company's internal value for a position relative to other positions or market practices;
- a subjective assessment of each individual's contributions to the Company's overall performance, ability to lead his or her business unit or function, work as part of a team, and reflect the Company's core values; and
- the Company's ability to retain "critical talent."

These factors provide the framework for our Compensation Committee's decision-making. No single factor above is determinative in setting pay levels, nor is the impact of any one factor on the determination of pay levels quantifiable.

Evaluation of Named Executive Officer Compensation

Fiscal 2018 Compensation Plan for Executive Officers—Advisory Vote on Executive Compensation

At our 2016 and 2017 Annual Meetings of Stockholders, approximately 93% and 95%, respectively, of the votes with respect to the advisory proposal on the compensation of our named executive officers were voted in favor of our executive compensation program described in the applicable year's proxy statement. The Compensation Committee considered these results and, in light of the strong support we received from our stockholders with respect to our fiscal 2016 and 2017 executive compensation programs, the Compensation Committee did not believe that any significant changes were necessary or advisable with respect to the fiscal 2018 executive compensation program, except as stated herein.

Consequently, the fiscal 2018 executive compensation program was substantially similar to the fiscal 2017 executive compensation program except with respect to our MSU program.

Base Salary

Base salaries are used to attract, motivate, and retain highly qualified executives. Base salary is the primary fixed component of compensa-

tion in the executive compensation program and, in addition to the broader principles summarized above, is determined by:

- level of responsibility and Company impact;
- pay levels of similar positions in our peer group;
- expertise and experience of the executive; and
- competitive conditions in the industry.

Annual base salary increases, if any, are, in addition to the broader principles summarized above, a reflection of:

- the individual's performance for the preceding year;
- the Company's performance;
- the individual's pay level relative to similar positions in our peer group;
- anticipated future contributions of the executive; and
- competitive conditions in the industry.

For the Named Executive Officers, base salaries are generally relatively modest compared to the base salaries paid to similarly situated executives in the compensation peer group companies.

Compensation Discussion and Analysis (continued)

Fiscal 2018 Base Salary Actions

The Compensation Committee, after a review of individual and overall performance, as well as market practices for executive compensation, approved base salary increases for our Named Executive Officers as set forth in the table below:

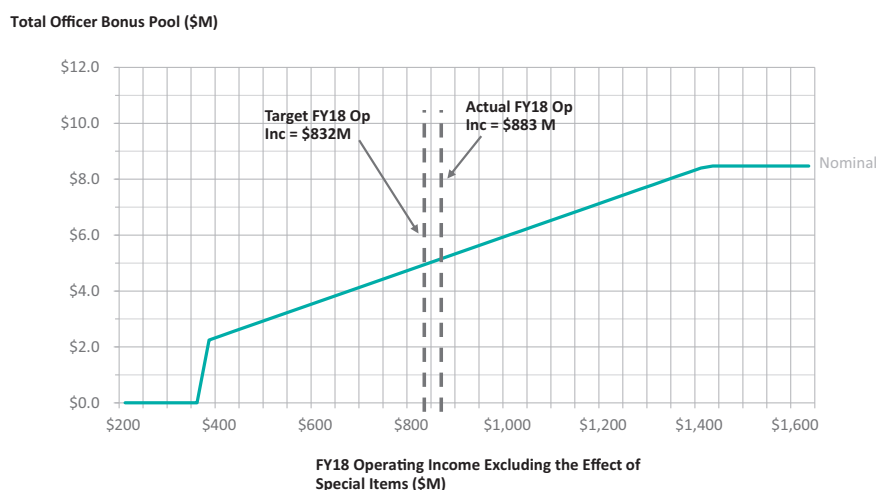
Named Executive Officer	Title	Annualized Fiscal 2018 Base Salary (\$)	% Increase from 2017
Tunç Doluca	President and Chief Executive Officer	700,000	6.1
Bruce E. Kiddoo	Senior Vice President and Chief Financial Officer	455,000	4.6
Edwin B. Medlin	Senior Vice President and General Counsel	420,000	5.0
Vivek Jain	Senior Vice President, Technology and Manufacturing Group	435,000	3.6
David Loftus	Vice President, Worldwide Sales and Marketing	375,000	12.6

Fiscal 2018 Annual Cash Performance Bonuses under 2018 Compensation Plan

In September 2017, the Compensation Committee approved a cash incentive compensation plan for our CEO and all officers then reporting to our CEO, including Messrs. Kiddoo, Medlin, Jain, Loftus, Neil, and Preeshl (the “FY18 Bonus Pool Officers”), applicable to fiscal year 2018 performance. The following is a description of the fiscal year 2018 annual bonus pool:

- **Target Bonus Pool Size:** The target aggregate cash bonus pool was an amount equal to 0.58% of the Company’s operating income as determined under GAAP, excluding the effect of special items.
- **Target Operating Income:** The target operating income at the beginning of fiscal year 2018 was approximately \$832 million.
- **Total Funded Bonus Pool:** The aggregate cash bonus funded by the Company and available for distribution to our CEO and the FY18 Bonus Pool Officers was 0.696% of actual annual operating income as determined under GAAP, excluding the effect of special items, to accommodate above nominal individual performance.
- **Minimum Performance Bonus:** In the event actual fiscal year 2018 operating income (excluding the impact of special items) was less than fifty percent (50%) of target operating income (excluding the impact of special items) of \$832 million, no annual cash bonus would have been payable to the executive officers.
- **Cap on Annual Cash Bonus:** In no event would the annual cash performance bonus payable to an executive officer exceed 200% of an executive officer’s annual target performance bonus amount, determined based on total funded bonus pool.

The chart below depicts the calculation of the aggregate bonus pool to be distributed to our CEO and all officers reporting to our CEO:



Compensation Discussion and Analysis (continued)

Selection of Operating Income and Modulators of Bonus Pool

We selected operating income as the primary program metric (as a basis to determine the overall size of the cash bonus pool) because we deem it to be an objective and clear measure of our operating performance. It demonstrates efficiency of Company performance and aligns financial reporting with compensation calculations and cannot be easily manipulated. We selected product development execution metrics to measure top-line growth and productivity.

Individual Performance Goal

Our Compensation Committee (with input from our full board) evaluates the performance of our CEO based on achieving fiscal year 2018 revenue plan, achieving fiscal year 2018 product development targets, and company performance along various vectors, including, but not limited to, new technology, growth, employee talent, and other business development objectives. The Compensation Committee together with our CEO evaluates the performance of our executive officers based on various performance factors, including, but not limited to, performance to goals, leadership and sense of urgency, and collaboration.

Formula to Calculate Individual Bonuses:

$$\text{Individual Impact Points \%} \times \text{Individual Performance Goal \%} \times \text{Performance Bonus Pool} = \text{Performance Bonus}$$

Actual Results for Fiscal Year 2018 under Cash Bonus Pool and Bonus Payouts to Executive Officers

In September 2018, the Compensation Committee approved cash bonuses for our CEO and the FY18 Bonus Pool Officers for their performance during fiscal year 2018. The following are actual results for fiscal year 2018:

- *Fiscal Year 2018 Operating Income:* The Company's fiscal year 2018 operating income as determined under GAAP, excluding the

Impact Points, Allocation of Bonus Pool to Executive Officers

Each executive officer's share of the bonus pool is dependent upon his or her impact points, which are determined at the beginning of the fiscal year and subject to adjustment following the completion of the fiscal year. The number of impact points is based in part on the executive officer's level of responsibility and relative value of the executive officer's impact on Maxim Integrated's performance as compared to the other executive officers for the fiscal year. Impact points are expressed as a percentage of the pool. Each participant's share of the bonus pool equaled the product of (a) the percentage determined by taking his or her total impact points, as approved by the Compensation Committee at the end of the fiscal year, and dividing them by the total number of impact points allocated to all executive officers, (b) their individual performance, which is measured as a percentage of the executive officer's performance goals met over the period, and (c) the bonus pool calculated as described above.

effect of special items, was \$883 million compared to \$751 million in fiscal year 2017, a 18% increase.

- *Fiscal Year 2018 Total Bonus Payouts:* The total cash bonus funded by the Company and available for distribution to our CEO and the FY18 Bonus Pool Officers was \$6.1 million, of which \$5.9 million was distributed to our CEO and the FY18 Bonus Pool Officers.

Fiscal Year 2018 Performance Bonuses Paid to the Named Executive Officers

The table below sets forth each Named Executive Officer's performance bonus as approved by the Compensation Committee for fiscal year 2018 performance:

Named Executive Officer	Impact Points (As a %)	FY18 Target Performance Bonus Amount Under Target Bonus Pool (\$)	Amount of FY18 Performance Bonus Paid Under Bonus Pool (\$)
Tunç Doluca	40.0	1,930,000	2,450,000
Bruce E. Kiddoo	15.0	724,000	923,000
Edwin B. Medlin	11.0	531,000	671,000
Vivek Jain	11.0	531,000	675,000
David Loftus	11.0	531,000	552,000

Compensation Discussion and Analysis (continued)**Equity Compensation under 2018 Compensation Program**

We believe equity compensation is an effective way to align the interests of our executive officers with those of our stockholders in order to achieve long-term stock price growth. In designing our equity compensation program, we take into account stockholder concerns about stock usage and dilution. Equity awards are granted by the Compensation Committee or the Management Committee at duly noticed meetings. In fiscal 2018, we utilized a mix of restricted stock units and market stock units to compensate our executive officers. We believe that market stock units align our executive officers' interests with those of our stockholders, as the executive officers benefit from future stock price appreciation relative to an index, while restricted stock units also align our executive officers' interests with those of our shareholders while also promoting strong current retention incentives for Maxim Integrated's executive officers.

We did not grant any stock options in fiscal year 2018.

Equity Awards for Fiscal Year 2018**Market Stock Units**

An aggregate award of 152,000 market stock units at target was made in September 2017 to our current executive officers reporting to our CEO, including the Named Executive Officers. These MSUs will be earned, if at all, on August 15, 2021, in each case subject to continued employment on the applicable date when the Compensation Committee determines our relative performance for the four-year performance period. The number of MSUs that will ultimately be earned and issued is based on the Total Shareholder Return (TSR) of

the Company relative to the TSR of the other companies included in the SPDR S&P Semiconductor Index (XSD) for the four-year performance period (the "Performance Period Shares") and in no event may the maximum number of shares be greater than 200% of target and the minimum number may be zero. Further, MSUs may be earned annually for the first three years of the four-year performance period based upon the TSR of the Company relative to the TSR of the other companies included in the XSD (the "Annual Banked Shares") provided that the recipient is continually employed by the Company at the end of the four-year performance period. At the end of the four-year measurement period, the recipient will vest in the greater of the Performance Period Shares and the Annual Banked Shares. These MSUs vest, if any, subject to continued service through the end of the four-year cliff period and, for certain individuals satisfying specific eligibility requirements, continued vesting post-employment.

Restricted Stock Units

Our current executive officers reporting to our CEO, including the Named Executive Officers, were granted an aggregate of 113,000 restricted stock units in September 2017. These restricted stock units vest in equal amounts over four (4) quarters in 2021, subject to continued service through each such date and, for certain individuals satisfying specific eligibility requirements, continued vesting post-employment.

Although we believe that long-term equity incentives are an important part of our compensation program and that they align the interests of our executives with those of our stockholders, we also recognize the importance of limiting the stockholder dilution associated with our equity compensation programs.

The table below depicts the number of restricted stock units and MSUs granted to the Named Executive Officers in fiscal year 2018:

Name	# of Restricted Stock Units Granted in Sept. 2017	# of MSU at Target granted in Sept. 2017
Tunç Doluca	40,000	64,000
Bruce E. Kiddoo	15,000	24,000
Edwin B. Medlin	11,000	17,600
Vivek Jain	11,000	17,600
David Loftus	29,000	17,600

Employee Stock Purchase Plan

Our stockholders approved the 2008 ESP Plan at the 2008 Annual Meeting of Stockholders and approved amendments to the 2008 ESP Plan to increase the number of shares available for issuance under the 2008 ESP Plan at each of the Annual Meetings of Stockholders held from 2009 to 2017. Pursuant to the 2008 ESP Plan, employees and officers who meet certain eligibility qualifications are able to purchase Maxim Integrated's common stock at a discount of up to

fifteen percent (15%) from the market price of such shares on the offer date or purchase date, whichever is lesser. Employee contributions are made through payroll deductions.

Benefits and Perquisites

Maxim Integrated's philosophy regarding benefits for our employees, including executive officers, is that they should be competitive with the market in order to attract and retain a high-quality workforce,

Compensation Discussion and Analysis (continued)

meet the needs of our employees, encourage employee well-being, and provide protection from catastrophic events. We provide medical, dental and vision insurance coverage to executives that are generally available to other full-time employees, including basic group life insurance and disability insurance. For all management employees, including our executive officers, we pay the premiums for executive life insurance and executive disability. We also offer a tax qualified 401(k) plan in which all U.S. based employees, including officers, are eligible to participate. All of our Named Executive Officers participated in our 401(k) plan during fiscal year 2018. In fiscal year 2018, employees were eligible to receive a matching contribution from Maxim Integrated equal to one hundred percent (100%) of the before-tax contributions made by the employee up to three percent (3%) of total cash compensation subject to a maximum cap of \$11,000.

The Compensation Committee reviews the perquisites provided to executive officers as part of its overall review of executive compensation. The Compensation Committee has determined the type and amount paid in perquisites to be within the appropriate range of competitive compensation practices. Details regarding the Named Executive Officer's perquisites, including the fiscal year 2018 cost to Maxim Integrated, are shown in the Summary Compensation Table under the "All Other Compensation" column and the accompanying narrative.

Employment Agreements

Several years ago, we entered into an at-will employment agreement with Mr. Doluca. The agreement does not grant any right to be retained by us, and we may terminate the employment of Mr. Doluca either with or without cause at any time. In the event of any termination of employment by Maxim Integrated, all compensation and benefits, except benefits provided by law (e.g., COBRA health insurance continuation benefits) immediately cease to accrue. However, in the event of termination of employment by Maxim Integrated without cause, severance payments are to be made in accordance with our normal policy then in effect, if any, or as otherwise mutually agreed between Maxim Integrated and Mr. Doluca.

This agreement provides that if Mr. Doluca terminates his full-time employment with us and his written notice of termination provides that he is willing to provide certain consulting services to us, we will make health insurance coverage available to him and his family during the period of provision of such services (or willingness to provide services) by Mr. Doluca. The terms of his service, unless otherwise

agreed, will provide for part-time services (up to one (1) day per month) and annual compensation equal to at least five percent (5%) of his base salary at the time of termination, provided that services are rendered. Health insurance coverage will be similar to that under the group health plan we maintain for our employees.

During the ten-year period following the notice of termination, Mr. Doluca will pay the same amount for health coverage as a similarly situated full-time employee is required to pay for coverage under our group health plan. After such ten-year period, he will pay us what the cost of the coverage would be if it were being provided pursuant to COBRA health insurance continuation benefits. In the event of Mr. Doluca's death while receiving health insurance coverage, his spouse is eligible for health insurance coverage until death so long as the surviving spouse pays for the coverage. In the event Mr. Doluca becomes disabled while receiving health insurance coverage, he is deemed to have met his service obligations to us during the disability period. Upon reaching age sixty-five (65), Medicare becomes the primary payer of medical expenses incurred by Mr. Doluca. All of such continued health insurance coverage terminates upon the occurrence of certain disqualifying events, including, but not limited to, if he competes with Maxim Integrated or becomes eligible for health insurance coverage elsewhere. In addition, Mr. Medlin is eligible to participate in our executive retiree medical benefit program.

Post-Employment Obligations

The at-will employment agreement with Mr. Doluca provides that in the event of termination of employment by Maxim Integrated without cause, severance payments are to be made in accordance with our normal policy then in effect, if any, or as otherwise mutually agreed between Maxim Integrated and Mr. Doluca. Maxim Integrated does not currently have any normal policy with respect to severance payments to former executives.

Reasonableness of Compensation

The Compensation Committee believes it is fulfilling our compensation objectives and in particular, rewarding executive officers in a manner that supports our pay-for-performance philosophy. Executive compensation is tied to our performance and is structured to ensure that there is an appropriate balance between our long-term and short-term performance, and also a balance between our operational performance and stockholder return. The Compensation Committee believes the average target pay position relative to market and pay mix are reasonable and appropriate.

Compensation Committee Report

Our Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, our Compensation Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and in our Annual Report on Form 10-K for the fiscal year ended June 30, 2018.

Compensation Committee

James R. Bergman, Chair

Tracy C. Accardi

Robert E. Grady

Summary Compensation Table

The compensation for Maxim Integrated's Named Executive Officers for all services rendered in all capacities to Maxim Integrated and its subsidiaries during the fiscal years ended June 30, 2018, June 24, 2017, and June 25, 2016 is set forth below.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards		Non-Equity Incentive Plan Compensation (\$) ⁽³⁾	All Other Compensation (\$)	Total (\$)
				Restricted Stock Unit Awards (\$) ⁽¹⁾	Market Share Unit Awards (\$) ⁽²⁾			
Tunç Doluca President and Chief Executive Officer	2018	700,000	—	1,654,047	3,265,920	2,450,000	15,083 ⁽⁶⁾	8,085,050
	2017	660,000	—	1,415,413	2,356,817	2,135,844	16,045 ⁽⁷⁾	6,584,119
	2016	600,000	—	1,091,347	1,687,227	1,459,986	16,045 ⁽⁸⁾	4,854,605
Bruce E. Kiddoo Senior Vice President and Chief Financial Officer	2018	455,000	—	620,268	1,224,720	923,000	5,650 ⁽⁹⁾	3,228,638
	2017	435,000	50,000	537,499	894,994	797,562	6,477 ⁽¹⁰⁾	2,721,532
	2016	410,000	75,000	597,366	736,258	689,210	6,262 ⁽¹¹⁾	2,514,095
Edwin B. Medlin Senior Vice President and General Counsel	2018	420,000	—	454,863	898,128	671,000	10,991 ⁽¹²⁾	2,454,982
	2017	400,000	25,000	376,249	626,496	520,443	12,322 ⁽¹³⁾	1,960,510
	2016	370,000	50,000	317,467	490,838	428,584	11,799 ⁽¹⁴⁾	1,668,688
Vivek Jain Senior Vice President, Technology and Manufacturing Group	2018	435,000	—	454,863	898,128	675,000	13,980 ⁽¹⁵⁾	2,476,971
	2017	420,000	75,000	429,999	715,995	632,642	14,843 ⁽¹⁶⁾	2,288,479
	2016	410,000	50,000	436,516	674,962	599,922	14,579 ⁽¹⁷⁾	2,185,979
David Loftus⁽⁴⁾ Vice President, Worldwide Sales and Marketing	2018	375,000	—	1,245,045 ⁽⁵⁾	898,128	552,000	11,575 ⁽¹⁸⁾	3,081,748
	2017	330,000	—	278,496	289,829	544,982	10,748 ⁽¹⁹⁾	1,454,055

(1) The aggregate grant date fair value of restricted stock units awarded in fiscal years 2018, 2017 and 2016, respectively, computed in accordance with FASB ASC Topic 718. In each case, the aggregate grant date fair value disregards an estimate of forfeitures. The assumptions used in the valuation of these awards are set forth in Note 6, "Stock-Based Compensation," of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the fiscal year ended June 30, 2018.

(2) Represents the aggregate grant date fair value of MSUs awarded in fiscal years 2018, 2017, and 2016 computed in accordance with FASB ASC Topic 718. The aggregate grant date fair value disregards an estimate of forfeitures. The assumptions used in the valuation of these awards are set forth in Note 6, "Stock-Based Compensation," of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the fiscal year ended June 30, 2018.

(3) Reflects payments earned under the non-equity incentive plan that were paid in the subsequent fiscal year. These payments are performance bonuses under Maxim Integrated's bonus plan for officers.

(4) Mr. Loftus was not a named executive officer prior to fiscal year 2017.

(5) Includes top-off grants to bring Mr. Loftus in line with the market.

(6) Reflects Mr. Doluca's Company paid (i) executive disability premium of \$4,083 and (ii) matching 401(k) contributions of \$11,000.

(7) Reflects Mr. Doluca's Company paid (i) executive disability premium of \$5,445 and (ii) matching 401(k) contributions of \$10,800.

(8) Reflects Mr. Doluca's Company paid (i) executive disability premium of \$5,445 and (ii) matching 401(k) contributions of \$10,600.

(9) Reflects Mr. Kiddoo's Company paid (i) executive disability premium of \$2,850 and (ii) matching 401(k) contributions of \$2,800.

(10) Reflects Mr. Kiddoo's Company paid (i) executive disability premium of \$3,800 and (ii) matching 401(k) contributions of \$2,677.

(11) Reflects Mr. Kiddoo's Company paid (i) executive disability premium of \$3,800 and (ii) matching 401(k) contributions of \$2,462.

(12) Reflects Mr. Medlin's Company paid (i) executive disability premium of \$3,276 and (ii) matching 401(k) contributions of \$7,715.

(13) Reflects Mr. Medlin's Company paid (i) executive disability premium of \$4,368, and (ii) matching 401(k) contributions of \$7,954.

(14) Reflects Mr. Medlin's Company paid (i) executive disability premium of \$4,368, and (ii) matching 401(k) contributions of \$7,431.

(15) Reflects Mr. Jain's Company paid (i) executive disability premium of \$2,984, and (ii) matching 401(k) contributions of \$10,996.

(16) Reflects Mr. Jain's Company paid (i) executive disability premium of \$3,979, and (ii) matching 401(k) contributions of \$10,865.

(17) Reflects Mr. Jain's Company paid (i) executive disability premium of \$3,979, and (ii) matching 401(k) contributions of \$10,600.

(18) Reflects Mr. Loftus's Company paid matching 401(k) contributions of \$11,575.

(19) Reflects Mr. Loftus's Company paid matching 401(k) contributions of \$10,748.

Grants of Plan-Based Awards

The following table shows certain information regarding grants of plan-based awards to the Named Executive Officers for the fiscal year ended June 30, 2018, which includes estimated possible performance bonuses under our cash bonus plan and equity grants.

Grants of Plan-Based Awards in Fiscal Year 2018

Name	Grant Date	Estimated Possible Payouts under Non-Equity Incentive Plan Awards		All Other Stock Awards: Number of Restricted Stock Units (#)	Grant Date Fair Value of Stock Awards (\$) ⁽²⁾
			Target (\$) ⁽¹⁾		
Tunç Doluca	9/5/2017		1,930,000	104,000	4,919,967
Bruce E. Kiddoo	9/5/2017		724,000	39,000	1,844,988
Edwin B. Medlin	9/5/2017		531,000	28,600	1,352,991
Vivek Jain	9/5/2017		531,000	28,600	1,352,991
David Loftus	9/5/2017		531,000	46,600	2,143,173

(1) An individual's target is calculated based on such individual's impact points and the target aggregate cash bonus pool equal to 0.58% of the target operating income at the beginning of fiscal year 2018, which was approximately \$832 million. In the event actual fiscal year 2018 operating income (excluding the impact of special items) was less than fifty percent (50%) of target operating income (excluding the impact of special items) of \$832 million, no annual cash bonus would have been payable to the executive officers. In no event would the annual cash performance bonus payable to an executive officer exceed 200% of an executive officer's annual target performance bonus amount, determined based on total funded bonus pool.

(2) This column reflects the aggregate grant date fair value of all awards on the grant date computed in accordance with FASB ASC 718 and disregards an estimate of forfeitures related to service-based vesting conditions. The assumptions used in the valuation of these awards are set forth in Note 6, "Stock-Based Compensation," of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the fiscal year ended June 30, 2018.

Outstanding Equity Awards at June 30, 2018

The following table provides certain information regarding outstanding equity awards as of June 30, 2018 held by the Named Executive Officers.

Outstanding Equity Awards at June 30, 2018

Name	Option Awards				Restricted Stock Unit Awards		Market Stock Unit Awards	
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$) ⁽¹⁾	Number of shares or units of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$) ⁽²⁾
Tunç Doluca	167,088	—	27.30	9/4/2019	137,552 ⁽³⁾	8,068,800	250,124 ⁽⁴⁾	14,672,274
	170,000	—	28.16	9/3/2020	—	—	—	—
Bruce E. Kiddoo	58,062	—	28.16	9/3/2020	55,560 ⁽⁵⁾	3,259,150	97,840 ⁽⁶⁾	5,739,294
Edwin B. Medlin	46,112	—	27.30	9/4/2019	40,860 ⁽⁷⁾	2,396,848	64,460 ⁽⁸⁾	3,781,224
	35,000	—	28.16	9/3/2020	—	—	—	—
	25,660	—	28.44	12/3/2020	—	—	—	—
Vivek Jain	20,000	—	28.16	9/3/2020	46,120 ⁽⁹⁾	2,705,399	84,572 ⁽¹⁰⁾	4,960,994
David Loftus	—	—	—	—	60,924 ⁽¹¹⁾	3,573,802	25,372 ⁽¹²⁾	1,488,322

(1) Market value is computed by multiplying the closing price (\$58.66 per share) of Maxim Integrated's common stock on the last trading day of the fiscal year (June 30, 2018) by the number of shares reported in the adjacent left column.

(2) Market value is computed by multiplying the closing price (\$58.66 per share) of Maxim Integrated's common stock on the last trading day of the fiscal year (June 30, 2018) by the number of shares reported in the adjacent left column.

(3) 19,000 shares vest over 2 consecutive quarters beginning on August 15, 2018. 39,052 shares vest in quarterly installments during calendar year 2019. 39,500 shares vest in quarterly installments during calendar year 2020. 40,000 shares vest in quarterly installments during calendar year 2021.

(4) 66,000 shares vest on August 15, 2018 and 56,924 shares vest on August 15, 2019 and 63,200 shares vest on August 15, 2020 and 64,000 shares vest on August 15, 2021, respectively, if specific performance metrics are met.

(5) 7,500 shares vest over 2 consecutive quarters beginning on August 15, 2018. 1,020 shares vest over 2 consecutive quarters beginning on August 15, 2018 and 17,040 shares vest in quarterly installments during calendar year 2021.

(6) 25,000 shares vest on August 15, 2018 and 24,840 shares vest on August 15, 2019 and 24,000 shares vest on August 15, 2020 and 24,000 shares vest on August 15, 2021, respectively, if specific performance metrics are met.

(7) 5,250 shares vest over 2 consecutive quarters beginning on August 15, 2018. 2,750 shares vest over 2 consecutive quarters beginning on August 15, 2018. 11,360 shares vest in quarterly

installments during calendar year 2019 and 10,500 shares vest in quarterly installments during calendar year 2020 and 11,000 shares vest in quarterly installments during calendar year 2021.

(8) 13,500 shares vest on August 15, 2018 and 16,560 shares vest on August 15, 2019 and 16,800 shares vest on August 15, 2020 and 17,600 shares vest on August 15, 2021, respectively, if specific performance metrics are met.

(9) 7,500 shares vest over 2 consecutive quarters beginning on August 15, 2018. 15,620 shares vest in quarterly installments during calendar year 2019 and 12,000 shares vest in quarterly installments during calendar year 2020 and 11,000 shares vest in quarterly installments during calendar year 2021.

(10) 25,000 shares vest on August 15, 2018 and 22,772 shares vest on August 15, 2019 and 19,200 shares vest on August 15, 2020 and 17,600 shares vest on August 15, 2021, respectively, if specific performance metrics are met.

(11) 8,884 shares vest over 2 consecutive quarters beginning on August 15, 2018 and 17,768 shares vest in quarterly installments during calendar year 2019. 7,772 shares vest in quarterly installments during calendar year 2020. 2,500 shares vest over 2 consecutive quarters beginning August 15, 2018 and 5,000 shares vest in quarterly installments during calendar year 2019 and 8,000 shares vest in quarterly installments during calendar year 2020 and 11,000 shares vest in quarterly installments during calendar year 2021.

(12) 7,772 shares vest on August 15, 2020 and 17,600 shares vest on August 15, 2021 respectively, if specific performance metrics are met.

Option Exercises and Stock Vested

The following table provides certain information regarding option exercises and vesting of restricted stock units and market stock units with respect to the Named Executive Officers during fiscal year 2018.

Option Exercises and Stock Vested in Fiscal Year 2018

Name	Option Awards		Restricted Stock and Market Stock Unit Awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$) ⁽¹⁾	Number of shares acquired on vesting (#)	Value realized on vesting (\$) ⁽²⁾
Tunç Doluca	154,468	4,744,357	38,000	2,058,175
Bruce E. Kiddoo	75,000	1,914,326	17,040	922,929
Edwin B. Medlin	—	—	15,750	854,213
Vivek Jain	20,000	449,786	15,000	812,438
David Loftus	—	—	20,268	1,109,297

(1) The value realized on exercise is the number of shares acquired on exercise multiplied by the difference between the market price upon exercise and the exercise price.

(2) The value realized is the number of shares vesting multiplied by the fair market value of Maxim Integrated's common stock on the respective vesting date.

Non-Qualified Deferred Compensation

We do not have any non-qualified deferred compensation agreements, plans or arrangements for and as of the year ended June 30, 2018 with respect to the Named Executive Officers.

Employment Contracts and Change in Control Arrangements

Mr. Doluca is a party to an agreement with us, pursuant to which he may be entitled to certain severance payments and benefits under the specified circumstances.

For further information and detail regarding the above-mentioned agreements and change in control arrangements, please see “Compensation Discussion and Analysis” contained in this proxy statement.

Change-of-Control

We currently have a “double trigger” change-of-control plan (the “Severance Plan”) covering all of our full-time employees, including our Named Executive Officers. The Severance Plan provides for the payment of certain benefits in the event a Named Executive Officer is terminated without cause or resigns for good reason during the 24-month period following a change-of-control of Maxim Integrated or within the period following the public announcement of, but prior to, the closing of a change-of-control event. In serving the interest of stockholders, the Severance Plan is designed to help retain the employees of the Company, help maintain a stable work environment and provide certain economic benefits to employees in the event their employment is terminated in the circumstances described below.

A change-of-control is defined as:

- a merger or consolidation of Maxim Integrated in which more than fifty percent (50%) of the outstanding voting power changes hands;
- a sale of all or substantially all of Maxim Integrated’s assets;
- the acquisition of more than fifty percent (50%) of Maxim Integrated’s voting power by any person or group; or
- a change in the composition of our board of directors, such that a majority of directors are no longer “Incumbent Directors” (Incumbent Directors are directors as of the date the change-of-control plan was implemented and directors elected other than in connection with an actual or threatened proxy contest).

If, during the 24-month period following the change-of-control or within the period following the public announcement of, but prior to, the closing of a change-of-control event, the Named Executive Officer’s employment is terminated for reasons other than cause (as defined in the Severance Plan) or the individual terminates employment for good reason (as defined in the Severance Plan), then the Named Executive Officer will receive a lump sum cash payment consisting of:

- base salary not yet paid through the date of termination and all unpaid vacation pay; and
- a severance payment equal to two (2) times the sum of the Named Executive Officer’s annual base salary in effect immediately prior to the date of termination and the average performance bonus during the past three (3) years.

In addition, all unvested stock options, restricted stock units, and market stock units are accelerated and become fully vested upon a change-of-control and a termination without cause (or resignation for good reason) occurring within twenty-four (24) months following the change-of-control or within the period following the public announcement of, but prior to, the closing of a change-of-control event. All stock options remain exercisable until the end of their stated term, which is typically ten (10) years from the grant date for options granted before 2007 and seven (7) years from the grant date for options granted in 2007 and thereafter. Also, each Named Executive Officer is eligible to receive continued health insurance benefits at the Company’s cost for twenty-four (24) months. The Named Executive Officers are not entitled to receive a gross-up amount to compensate the officer for any golden parachute excise taxes imposed by the Code. Our board of directors retains the absolute right to modify and/or terminate the change-of-control plan and the benefits thereunder at any time before the occurrence of a change-of-control.

If there had been a termination of employment without cause during the 24-month period following a change-of-control of Maxim Integrated or within the period following the public announcement of, but prior to, the closing of a change-in-control event, then assuming such termination occurred at the end of fiscal year 2018, the amounts we estimate that would have been paid to the Named Executive Officers are set forth in the table below. The actual amounts that would be paid out can only be determined at the time the Named Executive Officer is terminated from employment.

Potential Payments upon Termination Related to a Change of Control

The amounts that could be potentially paid upon a termination related to a change of control event are estimated based on an assumed triggering date of the last business day (June 29, 2018) of the fiscal year ended June 30, 2018 and the closing price (\$58.66 per share) of Maxim Integrated's common stock on that date. The performance bonus payment is calculated based on the average of non-equity incentive compensation plan performance bonus earned by each individual for each of the last three fiscal years. The cost of health insurance benefits is estimated based on the monthly premium the Company would pay for a similarly situated employee over 24 months. The net value of the stock options that would be paid is calculated based on the difference between the exercise price of unvested in-the-money options on June 30, 2018 and the closing price (\$58.66 per share) of Maxim Integrated's common stock on June 29, 2018 multiplied by the number of such options.

The value of the accelerated vesting of market stock units is calculated by multiplying the closing price (\$58.66 per share) of Maxim Integrated's common stock on June 29, 2018 by the number of outstanding market stock units at 100% of target on June 29, 2018. The number of market stock units that will vest upon a change of control is based upon two factors: (1) the TSR of the Company from the start of the performance period through the completion of the change of control (using the acquisition price) relative to the TSR of the other companies in the XSD (or the Company's stock price relative to the performance of the XSD for market stock units granted before September 2017), measured at the start of the performance period and ending using the average during the 12-month period before the change of control (truncated performance period) and (2) the timing of the change of control during the four-year performance period such that a pro rata number of shares may vest immediately upon the completion of the change of control. The remaining shares, if any, will convert into restricted stock units and vest quarterly.

Name	Type of Payment	Payments Upon Involuntary or Good Reason Termination related to a Change of Control (\$)
Tunç Doluca	Base salary	1,400,000
	Performance Bonus	3,963,887
	Health plan coverage	25,833
	Accelerated Vesting of Unvested Equity Awards:	
	Stock Options	10,424,880
	Restricted Stock Units	8,068,800
	Market Stock Units	14,672,274
	Total	38,555,674
Bruce E. Kiddoo	Base salary	910,000
	Performance Bonus	1,379,848
	Health plan coverage	38,245
	Accelerated Vesting of Unvested Equity Awards:	
	Stock Options	1,770,891
	Restricted Stock Units	3,259,150
	Market Stock Units	5,739,294
	Total	13,097,428
Edwin B. Medlin	Base salary	840,000
	Performance Bonus	1,053,351
	Health plan coverage	38,528
	Accelerated Vesting of Unvested Equity Awards:	
	Stock Options	3,289,018
	Restricted Stock Units	2,396,848
	Market Stock Units	3,781,224
	Total	11,398,969
Vivek Jain	Base salary	870,000
	Performance Bonus	1,205,043
	Health plan coverage	39,019
	Accelerated Vesting of Unvested Equity Awards:	
	Stock Options	610,000
	Restricted Stock Units	2,705,399
	Market Stock Units	4,960,994
	Total	10,390,454

Name	Type of Payment	Payments Upon Involuntary or Good Reason Termination related to a Change of Control (\$)
David Loftus	Base salary	750,000
	Performance Bonus	899,268
	Health plan coverage	38,528
	Accelerated Vesting of Unvested Equity Awards:	
	Stock Options	—
	Restricted Stock Units	3,573,802
	Market Stock Units	1,488,322
	Total	6,749,920

Equity Compensation Plan Information

The following table gives information about Maxim Integrated's common stock that may be issued upon the exercise of options, warrants, and rights under all of Maxim Integrated's existing equity compensation plans as of June 30, 2018.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) ⁽²⁾ Weighted-average exercise price of outstanding options, warrants, and rights (\$)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders⁽¹⁾	1,688,253	27.72	29,172,606⁽³⁾

(1) Represents common stock issuable upon the exercise of options granted under our existing stockholder approved equity compensation plans. Includes 5,464,063 restricted stock units and 1,079,063 market stock units which have an exercise price of zero.

(2) This weighted average exercise price does not include the 5,464,063 restricted stock units, 61,530 performance share units, and 1,079,064 market stock units which have an exercise price of zero.

(3) Represents 21,987,140 shares of common stock available for issuance under the 1996 Equity Plan and 7,185,466 shares of common stock available for issuance under the 2008 ESP Plan at June 30, 2018.

Independent Public Accountants

Audit and Non-Audit Fees

On November 21, 2016, we notified Deloitte & Touche LLP of its dismissal as our independent registered public accounting firm effective as of that date. The dismissal of Deloitte & Touche LLP was approved by the Audit Committee. For further information related to the dismissal of Deloitte & Touche LLP, please see the Form 8-K filed with the SEC on November 28, 2016. On November 21, 2016, we selected PricewaterhouseCoopers LLP as our registered independent public accounting firm and to audit our financial statements for the fiscal year ending June 24, 2017. The decision to engage and appoint PricewaterhouseCoopers LLP as our independent registered public accounting firm was approved by the Audit Committee.

The following table presents fees for professional services rendered by Deloitte & Touche LLP and affiliates for the review of Maxim Integrated's financial statements for the first quarter of fiscal year ended June 24, 2017 and fees billed for other services rendered by Deloitte and Touche LLP during fiscal years ended June 24, 2017 and June 30, 2018. All fees set forth below are exclusive of any value-added tax (VAT) or goods and services tax (GST).

	Fiscal 2018	Fiscal 2017
Audit Fees ⁽¹⁾	\$ 25,000	\$396,810
Tax Fees ⁽²⁾	671,772	334,511
All Other Fees ⁽³⁾	17,500	17,500
Total	\$714,273	\$748,821

The following table presents fees for professional services rendered by PricewaterhouseCoopers LLP and affiliates for the audit of Maxim Integrated's annual financial statements for the fiscal years ended June 24, 2017 and June 30, 2018, respectively, and fees billed for other services rendered by PricewaterhouseCoopers LLP during such fiscal years. All fees set forth below are exclusive of any value-added tax (VAT) or goods and services tax (GST).

	Fiscal 2018	Fiscal 2017
Audit Fees ⁽¹⁾	\$2,338,484	\$1,991,879
Tax Fees ⁽²⁾	510,836	214,229
All Other Fees ⁽³⁾	4,845	4,751
Total	\$2,854,166	\$2,210,860

(1) Audit Fees consist of fees billed for professional services rendered in connection with the audit of Maxim Integrated's consolidated annual financial statements and review of the interim consolidated financial statements included in quarterly reports and audit services that are normally provided by Deloitte & Touche LLP and PricewaterhouseCoopers LLP and affiliates in connection with statutory and regulatory filings.

(2) Tax Fees consist of fees billed for professional services rendered for federal, state and international tax compliance, tax advice and federal, state and international tax planning.

(3) All Other Fees consist of fees for products and services other than the services reported above.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. The Audit Committee has adopted a policy for the pre-approval of services provided by the independent auditors. Under the policy, pre-approval is generally provided for up to one (1) year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may also provide pre-approval for particular services on a case-by-case basis. For each proposed service, the independent auditor is required to provide detailed back-up documentation at the time of approval. For fiscal year 2018, there were no audit-related fees, tax fees, or any other fees that were approved by the Audit Committee pursuant to the "de minimis" exception under Regulation S-X Rule 2-01(c)(7)(i)(C).

Report of the Audit Committee of the Board of Directors

The Audit Committee of the board of directors is comprised entirely of independent directors who meet the independence requirements of the Marketplace Rules of The NASDAQ Stock Market and the SEC. The Audit Committee operates pursuant to a charter that is available on the Investor Relations section of our website at <http://investor.maximintegrated.com/corporate-governance>.

The Audit Committee oversees Maxim Integrated's financial reporting process on behalf of the board of directors. Management is responsible for the preparation, presentation and integrity of the financial statements, including establishing accounting and financial reporting principles and designing systems of internal controls over financial reporting. Maxim Integrated's independent auditors are responsible for expressing an opinion as to the conformity of Maxim Integrated's consolidated financial statements with generally accepted accounting principles.

In performing its responsibilities, the Audit Committee has reviewed and discussed, with management and the independent auditors, the audited consolidated financial statements in Maxim Integrated's Annual Report on Form 10-K for the year ended June 30, 2018. The Audit Committee has also discussed with the independent auditors matters required to be discussed by the Public Company Accounting Oversight Board's Auditing Standard No. 16, Communications with Audit Committees.

Pursuant to Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees," the Audit Committee received written disclosures and the letter from the independent auditors, and discussed with the auditors their independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the board of directors that the audited consolidated financial statements be included in Maxim Integrated's Annual Report on Form 10-K for the year ended June 30, 2018.

Audit Committee

Joseph R. Bronson, Chair

James R. Bergman

William D. Watkins

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Fiscal Year Ended June 30, 2018
- OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-34192



MAXIM INTEGRATED PRODUCTS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-2896096
(I.R.S. Employer
Identification No.)

160 Rio Robles
San Jose, California 95134
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (408) 601-1000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.001 par value	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large Accelerated Filer Accelerated Filer Non-accelerated Filer Smaller Reporting Company Emerging growth company
(Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revisited financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the Registrant based upon the closing price of the common stock on December 30, 2017 as reported by The NASDAQ Global Select Market was \$11,175,629,181. Shares of voting stock held by executive officers, directors and holders of more than 5% of the outstanding voting stock have been excluded from this calculation because such persons may be deemed to be affiliates. Exclusion of such shares should not be construed to indicate that any of such persons possesses the power, direct or indirect, to control the Registrant, or that any such person is controlled by or under common control with the Registrant.

Number of shares outstanding of the Registrant's Common Stock, \$0.001 par value, as of August 3, 2018: 278,019,068.

Documents Incorporated By Reference:

(1) Items 10, 11, 12, 13 and 14 of Part III incorporate information by reference from the Proxy Statement for Maxim Integrated Products, Inc.'s 2018 Annual Meeting of Stockholders, to be filed subsequently.

MAXIM INTEGRATED PRODUCTS

INDEX

	Forward-Looking Statements	1
	<u>Part I</u>	2
Item 1.	Business	2
Item 1A.	Risk Factors	7
Item 1B.	Unresolved Staff Comments	15
Item 2.	Properties	15
Item 3.	Legal Proceedings	15
Item 4.	Mine Safety Disclosures	15
	<u>Part II</u>	16
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	16
Item 6.	Selected Financial Data	18
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 7A.	Quantitative and Qualitative Disclosures about Market Risk	27
Item 8.	Financial Statements and Supplementary Data	28
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	28
Item 9A.	Controls and Procedures	28
Item 9B.	Other Information	30
	<u>Part III</u>	30
Item 10.	Directors, Executive Officers, and Corporate Governance	30
Item 11.	Executive Compensation	31
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	31
Item 13.	Certain Relationships and Related Transactions, and Director Independence	31
Item 14.	Principal Accountant Fees and Services	31
	<u>Part IV</u>	32
Item 15.	Exhibits and Financial Statement Schedules	32
Signatures		76
Item 16.	Form 10-K Summary	79

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this “Annual Report”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this filing and particularly in Part I, Item 1 - Business, Part I, Item 1A - Risk Factors and Part II, Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations. These statements relate to, among other things, sales, gross margins, operating expenses, capital expenditures and requirements, liquidity, asset dispositions, product development and R&D efforts, potential growth opportunities, manufacturing plans, pending litigation, effective tax rates and tax reserves for uncertain tax positions, and are indicated by words or phrases such as “anticipate,” “expect,” “outlook,” “foresee,” “forecast,” “estimate,” “believe,” “should,” “could,” “intend,” “potential,” “will,” “may,” “might,” “plan,” “seek,” “predict,” “project” and variations of such words and similar words or expressions and the negatives of those terms. These statements involve known and unknown risks, uncertainties and other factors that could cause actual results, performance or achievements to differ materially from expectations. These forward-looking statements should not be relied upon as predictions of future events as we cannot assure you that the events or circumstances reflected in these statements will be achieved or will occur. For a discussion of some of the factors that could cause actual results to differ materially from our forward-looking statements, see the discussion on “Risk Factors” that appears in Part I, Item 1A of this Annual Report and other risks and uncertainties detailed in this and our other reports and filings with the Securities and Exchange Commission (“SEC”). Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our beliefs and assumptions only as of the date of this Annual Report. We undertake no obligation to update forward-looking statements to reflect developments or information obtained after the date hereof and disclaim any obligation to do so except as required by applicable laws.

PART I

ITEM 1. BUSINESS

Overview

Maxim Integrated Products, Inc. (“Maxim Integrated” or the “Company” and also referred to as “we,” “our” or “us”) designs, develops, manufactures and markets a broad range of linear and mixed-signal integrated circuits, commonly referred to as analog circuits, for a large number of customers in diverse geographical locations. The analog market is fragmented and characterized by diverse applications, numerous product variations and, with respect to many circuit types, relatively long product life cycles. Our objective is to develop and market both proprietary and industry-standard analog integrated circuits that meet the increasingly stringent quality and performance standards demanded by customers.

We are a Delaware corporation originally incorporated in California in 1983. The mailing address for our headquarters is 160 Rio Robles, San Jose, California 95134, and our telephone number is (408) 601-1000. Additional information about us is available on our website at www.maximintegrated.com. The contents of our website are not incorporated into this Annual Report.

We have a 52-to-53-week fiscal year that ends on the last Saturday in June. Accordingly, every fifth or sixth fiscal year will be a 53-week fiscal year. Fiscal year 2018 was a 53-week fiscal year. Fiscal years 2017 and 2016 were each 52-week fiscal years. Fiscal year 2019 will be a 52-week fiscal year.

We make available through our website, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and any amendments to those reports or statements filed or furnished pursuant to the Exchange Act, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. We also use our Investor Relations website at investor.maximintegrated.com as a routine channel for distribution of other important information, such as news releases, analyst presentations and financial information. We assume no obligation to update or revise any forward-looking statements in this Annual Report, whether as a result of new information, future events or otherwise, unless we are required to do so by applicable laws. A copy of this Annual Report is available without charge and can be accessed at our website at investor.maximintegrated.com.

The Linear and Mixed-Signal Analog Integrated Circuit Market

All electronic signals generally fall into one of two categories, linear or digital. Linear (or analog) signals represent real world phenomena, such as temperature, pressure, sound or speed, and are continuously variable over a wide range of values. Digital signals represent the “ones” and “zeros” of binary arithmetic and are either on or off.

Three general classes of semiconductor products arise from this distinction between linear and digital signals:

- digital devices, such as memories and microprocessors that operate primarily in the digital domain;
- linear devices, such as amplifiers, references, analog multiplexers and switches that operate primarily in the analog domain; and
- mixed-signal devices such as data converter devices that combine linear and digital functions on the same integrated circuit and interface between the analog and digital domains.

Our strategy has been to target both the linear and mixed-signal markets, often collectively referred to as the analog market. However, some of our products are exclusively or principally digital. While our focus continues to be on the linear and mixed-signal market, our capabilities in the digital domain enable development of new mixed-signal and other products with highly sophisticated digital characteristics.

Our linear and mixed-signal products serve five major end-markets: (i) Automotive, (ii) Communications and Data Center, (iii) Computing, (iv) Consumer and (v) Industrial. These major end-markets and their corresponding markets are noted in the table below:

MAJOR END-MARKET	MARKET
AUTOMOTIVE	Infotainment Powertrain Body Electronics Safety & Security
COMMUNICATIONS & DATA CENTER	Base Stations Data Center Data Storage Network & Datacom Servers Telecom Other Communications
COMPUTING	Desktop Computers Notebook Computers Peripherals & Other Computer
CONSUMER	Smartphones Digital Cameras Handheld Computers Home Entertainment & Appliances Mobility & Fitness Wearables Other Consumer
INDUSTRIAL	Automatic Test Equipment Control & Automation Electrical Instrumentation Financial Terminals Medical Security USB Extension Other Industrial

Product Quality

We employ a system addressing quality and reliability of our products from initial design through wafer fabrication, assembly, testing and final shipment. We have received ISO 9001, IATF16949 and ISO 14001 certifications for all wafer fabrication, assembly, final test and shipping facilities. Based on industry standard requirements, we conduct reliability stress testing on the products we manufacture and sell. Through this testing, we can detect and accelerate the presence of defects that may arise over the life of a product.

Manufacturing

We primarily utilize third party foundries as well as our own wafer fabrication facilities for the production of our wafers. The broad range of products demanded by the analog integrated circuit market requires multiple manufacturing process technologies. As a result, many different process technologies are currently used for wafer fabrication of our products. The majority of processed wafers are also subject to parametric and functional testing at either our facilities or third-party vendors.

Historically, our internal wafer production occurred at one of our three owned wafer fabrication facilities at Beaverton, Oregon, San Jose, California and San Antonio, Texas. During fiscal year 2016, we completed the closure of our San Jose facility, as well as the sale of our San Antonio facility to TowerJazz Texas, Inc. Production from both these sites was transferred to our other existing manufacturing locations and to our third-party service providers. The transfer of these activities from internal wafer production to third party foundries is part of our manufacturing transformation initiative (“manufacturing transformation”).

In fiscal year 2007, we entered into a supply agreement with Seiko Epson Corporation (“Epson”). In fiscal year 2010, we entered into a supply agreement with Powerchip Technology Corporation (“Powerchip”) to provide 300mm wafer capacity. In fiscal year 2014, we entered into a supply agreement with UMC Corporation (“UMC”). In fiscal year 2016, we entered into a supply agreement with TowerJazz Texas, Inc. (formerly known as TJ Texas, Inc.) (“TowerJazz”), an indirect wholly-owned subsidiary of Tower Semiconductor Ltd. In fiscal year 2018, we ramped production at our most recently added partner foundry, Fujitsu Ltd. (“Fujitsu”). Epson and Fujitsu in Japan and UMC and Powerchip in

Taiwan manufacture products for us under rights and licenses using our proprietary technology. In fiscal years 2018, 2017 and 2016, wafers manufactured by our partner foundries and merchant foundries (e.g., Taiwan Semiconductor Company Limited) represented 73%, 75% and 57%, respectively, of our total wafer manufacturing.

Once wafer manufacturing has been completed, wafers are sorted in order to determine which integrated circuits on each wafer are functional and which are defective. We currently perform the majority of wafer sorting, final testing and shipping activities at two company-owned facilities, located in Cavite, the Philippines and Chonburi Province, Thailand, although we also utilize independent subcontractors for some wafer sorting.

We process wafers for products that utilize chip scale packaging (“CSP”) also known as wafer level packaging (“WLP”). CSP, or WLP, enables integrated circuits to be attached directly to a printed circuit board without the use of a traditional plastic package. Historically, we utilized internal manufacturing resources as well as independent subcontractors to perform WLP manufacturing. In fiscal year 2016, we announced our intent to shut down our WLP manufacturing facility located in Dallas, Texas and completed this shutdown in fiscal year 2017. The manufacturing operations of the Dallas manufacturing facility were transferred to our Beaverton, Oregon factory and assembly subcontractors, which is also part of our manufacturing transformation. Currently, all WLP processes are done externally.

Integrated circuit assembly is performed by foreign assembly subcontractors, located in China, Japan, Malaysia, the Philippines, Taiwan, Thailand, Singapore and South Korea, where wafers are separated into individual integrated circuits and assembled into a variety of packages.

After assembly has been completed, a majority of the assembled products are shipped to our facilities located in Cavite, the Philippines or Chonburi Province, Thailand, where the packaged integrated circuits undergo final testing and preparation for customer shipment. In addition, we also utilize independent subcontractors to perform final testing.

The majority of our finished products ship directly from either Cavite, the Philippines or Chonburi Province, Thailand to customers worldwide or to other Company locations for sale to end-customers or distributors.

Customers, Sales and Marketing

We market our products worldwide through a direct-sales and applications organization and through our own and other unaffiliated distribution channels to a broad range of customers in diverse industries. Our products typically require a sophisticated technical sales and marketing effort. Our sales organization is divided into domestic and international regions. Distributors and direct customers generally buy on an individual purchase order basis, rather than pursuant to long-term agreements.

Certain distributors have agreements with us which allow for certain sales price rebates or price adjustments on certain inventory if we change the price of those products. Certain distributor agreements also permit distributors to exchange a portion of certain purchases on a periodic basis. As is customary in the semiconductor industry, our distributors may also market other products that compete with our products.

We derived approximately 47% of our fiscal year 2018 revenue from sales made through distributors which includes distribution sales to Samsung and catalog distributors. Our primary distributor is Avnet Electronics (“Avnet”) which accounted for 25%, 22% and 19% of our revenues in fiscal years 2018, 2017 and 2016, respectively. Avnet, like our other distributors, is not an end customer, but rather serves as a channel of sale to many end users of our products. Sales to Samsung, our largest single end customer (through direct sales and distributors), accounted for approximately 10%, 10% and 14% of net revenues in fiscal years 2018, 2017 and 2016, respectively. No single customer (other than Avnet and Samsung) nor single product accounted for 10% or more of net revenues in fiscal years 2018, 2017 and 2016. Based on customers’ ship-to locations, international sales accounted for approximately 88%, 88% and 89% of our net revenues in fiscal years 2018, 2017 and 2016, respectively. See Note 11: “Segment Information” in the Notes to Consolidated Financial Statements in Part IV, Item 15(a) of this Annual Report.

Seasonality

Our revenue is generally influenced on a quarterly basis by customer demand patterns and new product introductions. A large number of our products have been incorporated into consumer electronic products, which are subject to seasonality and fluctuations in demand.

Foreign Operations

We conduct business in numerous countries outside of the United States (“U.S.”). Our international business is subject to numerous risks, including fluctuations in foreign currency exchange rates and controls, import and export controls, and other laws, policies and regulations of foreign governments. Refer to our discussion of risks related to our foreign operations as included in Item 1A, Risk Factors and our discussion of foreign income included in Item 7 under “Results of Operations” included in this Annual Report. Refer to net revenues from unaffiliated customers by geographic region included in Note 11: “Segment Information” in the Notes to Consolidated Financial Statements in Part IV, Item 15(a) of this Annual Report.

Backlog

At June 30, 2018 and June 24, 2017, our current quarter backlog was approximately \$441.1 million and \$389.1 million, respectively. Our current quarter backlog includes customer request dates to be filled within the next three months. As is customary in the semiconductor

industry, these orders may be canceled in most cases without penalty to customers. Accordingly, we believe that our backlog is not a reliable measure for predicting future revenues. All backlog numbers have been adjusted for estimated future distribution ship and debit pricing adjustments.

Research and Development

We believe that research and development is critical to our future competitiveness. Objectives for the research and development function include:

- new product definition and development of differentiated products;
- design of products with performance differentiation that achieve high manufacturing yield and reliability;
- development of, and access to, manufacturing processes and advanced packaging;
- development of hardware, software, and algorithms to support the acceptance and design-in of our products in the end customer's system; and
- development of high-integration products across multiple end markets.

Our research and development plans require engineering talent and tools for product definition, electronic design automation ("EDA"), circuit design, process technologies, test development, test technology, packaging development, software development and applications support. Research and development expenses were \$450.9 million, \$454.0 million and \$467.2 million in fiscal years 2018, 2017 and 2016, respectively. See "Research and Development" under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, for more information.

Competition

The linear and mixed-signal analog integrated circuit industry is intensely competitive, and virtually all major semiconductor companies presently compete with, or conceivably could compete with, some portion of our business.

We believe the principal elements of competition include:

- technical innovation;
- service and support;
- time to market;
- business, operational, marketing and financial strategy;
- differentiated product performance and features;
- quality and reliability;
- product pricing and delivery capabilities;
- customized design and applications;
- business relationship with customers;
- experience, skill and productivity of employees and management; and
- manufacturing competence and inventory management.

Our principal competitors include, but are not limited to, ams AG, Analog Devices, Inc., Cirrus Logic, Inc., Integrated Device Technology, Inc., Monolithic Power Systems, Inc., Semtech Corporation, Silicon Laboratories and Texas Instruments Inc. We expect increased competition in the future from other emerging and established companies as well as through consolidation of our competitors within the semiconductor industry.

Patents, Licenses and Other Intellectual Property Rights

We rely upon both know-how and patents to develop and maintain our competitive position.

It is our policy to seek patent protection for significant inventions that may be patented, though we may elect, in certain cases, not to seek patent protection even for significant inventions if other protection, such as maintaining the invention as a trade secret, is considered by us to be more advantageous. In addition, we have registered certain of our mask sets under the Semiconductor Chip Protection Act of 1984, as amended. We hold a number of patents worldwide with expiration dates ranging from calendar year 2018 to 2035. We have also registered several of our trademarks and copyrights in the United States and other countries.

Employees

As of June 30, 2018, we employed 7,149 persons.

Environmental Regulations

Our compliance with foreign, federal, state and local laws and regulations that have been enacted to regulate the environment has not had a material adverse effect on our capital expenditures, earnings, or competitive or financial position.

Executive Officers

For information regarding our current executive officers, see Part III, Item 10 of this Annual Report.

ITEM 1A. RISK FACTORS

The following risk factors and other information included in this Annual Report should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we presently deem less significant may also adversely affect our business.

The sale of our products and our results of operations are dependent upon demand from the end markets of our customers, which is cyclical.

Our products are sold in the following major end-markets: (i) Automotive, (ii) Communications and Data Center, (iii) Computing, (iv) Consumer, and (v) Industrial. The demand for our products is subject to the strength of these five major end-markets that we serve and to some extent the overall economic climate. We often experience decreases and increases in demand for our products primarily due to the end-market demand of our customers. Our business and results of operations may be adversely affected if demand for our products decreases or if we are unable to meet an increase in demand without significantly increasing the lead-time for the delivery of our products. The semiconductor market historically has been cyclical with periods of increased demand and rapid growth followed by periods of oversupply and subsequent contraction and subject to significant and often rapid increases and decreases in product demand. As a result, changes could have adverse effects on our results of operation.

Incorrect forecasts, reductions, cancellations or delays in orders for our products and volatility in customer demand could adversely affect our results of operations.

As is customary in the semiconductor industry, customer orders may be canceled in most cases without penalty to the customers. Some customers place orders that require us to manufacture products and have them available for shipment, even though the customer may be unwilling to make a binding commitment to purchase all, or even any, of the products. In other cases, we manufacture products based on forecasts of customer demands. As a result, we may incur inventory and manufacturing costs in advance of anticipated sales and are subject to the risk of cancellations of orders, potentially leading to an initial inflation of backlog followed by a sharp reduction. Because of the possibility of order cancellation, backlog should not be used as a measure of future revenues. Furthermore, canceled or unrealized orders, especially for products meeting unique customer requirements, may also result in an inventory of unsaleable products, causing potential inventory write-offs, some of which could be substantial and could have a material adverse effect on our gross margins and results of operations.

We may experience difficulties implementing our new global execution system, which may adversely affect our ability to effectively supply products to our customers.

We are implementing a new global execution system (“GES”) as part of our efforts to integrate inventory movement with our financial reporting system. This implementation is a major undertaking and requires significant employee time and financial resources. While we have invested significant resources in planning and project management, implementation issues may arise. For example, we may experience staff turnover, which may delay the implementation of GES. Additionally, unforeseen issues may arise, which could disrupt the implementation of GES. Any disruptions, delays or deficiencies in the design and the implementation or operation of GES could disrupt or reduce our supply chain execution and operational efficiency which may lead to our inability to effectively supply products to our customers. Our inability to successfully manage the implementation of GES could materially adversely affect our business, results of operations and financial condition.

Our operating results may be adversely affected by our inability to timely develop new products through our research and development efforts. We may be unsuccessful in developing and selling new products necessary to maintain or expand our business.

The marketplace for our products is constantly changing and we are required to make substantial ongoing investments in our research and development. The semiconductor industry is characterized by rapid technological change, variations in manufacturing efficiencies of new products, and significant expenditures for capital equipment and product development. New product introductions are a critical factor for maintaining or increasing future revenue growth and sustained or increased profitability. However, they can present significant business challenges because product development commitments and expenditures must be made well in advance of the related revenues. The success of a new product depends on a variety of factors including accurate forecasts of long-term market demand and future technological developments, accurate anticipation of competitors' actions and offerings, timely and efficient completion of process design and development, timely and efficient implementation of manufacturing and assembly processes, product performance, quality and reliability of the product, and effective marketing, revenue and service.

The loss of, or substantial reduction in sales to, any of our large customers could have a material adverse effect on our business, financial condition, and results of operations.

A reduction in demand or loss of one or more of our large customers may adversely affect our business. For example, sales to Samsung, our largest single end customer (through direct sales and distributors), accounted for approximately 10%, 10% and 14% of net revenues in fiscal years 2018, 2017 and 2016, respectively. The delay, significant reduction in, or loss of, orders from any one or more of our large customers (including curtailments of purchases due to a change in the design, manufacturing or sourcing policies or practices of these customers or the

timing of customer inventory adjustments) or demands of price concessions from any one or more of our large customers could have a material adverse effect on our net revenues and results of operations.

Our manufacturing operations may be interrupted or suffer yield problems.

The manufacture and design of integrated circuits is highly complex. We may experience a disruption in factory operations, manufacturing problems in achieving acceptable yields, or product delivery delays in the future as a result of, among other things, outdated infrastructure, upgrading or expanding existing facilities, equipment malfunctioning, construction delays, changing our process technologies, capacity constraints, or new technology qualification delays, particularly in our internal fabrication facilities. For example, our internal fabrication facility at Beaverton, Oregon requires additional investment to, among other things, upgrade its infrastructure and manufacturing equipment. In connection with the upgrading of our facilities, we may experience a disruption in factory operations, which could result in damages to the facilities and stoppages to the operations of the facilities. Additionally, our internal fabrication facilities may be harmed or rendered inoperable due to damages resulting from fire, natural disaster, unavailability of electric power or other causes, which may render it difficult or impossible for us to manufacture our products for some period of time.

If our internal fabrication facilities become unavailable to us, it would be time consuming, difficult, and costly to arrange for new manufacturing facilities to supply our products given the nature of our products. In addition, our third party's manufacturing facilities may not be available to us due to natural or man-made disasters, labor unrest, political conditions or other causes. To the extent we experience disruptions at our wafer fabrication facilities or we do not achieve acceptable manufacturing yields, our results of operations could be adversely affected.

Our dependence on subcontractors for assembly, test, freight, wafer fabrication and logistic services and certain manufacturing services may cause delays beyond our control in delivering products to our customers.

We rely on subcontractors located in various parts of the world for assembly and CSP packaging services, freight and logistic services, wafer fabrication, and sorting and testing services. For example, in connection with the sale of our semiconductor wafer fabrication facility in San Antonio, Texas to TowerJazz Texas, Inc. (formerly known as TJ Texas, Inc.) ("TowerJazz"), an indirect wholly-owned subsidiary of Tower Semiconductor Ltd. ("Tower"), in the third quarter of fiscal year 2016, we entered into a long-term supply agreement with TowerJazz, pursuant to which we procure from TowerJazz certain quantities of silicon wafers upon which integrated circuits are made that are designed by us. None of the subcontractors we currently use are affiliated with us. Reliability problems experienced by our subcontractors or the inability to promptly replace any subcontractor could cause serious problems in delivery and quality resulting in potential product liability to us. Such problems could impair our ability to meet our revenue plan in the fiscal year period impacted by the disruption. Failure to meet the revenue plan may materially adversely impact our results of operations.

Any disruptions in our sort, assembly, test, freight, and logistic operations or in the operations of our subcontractors, including, but not limited to, the inability or unwillingness of any of our subcontractors to produce or timely deliver adequate supplies of processed wafers, integrated circuit packages, or tested products conforming to our quality standards, or other required products or services could damage our reputation, relationships, and goodwill with customers. Furthermore, finding alternate sources of supply or initiating internal wafer processing for these products may not be economically feasible.

If we fail to attract and retain qualified personnel, our business may be harmed.

Our success depends to a significant extent upon the continued service of our chief executive officer, our other executive officers, and key management and technical personnel, particularly our experienced engineers and business unit managers, and on our ability to continue to attract, retain, and motivate qualified personnel. The loss of the services of one or several of our executive officers could have a material adverse effect on our Company. In addition, we could be materially adversely affected if the turnover rates for engineers and other key personnel increases significantly or we are unsuccessful in attracting, motivating and retaining qualified personnel. Should we lose one or more engineers who are key to a project's completion during the course of a particular project, the completion of such project may be delayed which could negatively affect customer relationships and goodwill and have a material adverse effect on our results of operations.

Our critical information systems are subject to cyber-attacks, interruptions and failures.

We rely on several information technology systems to provide products and services, process orders, manage inventory, process shipments to customers, keep financial, employee, and other records, and operate other critical functions. These information technology systems are subject to damage or interruption from a number of potential sources. Security breaches, including cyber-attacks, phishing attacks or attempts to misappropriate or compromise confidential or proprietary information or sabotage enterprise information technology systems, are becoming increasingly frequent and more sophisticated. We currently have, and are in the process of developing several more, systems and procedures that include, among other things, ongoing internal risk assessments to identify vulnerabilities, an internal group dedicated to reviewing cybersecurity threats, and the adoption of an information security policy. Because the techniques used to obtain unauthorized access to or sabotage networks and systems change frequently, we may be unable to anticipate these techniques or to implement adequate protections. Despite our efforts to mitigate risks associated with cybersecurity events, our information technology systems may be susceptible to adaptive persistent

threats, catastrophic cybersecurity attacks, damage, disruptions, or shutdowns due to power outages, hardware failures, computer malware and viruses, telecommunication failures, user errors, or other events. Risks associated with these threats include, but are not limited to, loss of intellectual property, impairment of our ability to conduct our operations, disruption of our customers' operations, loss or damage to our customer data delivery systems, and increased costs to prevent, respond to or mitigate catastrophic cybersecurity events. A prolonged systemic disruption in the information technology systems could result in the loss of sales and customers and significant consequential costs, which could adversely affect our business. In addition, cybersecurity breaches of our information technology systems could result in the misappropriation or unauthorized disclosure of confidential information belonging to us or to our customers, partners, suppliers, or employees which could result in our suffering significant financial or reputational damage.

Our results of operations could be adversely affected by warranty claims and product liability.

We face an inherent risk of exposure to product liability suits in connection with reliability problems or other product defects that may affect our customers. Our products are used by a variety of industries, including the automotive and medical industries. Failure of our products to perform to specifications, or other product defects, could lead to substantial damage to both the end product in which our device has been placed and to the user of such end product. Although we take measures to protect against product defects, if a product liability claim is brought against us, the cost of defending the claim could be significant and any adverse determination could have a material adverse effect on our results of operations.

We may be unable to adequately protect our proprietary rights, which may impact our ability to compete effectively.

We rely upon know-how, trade secrets, and patents to develop and maintain our competitive position. There can be no assurance that others will not develop or patent similar technology or reverse engineer our products or that the confidentiality agreements upon which we rely will be adequate to protect our interests. Moreover, the laws of some foreign countries generally do not protect proprietary rights to the same extent as the United States, and we may encounter problems in protecting our proprietary rights in those foreign countries. Periodically, we have been asked by certain prospective customers to provide them with broad licenses to our intellectual property rights in connection with the sale of our products to them. Such licenses, if granted, may have a negative impact on the value of our intellectual property portfolio. Other companies have obtained patents covering a variety of semiconductor designs and processes, and we could be required to obtain licenses under some of these patents or be precluded from making and selling products that are alleged to be infringing, if such patents are valid and other design and manufacturing solutions are not available. There can be no assurance that we would be able to obtain licenses, if required, upon commercially reasonable terms or at all.

We may suffer losses and business interruption if our products infringe the intellectual property rights of others.

In the past, it has been common in the semiconductor industry for patent holders to offer licenses on reasonable terms and rates. Although the practice of offering licenses appears to be generally continuing, in some situations, typically where the patent directly relates to a specific product or family of products, patent holders have refused to grant licenses. In any of those cases, there can be no assurance that we would be able to obtain any necessary license on terms acceptable to us, if at all, or that we would be able to re-engineer our products or processes in a cost-effective manner to avoid claims of infringement. Any litigation in such a situation could involve an injunction to prevent the sales of a material portion of our products, the reduction or elimination of the value of related inventories and the assessment of a substantial monetary award for damages related to past sales, all of which could have a material adverse effect on our results of operations and financial condition.

We may experience losses related to intellectual property indemnity claims.

We provide intellectual property indemnification for certain customers, distributors, suppliers and subcontractors for attorney fees and damages and costs awarded against these parties in certain circumstances in which our products are alleged to infringe third party intellectual property rights, including patents, registered trademarks and copyrights. In certain cases, there are limits on and exceptions to our potential liability for indemnification relating to intellectual property infringement claims. We cannot estimate the amount of potential future payments, if any, that we might be required to make as a result of these agreements. To date, we have not been required to pay significant amounts for intellectual property indemnification claims. However, there can be no assurance that we will not have significant financial exposure under those intellectual property indemnification obligations in the future.

Our independent distributors and sales representatives may underperform relative to our expectations, terminate their relationship with us or fail to make payments on outstanding accounts receivable to us, which would adversely affect our financial results.

A portion of our sales is realized through independent electronics distributors that are not under our direct control. These independent sales organizations generally represent product lines offered by several companies and thus could underperform for various reasons, including as a result of reducing their sales efforts applied to our products, or terminate their distribution relationship with us. In fiscal 2018, 47% of our revenues were generated from distributors, the largest of which was Avnet, our primary world-wide distributor, which accounted for 25% of our revenues. We require certain foreign distributors to provide a letter of credit to us in an amount up to the credit limit set for accounts receivable from such foreign distributors. The letter of credit provides for collection on accounts receivable from the foreign distributor should the foreign

distributor default on their accounts receivable to us. Where credit limits have been established above the amount of the letter of credit, we are exposed for the difference. We do not require letters of credit from any of our domestic distributors and are not contractually protected against accounts receivable default or bankruptcy by these distributors. The inability to collect open accounts receivable could adversely affect our results of operations and financial condition. Termination of a significant distributor, whether at our or the distributor's initiative, or the general underperformance of a significant distributor could be disruptive and harmful to our current business.

Shortage of raw materials or supply disruption of such raw materials could harm our business.

The semiconductor industry has experienced a large expansion of fabrication capacity and production worldwide over time. As a result of increasing demand from semiconductor, solar and other manufacturers, availability of certain basic materials and supplies, and of subcontract services, has been limited from time to time over the past several years, and could come into short supply again if overall industry demand exceeds the supply of these materials and services in the future.

We purchase materials and supplies from many suppliers, some of which are sole-sourced. If the availability of these materials and supplies is interrupted, we may not be able to find suitable replacements. In addition, from time to time natural disasters can lead to a shortage of some materials due to disruption of the manufacturer's production. We continually strive to maintain availability of all required materials, supplies and subcontract services. However, we do not have long-term agreements providing for all of these materials, supplies and services, and shortages could occur as a result of capacity limitations or production constraints on suppliers that could have a material adverse effect on our ability to achieve our production requirements.

We may be liable for additional production costs and lost revenues to certain customers with whom we have entered into customer supply agreements if we are unable to meet certain product quantity and quality requirements.

We enter into contracts with certain customers whereby we commit to supply quantities of specified parts at a predetermined scheduled delivery date. The number of such arrangements continues to increase as this practice becomes more commonplace. Should we be unable to supply the customer with the specific part at the quantity and product quality desired and on the scheduled delivery date, the customer may incur additional production costs. In addition, the customer may lose revenues due to a delay in receiving the parts necessary to have the end-product ready for sale to its customers or due to product quality issues. Under certain customer supply agreements, we may be liable for direct additional production costs or lost revenues. If products are not shipped on time or are quality deficient, we may be liable for penalties and resulting damages. Such liability, should it arise, and/or our inability to meet these commitments to our customers may have a material adverse impact on our results of operations and financial condition and could damage our relationships with the affected customers, reputation and goodwill.

If we fail to enter into future vendor managed inventory arrangements or fail to supply the specific product or quantity under such arrangements, the results of our operations and financial condition may be materially adversely impacted.

We enter into arrangements with certain original equipment manufacturers ("OEMs") and electronic manufacturing services ("EMS") partners to consign quantities of certain products within proximity of the OEMs and EMS partners' manufacturing location. The inventory is physically segregated at these locations and we retain title and risk of loss related to this inventory until such time as the OEM or EMS partner pulls the inventory for use in its manufacturing process. Once the inventory is pulled by the OEM or EMS partner, title and risk of loss pass to the customer, at which point we relieve inventory and recognize revenue and the related cost of goods sold. The specific quantities to be consigned are based on a forecast provided by the OEM or EMS partner. Generally, the arrangements with the OEMs and EMS partners provide for transfer of title and risk of loss once product has been consigned for a certain length of time.

We believe these arrangements will continue to grow in terms of number of customers and products and will increase in proportion to consolidated net revenues. Should we be unable or unwilling to enter into such agreements as requested by OEMs or EMS partners, our results of operations may be materially adversely impacted. In addition, should we be unable to supply the specific product in the quantity needed by the OEM or EMS partner as reflected in their forecast, we may be liable for damages, including, but not limited to, lost revenues and increased production costs which could have a material adverse impact on our results of operations and financial condition. Should we supply product in excess of the OEM or EMS partners' actual usage, any inventory not consumed may become excess or obsolete, which would result in an inventory write off that could materially adversely affect our results of operations.

Our products may fail to meet new industry standards or requirements and the efforts to meet such industry standards or requirements could be costly.

Many of our products are based on industry standards that are continually evolving. Our ability to compete in the future will depend on our ability to identify and ensure compliance with these evolving industry standards. The emergence of new industry standards could render our products incompatible with products developed by major systems manufacturers. As a result, we could be required to invest significant time and effort and to incur significant expense to redesign our products to ensure compliance with relevant standards. If our products are not in compliance with prevailing industry standards or requirements, we could miss opportunities to achieve crucial design wins which in turn could have a material adverse effect on our business, operations and financial results.

Our operating results may be adversely affected by increased competition and consolidation of competitors in our market.

The semiconductor industry has experienced significant consolidation in recent years. As a result, we experience intense competition from a number of companies, some of which have significantly greater financial, manufacturing, and marketing resources than us, as well as greater technical resources and proprietary intellectual property rights than us. The principal elements of competition include product performance, functional value, quality and reliability, technical service and support, price, diversity of product line, and sale of integrated system solutions which combine the functionality of multiple chips on one chip for a price as part of a complete system solution and delivery capabilities. We believe we compete favorably with respect to these factors, although we may be at a disadvantage in comparison to companies with broader product lines, greater technical service and support capabilities and larger research and development budgets. We may be unable to compete successfully in the future against existing or new competitors and our operating results may be adversely affected by increased competition or our inability to timely develop new products to meet the needs of our customers.

Extensions in lead-time for delivery of products could adversely affect our future growth opportunities and results of operations.

Supply constraints, which may include limitations in manufacturing capacity, could impede our ability to grow revenues and meet increased customer demands for our products. Our results of operations may be adversely affected if we fail to meet such increase in demand for our products without significantly increasing the lead-time required for our delivery of such products. Any significant increase in the lead-time for delivery of products may negatively affect our customer relationships, reputation as a dependable supplier of products and ability to obtain future design wins, while potentially increasing order cancellations, aged, unsaleable or otherwise unrealized backlog, and the likelihood of our breach of supply agreement terms. Any of the foregoing factors could negatively affect our future revenue growth and results of operations.

Our financial results may be adversely affected by increased tax rates and exposure to additional tax liabilities.

A number of factors may increase our future effective tax rates, including, but not limited to:

- the jurisdictions in which profits are determined to be earned and taxed;
- changes in our global structure that involve changes to investment in technology outside of the United States;
- the resolution of issues arising from tax audits with various tax authorities and, in particular, the outcome of the Internal Revenue Service audit of our tax returns for fiscal years 2009-2011 and fiscal years 2012-2014;
- changes in the valuation of our deferred tax assets and liabilities;
- adjustments to estimated taxes upon finalization of various tax returns;
- increases in expenses not deductible for tax purposes, including impairments of goodwill in connection with acquisitions;
- changes in available tax credits;
- changes in share-based compensation;
- changes in tax laws or the interpretation of such tax laws, including laws or rules enacted by countries in response to the Base Erosion and Profit Shifting (“BEPS”) project conducted by the Organization for Economic Co-operation and Development (“OECD”); and
- changes in generally accepted accounting principles.

We are subject to taxation in various countries and jurisdictions. Significant judgment is required to determine tax liabilities on a worldwide basis. Any significant increase in our future effective tax rates could reduce net income for future periods and may have a material adverse impact on our results of operations.

We are subject to a variety of domestic and international laws and regulations that could impose substantial costs on us and may adversely affect our business.

We are subject to numerous U.S. and international laws, rules and regulations covering a wide variety of subject matters, including, but not limited to, data privacy and protection, environment, safety and health, exports and imports, bribery and corruption, tax, labor and employment, competition, market access, and intellectual property ownership and infringement. Compliance with these laws, rules and regulations may be onerous and expensive and could restrict our ability to operate our business. If we fail to comply or if we become subject to enforcement activity, we could be subject to fines, penalties or other legal liability. Furthermore, should these laws, rules and regulations be amended or expanded, or new ones enacted, we could incur materially greater compliance costs or restrictions on our ability to operate our business.

Among other laws and regulations, we are subject to the General Data Protection Regulation effective in the European Union, U.S. Customs and Export Regulations, including U.S. International Traffic and Arms Regulations and similar laws, which collectively control import, export and sale of technologies by companies and various other aspects of the operation of our business, and the Foreign Corrupt Practices Act and similar anti-bribery laws, which prohibit companies from making improper payments to government officials for the purposes of obtaining or retaining business.

While our Company’s policies and procedures mandate compliance with such laws and regulations, there can be no assurance that our employees and agents will always act in strict compliance. If we fail to comply or if we become subject to enforcement activity, we could be subject to fines, penalties or other legal liability. Furthermore, should these laws, rules and regulations be amended or expanded, or new ones enacted,

we could incur materially greater compliance costs or restrictions on our ability to operate our business, which could have a material adverse impact on our results of operations and financial condition.

Political conditions could materially affect our revenues and results of operations.

We are subject to the political and legal risks inherent in international operations. Exposure to political instabilities, different business policies and varying legal or regulatory standards, including, but not limited to, international trade disputes, could result in the imposition of tariffs and trade restrictions or barriers, which could impact economic activity and lead to a contraction of customer demand. International trade disputes could also result in various forms of protectionist trade legislation and other protectionist measures that could limit the Company's ability to operate its business and have a negative effect on end-market demand, which could have a material adverse impact on our results of operations and financial condition. We have been impacted by these problems in the past, but none have materially affected our results of operations. Problems in the future or not-yet-materialized consequences of past problems could affect deliveries of our products to our customers, possibly resulting in substantially delayed or lost sales and/or increased expenses that cannot be passed on to our customers.

Our operating results may be adversely affected by unfavorable economic and market conditions.

The global economic environment could subject us to increased credit risk should customers be unable to pay us, or delay paying us, for previously purchased products. Accordingly, reserves for doubtful accounts and write-offs of accounts receivable may increase. In addition, weakness in the market for end users of our products could harm the cash flow of certain of our distributors and resellers who could then delay paying their obligations to us or experience other financial difficulties. This would further increase our credit risk exposure and potentially cause delays in our recognition of revenue on sales to these customers.

If economic or market conditions deteriorate globally, in the United States or in other key markets, our business, operating results, and financial condition may be materially and adversely affected.

Our quarterly operating results may fluctuate, which could adversely impact our common stock price.

We believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indicators of future performance. Our operating results have in the past been, and will continue to be, subject to quarterly fluctuations as a result of numerous factors, some of which may contribute to more pronounced fluctuations in an uncertain global economic environment. These factors include, but are not limited to, the following:

- Fluctuations in demand for our products and services;
- Loss of a significant customer or significant customers electing to purchase from another supplier;
- Reduced visibility into our customers' spending plans and associated revenue;
- The level of price and competition in our product markets;
- Our pricing practices, including our use of available information to maximize pricing potential;
- The impact of the uncertain economic and credit environment on our customers, channel partners, and suppliers, including their ability to obtain financing or to fund capital expenditures;
- The overall movement toward industry consolidations among our customers and competitors;
- Below industry-average growth of the non-consumer segments of our business;
- Announcements and introductions of new products by our competitors;
- Our ability to generate sufficient earnings and cash flow to pay dividends to our stockholders;
- Deferrals of customer orders in anticipation of new products or product enhancements (introduced by us or our competitors);
- Our ability to meet increases in customer orders in a timely manner;
- Striking an appropriate balance between short-term execution and long-term innovation;
- Our ability to develop, introduce, and market new products and enhancements and market acceptance of such new products and enhancements; and
- Our levels of operating expenses.

Our stock price may be volatile.

The market price of our common stock may be volatile and subject to wide fluctuations. Fluctuations have occurred and may continue to occur in response to various factors, many of which are beyond our control.

In addition, the market prices of securities of technology companies, including those in the semiconductor industry, generally have been and remain volatile. This volatility has significantly affected the market prices of securities of many technology companies for reasons frequently unrelated to the operating performance of the specific companies. If our actual operating results or future forecasted results do not meet the expectations of securities analysts or investors, who may derive their expectations by extrapolating data from recent historical operating results, the market price of our common stock may decline. Accordingly, you may not be able to resell shares of our common stock at a price equal to or higher than the price you paid for them.

Due to the nature of our compensation programs, some of our executive officers sell shares of our common stock each quarter or otherwise periodically, including pursuant to trading plans established under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Regardless of the reasons for such sales, analysts and investors could view such actions in a negative light and the market price of our stock could be adversely affected as a result of such periodic sales.

Material impairments of our goodwill or intangible assets could adversely affect our results of operations.

Goodwill is reviewed for impairment annually or more frequently if certain impairment indicators arise or upon the disposition of a significant portion of a reporting unit. The review compares the fair value for each reporting unit to its associated book value including goodwill. A decrease in the fair value associated with a reporting unit resulting from, among other things, unfavorable changes in the estimated future discounted cash flow of the reporting unit, may require us to recognize impairments of goodwill. Our intangible assets are amortized over their estimated useful lives, but they are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the sum of the future undiscounted cash flows expected to result from the use of the intangible asset and its eventual disposition is less than the carrying amount of the asset, we would recognize an impairment loss to the extent the carrying amount of the asset exceeds its fair value.

Our debt covenants may limit us from engaging in certain transactions or other activities.

We have entered into debt arrangements that contain certain covenants which may limit the manner in which we conduct our business. For example, the debt indentures that govern our outstanding notes include covenants that, under certain circumstances, limit our ability to grant liens on our facilities and to enter into sale and leaseback transactions, which could limit our ability to secure additional debt funding in the future. In circumstances involving a change of control of the Company followed by a downgrade of the rating of the notes, we would be required to make an offer to repurchase the affected notes at a purchase price greater than the aggregate principal amount of such notes, plus accrued and unpaid interest. Our ability to repurchase the notes in such events may be limited by our then-available financial resources or by the terms of other agreements to which we are a party. Although we currently have the funds necessary to retire this debt, funds might not be available to repay the notes when they become due in the future.

We also have access to a revolving credit facility with certain institutional lenders that contains certain covenants which may limit the manner in which we conduct our business. For example, the credit agreement requires that we maintain a maximum debt to EBITDA (earnings before interest, taxes, depreciation, and amortization) ratio and a minimum interest coverage ratio (EBITDA divided by interest expense). We have no outstanding borrowings under the credit facility. We may use the proceeds of any future borrowing under the credit facility for general corporate purposes, or for future acquisitions or expansion of our business.

We are required to comply with the covenants set forth in our debt indentures and credit facility. If we breach any of the covenants and do not obtain a waiver from the note holders or lenders, then, subject to cure periods, any outstanding indebtedness may be declared immediately due and payable.

Environmental, safety and health laws and regulations could force us to expend significant capital and incur substantial costs.

Various foreign and domestic federal, state, and local government agencies impose a variety of environmental, safety and health laws and regulations on the storage, handling, use, discharge and disposal of certain chemicals, gases and other substances used or produced in the semiconductor manufacturing process. Historically, compliance with these regulations has not had a material adverse effect on our capital expenditures, earnings, or competitive or financial position. There can be no assurance, however, that interpretation and enforcement of current or future environmental, safety and health laws and regulations will not impose costly requirements upon us. Any failure by us to adequately control the storage, handling, use, discharge or disposal of regulated substances could result in fines, suspension of production, alteration of wafer fabrication processes and legal liability, which may materially adversely impact our financial condition, results of operations or liquidity.

Business interruptions from natural disasters could harm our ability to produce products.

We operate our business in worldwide locations. Some of our facilities and those of our subcontractors are located in geologically unstable areas of the world and are susceptible to damage from natural disasters. In the event of a natural disaster, we may suffer a disruption in our operations that could adversely affect our results of operations.

Our financial condition, operations and liquidity may be materially adversely affected in the event of a catastrophic loss for which we are self-insured.

We are primarily self-insured with respect to many of our commercial risks and exposures. Based on management's assessment and judgment, we have determined that it is generally more cost effective to self-insure these risks. The risks and exposures we self-insure include, but are not limited to, fire, property and casualty, natural disasters, product defects, political risk, general liability, theft, counterfeits, patent infringement, certain employment practice matters and medical benefits for many of our U.S. employees. Should there be catastrophic loss from events such as fires, explosions, earthquakes, or other natural disasters, among many other risks, or adverse court or similar decisions in any area in which we are self-insured, our financial condition, results of operations, and liquidity may be materially adversely affected.

We may pursue acquisitions and investments that could harm our operating results and may disrupt our business.

We have made and will continue to consider making strategic business investments, alliances, and acquisitions we consider necessary or desirable to gain access to key technologies that we believe will complement our existing technical capability and support our business model objectives. Investments, alliances, and acquisitions involve risks and uncertainties that may negatively impact our future financial performance and result in an impairment of goodwill. If integration of our acquired businesses is not successful, we may not realize the potential benefits of an acquisition or suffer other adverse effects that we currently do not foresee. We may also need to enter new markets in which we have no or limited experience and where competitors in such markets have stronger market positions.

We also invest in early-to-late stage private companies to further our strategic objectives and support key business initiatives. These strategic investments may not perform as expected. We cannot provide assurance that these companies will operate in a manner that will increase or maintain the value of our investment. If these private companies fail, we may not realize a return on our investments. Thus, all of our investments are subject to a risk of a partial or total loss of investment capital.

Any of the foregoing, and other factors, could harm our ability to achieve anticipated levels of profitability from acquired businesses or to realize other anticipated benefits of acquisitions. In addition, because acquisitions of high technology companies are inherently risky, no assurance can be given that our previous or future acquisitions will be successful and will not adversely affect our business, operating results, or financial condition.

Exiting certain product lines or businesses, or restructuring our operations, may adversely affect certain customer relationships and produce results that differ from our intended outcomes.

The nature of our business requires strategic changes from time to time, including restructuring our operations and divesting and consolidating certain product lines and businesses. The sale of facilities, or the exiting of certain product lines or businesses, may adversely affect certain customer relationships, which may have a material adverse effect on our business, financial condition, and results of operations. Additionally, our ability to timely shut down our facilities or otherwise exit product lines and businesses, or to close or consolidate operations, depends on a number of factors, many of which are outside of our control. If we are unable to shut down a facility or exit a product line or business in a timely manner, or to restructure our operations in a manner we deem to be advantageous, this could have a material adverse effect on our business, financial condition, and results of operations. Even if the sale of a facility or divestment is successful, we may face indemnity and other liability claims by the acquirer or other parties.

We may be materially adversely affected by currency fluctuations or changes in trade policies, including international trade disputes.

We conduct our manufacturing and other operations in various worldwide locations. A portion of our operating costs and expenses at foreign locations are paid in local currencies. Many of the materials used in our products and much of the manufacturing process for our products are supplied by foreign companies or by our foreign operations, such as our test operations in the Philippines and Thailand. Approximately 88%, 88% and 89% of our net revenues in fiscal years 2018, 2017 and 2016, respectively, were from international sales. Accordingly, both manufacturing and sales of our products may be adversely affected by political or economic conditions abroad. In addition, various forms of protectionist trade legislation are routinely proposed in the United States and certain foreign countries. International trade disputes and changes in trade policies could result in the imposition of tariffs and trade restrictions, which could adversely affect our foreign manufacturing or marketing strategies and have a negative impact on end-market demand. Currency exchange fluctuations could also decrease revenue and increase our operating costs, the cost of components manufactured abroad, and the cost of our products to foreign customers, or decrease the costs of products produced by our foreign competitors.

Employee health benefit costs may negatively impact our profitability.

With a large number of employees participating in our health benefit plans, our expenses relating to employee health benefits are substantial. In past years, we have experienced significant increases in certain of these costs, largely as a result of economic factors beyond our control, including, in particular, ongoing increases in health care costs well in excess of the rate of inflation. While we have attempted to control these costs in recent years, there can be no assurance that we will be as successful in controlling such costs in the future. Continued increases in health care costs, as well as changes in laws, regulations and assumptions used to calculate health and benefit expenses, may adversely affect our business, financial position and results of operations.

Our certificate of incorporation contains certain anti-takeover provisions that may discourage, delay or prevent a hostile change in control of our Company.

Our certificate of incorporation permits our Board of Directors to authorize the issuance of up to 2,000,000 shares of preferred stock and to determine the rights, preferences and privileges and restrictions applicable to such shares without any further vote or action by our stockholders. Any such issuance might discourage, delay or prevent a hostile change in control of our Company, which may be considered beneficial to our stockholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our worldwide headquarters is in San Jose, California. Manufacturing and other operations are conducted in several locations worldwide. The following table provides certain information regarding our principal offices and manufacturing facilities at June 30, 2018:

Principal Properties	Use(s)	Approximate Floor Space (sq. ft.)
Cavite, the Philippines	Manufacturing, engineering, administration, office space, customer service, shipping and other	489,000
San Jose, California	Corporate headquarters, office space, engineering, administration, customer services, shipping and other	435,000
Beaverton, Oregon	Wafer fabrication, engineering, office space and administration	312,000
Chonburi Province, Thailand	Manufacturing, engineering, administration, office space, customer service, shipping and other	144,000
Dallas, Texas†	Corporate functions, engineering and lab	82,000
Chandler, Arizona	Office space, engineering and test	65,000
Bangalore, India†	Office space, engineering, administration and other	49,000
Colorado Springs, Colorado†	Office space, engineering, and administration	24,000
Dublin, Ireland†	Office space, administration and customer services	20,000

† Leased.

In addition to the property listed in the above table, we also lease sales, engineering, administration and manufacturing offices and other premises at various locations in the United States and internationally under operating leases, none of which are material to our future cash flows. These leases expire at various dates through 2030. We anticipate no difficulty in retaining occupancy of any of our other manufacturing, office or sales facilities through lease renewals prior to expiration or through month-to-month occupancy or in replacing them with equivalent facilities.

We expect these facilities to be adequate for our business purposes through at least the next 12 months.

ITEM 3. LEGAL PROCEEDINGS

Legal Proceedings

We are party or subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business, including proceedings and claims that relate to intellectual property matters. While the outcome of these matters cannot be predicted with certainty, we do not believe that the outcome of any of these matters, individually or in the aggregate, will result in losses that are materially in excess of amounts already recognized or reserved, if any.

Indemnifications

We indemnify certain customers, distributors, suppliers, and subcontractors for attorney fees, damages, and costs awarded against such parties in certain circumstances in which our products are alleged to infringe third party intellectual property rights, including patents, registered trademarks, or copyrights. The terms of our indemnification obligations are generally perpetual from the effective date of the agreement. In certain cases, there are limits on and exceptions to our potential liability for indemnification relating to intellectual property infringement claims.

Pursuant to our charter documents and separate written indemnification agreements, we have certain indemnification obligations to our current officers, employees, and directors, as well as certain former officers and directors.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NASDAQ Global Select Market ("NASDAQ") under the symbol MXIM. As of August 3, 2018, there were approximately 643 stockholders of record of our common stock.

The following table sets forth the range of the high and low closing prices by quarter for fiscal years 2018 and 2017:

	High	Low
Fiscal Year ended June 30, 2018		
First Quarter	\$47.84	\$43.71
Second Quarter	\$55.33	\$46.70
Third Quarter	\$66.27	\$52.97
Fourth Quarter	\$61.56	\$53.78

	High	Low
Fiscal Year ended June 24, 2017		
First Quarter	\$40.28	\$32.82
Second Quarter	\$39.47	\$36.74
Third Quarter	\$45.68	\$37.89
Fourth Quarter	\$49.41	\$43.39

The following table sets forth the dividends paid per share for fiscal years 2018 and 2017:

	Fiscal Years	
	2018	2017
First Quarter	\$0.36	\$0.33
Second Quarter	\$0.36	\$0.33
Third Quarter	\$0.42	\$0.33
Fourth Quarter	\$0.42	\$0.33

Issuer Purchases of Equity Securities

The following table summarizes the activity related to stock repurchases for the three months ended June 30, 2018:

Issuer Purchases of Equity Securities				
(in thousands, except per share amounts)				
	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Amount That May Yet Be Purchased Under the Plans or Programs
Apr. 1, 2018 - Apr. 28, 2018	696	\$57.47	696	\$706,374
Apr. 29, 2018 - May 26, 2018	706	\$56.69	706	\$666,368
May 27, 2018 - Jun. 30, 2018	799	\$60.07	799	\$618,359
Total	<u>2,201</u>	\$58.17	<u>2,201</u>	\$618,359

On July 20, 2017, the board of directors of the Company authorized the repurchase of up to \$1.0 billion of the Company's common stock. The stock repurchase authorization does not have an expiration date and the pace of repurchase activity will depend on factors such as current stock price, levels of cash generation from operations, cash requirements, and other factors.

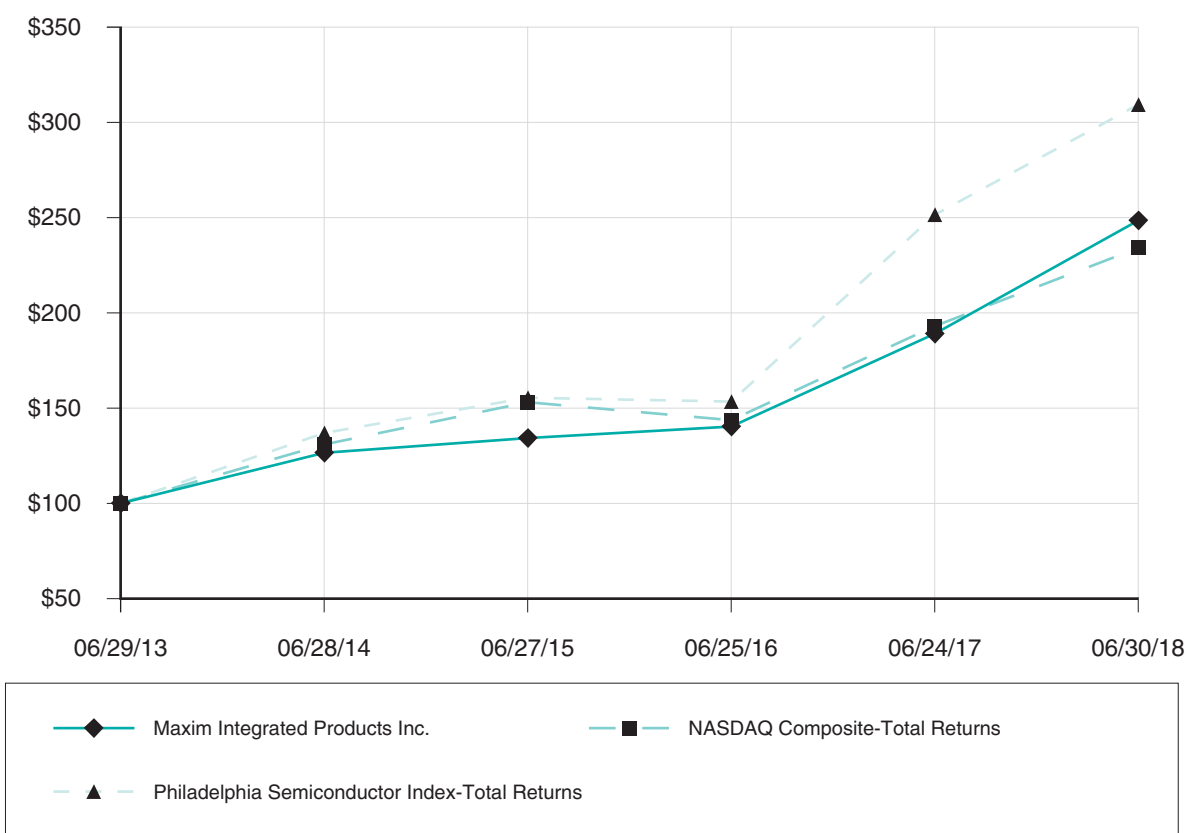
During fiscal year 2018, we repurchased approximately 7.5 million shares of our common stock for \$408.0 million. As of June 30, 2018, we had a remaining authorization of \$618.4 million for future share repurchases. The number of shares to be repurchased and the timing of such repurchases will be based on several factors, including the price of the Company's common stock and liquidity and general market and business conditions.

Stock Performance Graph

The line graph below compares the cumulative total stockholder return on our common stock with the cumulative total return of the NASDAQ Composite Stock Index and the Philadelphia Semiconductor Index for the five years ended June 30, 2018. The graph and table assume that \$100 was invested on June 28, 2013 (the last day of trading for the fiscal year ended June 29, 2013) in each of our common stock, the NASDAQ Composite Stock Index and the Philadelphia Semiconductor Index, and that all dividends were reinvested. Cumulative total stockholder returns for our common stock, the NASDAQ Composite Stock Index and the Philadelphia Semiconductor index are based on our fiscal year.

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or incorporated by reference into any of our filings under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. The returns shown are based on historical results and are not intended to suggest or predict future performance.

Comparison of Cumulative Five Year Total Return



	Base Year	Fiscal Year Ended				
	June 29, 2013	June 28, 2014	June 27, 2015	June 25, 2016	June 24, 2017	June 30, 2018
Maxim Integrated Products, Inc.	\$100.00	\$126.36	\$134.07	\$140.12	\$189.04	\$248.56
NASDAQ Composite-Total Return	\$100.00	\$130.85	\$152.90	\$143.45	\$193.14	\$234.02
Philadelphia Semiconductor-Total Return	\$100.00	\$136.81	\$155.35	\$153.31	\$251.41	\$309.10

ITEM 6. SELECTED FINANCIAL DATA

Set forth below is a summary of certain consolidated financial information with respect to the Company as of the dates and for the periods indicated. The following selected financial data as of June 30, 2018 and June 24, 2017 and for the years ended June 30, 2018, June 24, 2017 and June 25, 2016 are derived from and should be read in conjunction with, and are qualified by reference to, Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8 — Financial Statements and Supplementary Data, and notes thereto included elsewhere in Part IV, Item 15(a) of this Annual Report. The following selected financial data as of June 25, 2016, June 27, 2015, and June 28, 2014 and for the years ended June 27, 2015 and June 28, 2014 have been derived from our consolidated financial statements not included herein. The historical results are not necessarily indicative of the results to be expected in any future period.

	Fiscal Year Ended				
	June 30, 2018	June 24, 2017	June 25, 2016	June 27, 2015	June 28, 2014
	(in thousands, except percentages and per share data)				
Consolidated Statements of Income Data:					
Net revenues	\$2,480,066	\$2,295,615	\$2,194,719	\$2,306,864	\$2,453,663
Cost of goods sold	<u>853,945</u>	<u>849,135</u>	<u>950,331</u>	<u>1,034,997</u>	<u>1,068,898</u>
Gross margin	\$1,626,121	\$1,446,480	\$1,244,388	\$1,271,867	\$1,384,765
Gross margin %	<u>65.6%</u>	<u>63.0%</u>	<u>56.7%</u>	<u>55.1%</u>	<u>56.4%</u>
Operating income	\$ 833,448	\$ 694,777	\$ 313,849	\$ 237,280	\$ 422,291
% of net revenues	<u>33.6%</u>	<u>30.3%</u>	<u>14.3%</u>	<u>10.3%</u>	<u>17.2%</u>
Net income	<u>\$ 467,318</u>	<u>\$ 571,613</u>	<u>\$ 227,475</u>	<u>\$ 206,038</u>	<u>\$ 354,810</u>
Earnings per share					
Basic net income per share	<u>\$ 1.66</u>	<u>\$ 2.02</u>	<u>\$ 0.80</u>	<u>\$ 0.73</u>	<u>\$ 1.25</u>
Diluted net income per share	<u>\$ 1.64</u>	<u>\$ 1.98</u>	<u>\$ 0.79</u>	<u>\$ 0.71</u>	<u>\$ 1.23</u>
Shares used in the calculation of earnings per share:					
Basic	<u>280,979</u>	<u>283,147</u>	<u>285,081</u>	<u>283,675</u>	<u>283,344</u>
Diluted	<u>285,674</u>	<u>287,974</u>	<u>289,479</u>	<u>288,949</u>	<u>289,108</u>
Dividends declared and paid per share	<u>\$ 1.56</u>	<u>\$ 1.32</u>	<u>\$ 1.20</u>	<u>\$ 1.12</u>	<u>\$ 1.04</u>
	As of				
	June 30, 2018	June 24, 2017	June 25, 2016	June 27, 2015	June 28, 2014
	(in thousands)				
Consolidated Balance Sheet Data:					
Cash, cash equivalents and short-term investments	\$2,626,399	\$2,744,839	\$2,230,668	\$1,626,119	\$1,372,425
Working capital	\$2,413,014	\$3,026,597	\$2,197,645	\$1,936,226	\$1,687,292
Total assets	\$4,451,561	\$4,570,233	\$4,234,616	\$4,216,071	\$4,391,558
Long-term debt, excluding current portion	\$ 991,147	\$1,487,678	\$ 990,090	\$ 987,687	\$ 986,966
Total stockholders' equity	\$1,930,940	\$2,202,694	\$2,107,814	\$2,290,020	\$2,429,911

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our Consolidated Financial Statements and notes thereto included in Part IV, Item 15(a), the risk factors included in Part I, Item 1A, and the "forward-looking statements" and other risks described herein and elsewhere in this Annual Report.

Overview

We are a global company with manufacturing facilities in the United States, the Philippines and Thailand, and sales offices and design centers throughout the world. We design, develop, manufacture and market linear and mixed-signal integrated circuits, commonly referred to as analog circuits, for a large number of customers in diverse geographical locations. The analog market is fragmented and characterized by diverse applications, a great number of product variations and, with respect to many circuit types, relatively long product life cycles. The major end-markets in which we sell our products are the automotive, communications and data center, computing, consumer and industrial markets. We are incorporated in the State of Delaware.

Critical Accounting Policies

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our financial statements. The Securities and Exchange Commission ("SEC") has defined the most critical accounting policies as the ones that are most important to the presentation of our financial condition and results of operations, and that require us to make our most difficult and subjective accounting judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, our most critical accounting policies include revenue recognition, which impacts the recording of net revenues; valuation of inventories, which impacts costs of goods sold and gross margins; the assessment of recoverability of long-lived assets, which impacts impairment of long-lived assets; assessment of recoverability of intangible assets and goodwill, which impacts impairment of goodwill and intangible assets; accounting for income taxes, which impacts the income tax provision; and assessment of litigation and contingencies, which impacts charges recorded in cost of goods sold, selling, general and administrative expenses and income taxes. These policies and the estimates and judgments involved are discussed further below. We have other significant accounting policies that either do not generally require estimates and judgments that are as difficult or subjective, or it is less likely that such accounting policies would have a material impact on our reported results of operations for a given period. Our significant accounting policies are described in Note 2 to the Consolidated Financial Statements included in this Annual Report.

Revenue Recognition

We recognize revenue for sales to direct customers and sales to distributors upon shipment, provided that persuasive evidence of a sales arrangement exists, the price is fixed or determinable, title and risk of loss has transferred, collectability of the resulting receivable is reasonably assured, there are no customer acceptance requirements and we do not have any significant post-shipment obligations. We estimate returns for sales to direct customers and distributors based on historical return rates applied against current period gross revenue. Specific customer returns and allowances are considered within this estimate.

Accounts receivable from direct customers and distributors are recognized and inventory is relieved upon shipment as title to inventories generally transfers upon shipment, at which point we have a legally enforceable right to collection under normal terms. Accounts receivable related to consigned inventory is recognized when the customer takes title to such inventory from its consigned location, at which point inventory is relieved, title transfers, and we have a legally enforceable right to collection under the terms of our agreement with the related customers.

We estimate potential future returns and sales allowances related to current period product revenue. Management analyzes historical returns, changes in customer demand and acceptance of products when evaluating the adequacy of returns and sales allowances. Estimates made by us may differ from actual returns and sales allowances. These differences may materially impact reported revenue and amounts ultimately collected on accounts receivable. Historically, such differences have not been material.

An allowance for distributor credits covering price adjustments is estimated based on our historical experience rates and also considering economic conditions and contractual terms. To date, actual distributor claims activity has been materially consistent with the provisions we have made based on our historical experience rates.

The Company had historically recognized a portion of revenue through certain distributors at the time the distributor resold the product to its end customer (also referred to as the sell-through basis of revenue recognition) given the difficulty in estimating the ultimate price of these product shipments and amount of potential returns. The Company continuously reassesses its ability to reliably estimate the ultimate price of these products and the amount of potential returns and, over the past several years, has made investments in its systems and updates to processes around its distribution channel to improve the quality of the information for preparing such estimates. As a result of this continuous reassessment, the Company recognizes all revenue from distributors upon shipment to the distributor (also referred to as the sell-in basis of revenue recognition) as of second quarter of fiscal year 2018.

Inventories

Inventories are stated at the lower of (i) standard cost, which approximates actual cost on a first-in-first-out basis, or (ii) net realizable value. Our standard cost revision policy is to monitor manufacturing variances and revise standard costs on a quarterly basis. Because of the cyclical nature of the market, inventory levels, obsolescence of technology, and product life cycles, we generally write-down inventories to net realizable value based on forecasted product demand. Actual demand and market conditions may be lower than those projected by us. This difference could have a material adverse effect on our gross margin should inventory write-downs beyond those initially recorded become necessary. Alternatively, should actual demand and market conditions be more favorable than those estimated by us, gross margin could be favorably impacted as we release these reserves upon the ultimate product shipment. During fiscal years 2018, 2017 and 2016, we had net inventory write-downs of \$21.4 million, \$19.0 million and \$26.2 million, respectively. When the Company records a write-down on inventory, it establishes a new, lower cost basis for that inventory, and subsequent changes in facts and circumstances will not result in the restoration or increase in that newly established cost basis.

Long-Lived Assets

We evaluate the recoverability of property, plant and equipment in accordance with Accounting Standards Codification ("ASC") No. 360, *Property, Plant, and Equipment* ("ASC 360"). We perform periodic reviews to determine whether facts and circumstances exist that would indicate that the carrying amounts of property, plant and equipment might not be fully recoverable. If facts and circumstances indicate that the carrying amount of property, plant and equipment might not be fully recoverable, we compare projected undiscounted net cash flows associated with the related asset or group of assets over their estimated remaining useful lives against their respective carrying amounts. In the event that the projected undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets are written down to their estimated fair values based on the expected discounted future cash flows attributable to the assets. Evaluation of impairment of property, plant and equipment requires estimates in the forecast of future operating results that are used in the preparation of the expected future undiscounted cash flows. Actual future operating results and the remaining economic lives of our property, plant and equipment could differ from our estimates used in assessing the recoverability of these assets. These differences could result in impairment charges, which could have a material adverse impact on our results of operations.

Intangible Assets and Goodwill

We account for intangible assets in accordance with ASC No. 350, *Intangibles-Goodwill and Other* ("ASC 350"). We review goodwill and purchased intangible assets for impairment annually and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable, such as when reductions in demand or significant economic slowdowns in the semiconductor industry are present.

Intangible asset reviews are performed when indicators exist that could indicate the carrying value may not be recoverable based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment, the impaired asset is written down to fair value, which is typically calculated using: (i) quoted market prices or (ii) discounted expected future cash flows utilizing a discount rate consistent with the guidance provided in FASB Concepts Statement No. 7, *Using Cash Flow Information and Present Value in Accounting Measurements*. Impairment is based on the excess of the carrying amount over the fair value of those assets.

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. In accordance with ASC 350, the Company tests goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis or more frequently if the Company believes indicators of impairment exist. As part of its analysis, the Company first performs a qualitative assessment to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, as a result of the qualitative assessment, the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then the Company performs the quantitative goodwill impairment test. This test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. The Company generally determines the fair value of the Company's reporting units using the income approach methodology of valuation that includes the discounted cash flow method as well as the market approach which includes the guideline company method. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the Company recognizes an impairment of goodwill measured as the amount by which a reporting unit's carrying value exceeds its fair value with the loss recognized not to exceed the total amount of goodwill allocated to the reporting unit.

Accounting for Income Taxes

We must make certain estimates and judgments in the calculation of income tax expense, determination of uncertain tax positions, and in the determination of whether deferred tax assets are more likely than not to be realized. The calculation of our income tax expense and income tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations.

ASC No. 740-10, *Income Taxes* ("ASC 740-10"), prescribes a recognition threshold and measurement framework for financial statement reporting and disclosure of tax positions taken or expected to be taken on a tax return. Under ASC 740-10, a tax position is recognized in the financial statements when it is more likely than not, based on the technical merits, that the position will be sustained upon examination, including resolution of any related appeals or litigation processes. A tax position that meets the recognition threshold is then measured to determine the larg

est amount of the benefit that has a greater than 50% likelihood of being realized upon settlement. Although we believe that our computation of tax benefits to be recognized and realized are reasonable, no assurance can be given that the final outcome will not be different from what was reflected in our income tax provisions and accruals. Such differences could have a material impact on our net income and operating results in the period in which such determination is made. See Note 16: "Income Taxes" in the Notes to Consolidated Financial Statements included in Part IV, Item 15(a) of this Annual Report for further information related to ASC 740-10.

We evaluate our deferred tax asset balance and record a valuation allowance to reduce the net deferred tax assets to the amount that is more likely than not to be realized. In the event it is determined that the deferred tax assets to be realized in the future would be in excess of the net recorded amount, an adjustment to the deferred tax asset valuation allowance would be recorded. This adjustment would increase income in the period such determination was made. Likewise, should it be determined that all or part of the net deferred tax asset would not be realized in the future, an adjustment to increase the deferred tax asset valuation allowance would be charged to income in the period such determination is made. In assessing the need for a valuation allowance, historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and practicable tax planning strategies are considered. Realization of our deferred tax asset is dependent primarily upon future taxable income in the U.S. and certain foreign jurisdictions. Our judgments regarding future profitability may change due to future market conditions, changes in U.S. or international tax laws and other factors. These changes, if any, may require material adjustments to the net deferred tax asset and an accompanying reduction or increase in net income in the period in which such determinations are made.

Litigation and Contingencies

From time to time, we receive notices that our products or manufacturing processes may be infringing the patent or other intellectual property rights of others, notices of stockholder litigation or other lawsuits or claims against us. We periodically assess each matter in order to determine if a contingent liability in accordance with ASC No. 450, *Contingencies* ("ASC 450"), should be recorded. In making this determination, management may, depending on the nature of the matter, consult with internal and external legal counsel and technical experts. We expense legal fees associated with consultations and defense of lawsuits as incurred. Based on the information obtained, combined with management's judgment regarding all of the facts and circumstances of each matter, we determine whether a contingent loss is probable and whether the amount of such loss can be estimated. Should a loss be probable and estimable, we record a contingent loss in accordance with ASC 450. In determining the amount of a contingent loss, we take into consideration advice received from experts in the specific matter, the current status of legal proceedings, settlement negotiations which may be ongoing, prior case history and other factors. Should the judgments and estimates made by management be incorrect, we may need to record additional contingent losses that could materially adversely impact our results of operations. Alternatively, if the judgments and estimates made by management are incorrect and a particular contingent loss does not occur, the contingent loss recorded would be reversed thereby favorably impacting our results of operations.

Results of Operations

The following table sets forth certain Consolidated Statements of Income data expressed as a percentage of net revenues for the periods indicated:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
Net revenues	100.0%	100.0%	100.0%
Cost of goods sold	34.4%	37.0%	43.3%
Gross margin	65.6%	63.0%	56.7%
Operating expenses:			
Research and development	18.2%	19.8%	21.3%
Selling, general and administrative	13.0%	12.7%	13.2%
Intangible asset amortization	0.2%	0.4%	0.6%
Impairment of long-lived assets	—%	0.3%	7.3%
Impairment of goodwill and intangible assets	—%	—%	1.3%
Severance and restructuring expenses	0.6%	0.5%	1.1%
Other operating expenses (income), net	(0.1)%	(1.0)%	(2.4)%
Total operating expenses	32.0%	32.7%	42.4%
Operating income	33.6%	30.3%	14.3%
Interest and other income (expense), net	(0.3)%	(0.7)%	(1.3)%
Income before provision for income taxes	33.3%	29.6%	13.0%
Provision for income taxes	14.4%	4.7%	2.6%
Net income	18.8%	24.9%	10.4%

The following table shows pre-tax stock-based compensation included in the components of the Consolidated Statements of Income reported above as a percentage of net revenues for the periods indicated:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
Cost of goods sold	0.4%	0.4%	0.4%
Research and development	1.5%	1.6%	1.7%
Selling, general and administrative	1.3%	1.1%	1.1%
	3.2%	3.1%	3.2%

Net Revenues

We reported net revenues of \$2,480.1 million, \$2,295.6 million and \$2,194.7 million in fiscal years 2018, 2017 and 2016, respectively. Our net revenues in fiscal year 2018 increased by 8.0% compared to our net revenues in fiscal year 2017. Revenue from automotive products was up 17%, primarily driven by increased demand for infotainment, battery management system products for electric vehicles, and driver assistance products. Revenue from industrial products was up 13%, primarily due to higher sales of factory automation products and core industrial products. Revenue from consumer products was also up 5%. The increase in revenue was also partially driven by the 53-week fiscal year 2018 compared to the 52-week fiscal year 2017.

Our net revenues in fiscal year 2017 increased by 4.6% compared to our net revenues in fiscal year 2016. Revenue from automotive products was up 18%, primarily due to increased demand for infotainment products. Revenue from industrial products was up 4%, primarily driven by shipments of factory automation products. Revenue from communications and data center products was up 3%, due to higher shipments of data center products. These increases were partially offset by a decrease in revenue from consumer products of 2%, primarily due to lower shipments of smartphone products. Also, in the fourth quarter of fiscal 2017 the Company began recognizing revenue with a certain distributor (less its estimate of future price adjustments and returns) upon shipment to the distributor (also referred to as the sell-in basis of revenue recognition). As a result of this change, the Company recognized an incremental \$19.4 million of revenue during the fourth quarter of fiscal 2017.

Approximately 88%, 88% and 89% of our net revenues in fiscal years 2018, 2017 and 2016, respectively, were derived from customers located outside the United States, primarily in Asia and Europe. While less than 1.0% of our sales are denominated in currencies other than U.S. dollars, we enter into foreign currency forward contracts to mitigate our risks on firm commitments and net monetary assets denominated in foreign currencies. The impact of changes in foreign exchange rates on net revenues and our results of operations for fiscal years 2018, 2017 and 2016 were immaterial.

Gross Margin

Our gross margin as a percentage of net revenue was 65.6% in fiscal year 2018 compared to 63.0% in fiscal year 2017. Our gross margin increased by 2.6 percentage points, partially driven by implementation of cost reduction initiatives and improved factory utilization (2.3 percentage point increase to gross margin), and partially driven by lower intangible asset amortization and accelerated depreciation in fiscal year 2018 of \$3.9 million (0.3 percentage point increase to gross margin).

Our gross margin as a percentage of net revenue was 63.0% in fiscal year 2017 compared to 56.7% in fiscal year 2016. Our gross margin increased by 6.3 percentage points, partially driven by lower accelerated depreciation and intangible asset amortization in fiscal year 2017 of \$65.0 million (3.1 percentage point increase to gross margin) and partially driven by improved factory utilization and cost reduction initiatives (3.2 percentage point increase to gross margin).

Research and Development

Research and development expenses were \$450.9 million and \$454.0 million for fiscal years 2018 and 2017, respectively, which represented 18.2% and 19.8% of net revenues, respectively. The \$3.1 million decrease in research and development expenses was primarily due to our continued focused research and development investment strategy.

Research and development expenses were \$454.0 million and \$467.2 million for fiscal years 2017 and 2016, respectively, which represented 19.8% and 21.3% of net revenues, respectively. The \$13.2 million decrease in research and development expenses was primarily attributable to a decrease in salaries and related expenses of \$5.9 million as a result of headcount reductions related to restructuring programs and spending control efforts.

The level of research and development expenditures as a percentage of net revenues will vary from period to period depending, in part, on the level of net revenues and on our success in recruiting the technical personnel needed for our new product introductions and process development. We view research and development expenditures as critical to maintaining a high level of new product introductions, which in turn are critical to our plans for future growth.

Selling, General and Administrative

Selling, general and administrative expenses were \$322.9 million and \$291.5 million in fiscal years 2018 and 2017, respectively, which represented 13.0% and 12.7% of net revenues, respectively. The \$31.4 million increase in selling, general and administrative expenses was primarily attributable to an increase in salaries and related expenses.

Selling, general and administrative expenses were \$291.5 million and \$288.9 million in fiscal years 2017 and 2016, respectively, which represented 12.7% and 13.2% of net revenues, respectively. The \$2.6 million increase in selling, general and administrative expenses was primarily attributable to an increase in salaries and related expenses of \$12.6 million driven by increased employee profit sharing bonus, partially offset by a decrease in legal expenses.

The level of selling, general and administrative expenditures as a percentage of net revenues will vary from period to period, depending on the level of net revenues and our success in recruiting sales and administrative personnel needed to support our operations.

Impairment of Long-lived Assets

Impairment of long-lived assets was \$0.9 million in fiscal year 2018 and \$7.5 million in fiscal year 2017, which represented less than 0.1% and 0.3% of net revenues, respectively. The \$6.6 million decrease was primarily due to impairments of certain investments in privately held companies in fiscal year 2017. The Company uses various inputs to evaluate investments in privately held companies including valuations of recent financing events as well as other information regarding the issuer's historical and forecasted performance. The Company reached its conclusion regarding the asset impairment due to changes, during the fiscal year 2017, in the financial condition of certain investments in privately held companies which indicated an other than temporary impairment.

Impairment of long-lived assets was \$7.5 million in fiscal year 2017 and \$160.6 million in fiscal year 2016, which represented 0.3% and 7.3% of net revenues, respectively. The \$153.1 million decrease was primarily due to the classification of our wafer manufacturing facility in San Antonio, Texas as held for sale in the first quarter of fiscal year 2016 which was written down to fair value, less cost to sell, resulting in an impairment of \$157.7 million.

For further details of the asset impairments, please refer to Note 10: "Impairment of long-lived assets" in our consolidated financial statements included in Part IV, Item 15(a) to this Annual Report.

Impairment of Goodwill and Intangible Assets

There was no impairment of goodwill and intangible assets in fiscal year 2018.

There was no impairment of goodwill and intangible assets in fiscal year 2017 and \$27.6 million of impairment in fiscal year 2016, which represented 1.3% of fiscal year 2016 net revenues. This decrease was driven by a \$27.6 million impairment during fiscal year 2016 of in-process research and development obtained in previous acquisitions, primarily from the acquisition of Volterra.

For further details on impairments recorded of goodwill and intangible assets, please refer to Note 8: "Goodwill and intangible assets" in our consolidated financial statements included in Part IV, Item 15(a) to this Annual Report.

Severance and Restructuring Expenses

Severance and restructuring expenses were \$15.1 million in fiscal year 2018 and \$12.5 million in fiscal year 2017, which represented 0.6% and 0.5% of net revenues, respectively. The \$2.6 million increase was primarily due to employee enrollments in voluntary separation programs during fiscal year 2018.

Severance and restructuring expenses were \$12.5 million in fiscal year 2017 and \$24.5 million in fiscal year 2016, which represented 0.5% and 1.1% of net revenues, respectively. The \$12.0 million decrease was primarily due to the timing of restructuring activities initiated by the Company associated with continued reorganization of certain business units and functions and the closure of the Dallas wafer level packaging ("WLP") manufacturing facilities.

For further details on our restructuring plans and charges recorded, please refer to Note 17: "Restructuring Activities" in our consolidated financial statements included in Part IV, Item 15(a) to this Annual Report.

Other Operating Expenses (Income), Net

Other operating expenses (income), net were \$(1.6) million and \$(22.9) million in fiscal year 2018 and 2017, respectively, which represented (0.1)% and (1.0)% of net revenues, respectively. The net decrease in other operating income of \$21.3 million was primarily driven by the gain of \$26.6 million on the sale of micro-electromechanical systems (MEMS) business line in the first quarter of fiscal year 2017.

Other operating expenses (income), net were \$(22.9) million and \$(50.4) million in fiscal year 2017 and 2016, respectively, which represented (1.0)% and (2.4)% of net revenues, respectively. The net decrease in other operating income of \$27.5 million was primarily driven by the gain of \$26.6 million on the sale of our micro-electromechanical systems (MEMS) business line recorded in fiscal year 2017 compared to the gain of \$58.9 million on the asset sale of our energy metering business recorded in fiscal year 2016.

Interest and Other Income (Expense), Net

Interest and other income (expense), net was \$(8.6) million in fiscal year 2018 and \$(15.2) million in fiscal year 2017, which represented (0.3)% and (0.7)% of net revenues, respectively. The decrease in interest and other expense of \$6.6 million was primarily attributable to increased interest income on cash equivalents and short-term investments as well as net gains from derivatives hedging due to increased strength of the U.S. Dollar.

Interest and other income (expense), net was \$(15.2) million in fiscal year 2017 and \$(28.8) million in fiscal year 2016, which represented (0.7)% and (1.3)% of net revenues, respectively. The decrease in interest and other expense of \$13.6 million was primarily attributable to increased interest income on cash equivalents and short-term investments.

Provision for Income Taxes

Our annual income tax expense was \$357.6 million, \$108.0 million and \$57.6 million in fiscal years 2018, 2017 and 2016, respectively. The effective tax rate was 43.3%, 15.9% and 20.2% for fiscal years 2018, 2017 and 2016, respectively. Our federal statutory tax rate is 28.1% for fiscal year 2018 and 35.0% for fiscal years 2017 and 2016.

On December 22, 2017 legislation commonly referred to as the Tax Cuts and Jobs Act (the "Act") was enacted. The primary impacts of the Act in fiscal year 2018 are taxation of accumulated unremitted earnings of our foreign subsidiaries ("Transition Tax") and a reduction of our federal statutory tax rate from 35.0% to 28.1% (average of a 35.0% rate for the first half of fiscal year 2018 and a 21.0% rate for the second half of fiscal year 2018). The Act allows us to pay the Transition Tax in eight annual interest-free installments beginning in September 2018, although for accounting purposes the Transition Tax was recorded in the second quarter of fiscal year 2018. The Act has other provisions that will significantly impact us beginning in fiscal year 2019, including a further reduction of the federal statutory tax rate to 21.0% and provisions that impact taxation of our international earnings.

Securities and Exchange Commission Staff Accounting Bulletin No. 118 allowed the use of provisional amounts (reasonable estimates) if accounting for the income tax effects of the Act were not completed when our financial statements for the second quarter of fiscal year 2018 were issued. Provisional amounts must be adjusted during the measurement period as accounting for income tax effects of the Act is completed. The measurement period began on December 22, 2017, the enactment date of the Act, and lasts no longer than one year.

To compute the Transition Tax, we must calculate accumulated unremitted earnings of the Company's foreign subsidiaries and the amount of foreign income taxes paid on those earnings. The Company made a reasonable estimate of the Transition Tax and in the second quarter of fiscal year 2018 recorded a provisional Transition Tax charge of \$236.9 million, which consists of a \$248.0 million Transition Tax liability less \$11.1 million of deferred tax liabilities established in prior years for U.S. tax on unremitted foreign earnings. No adjustment to the provisional Transition Tax charge has been made as of the end of fiscal year 2018 as the Company continues to gather information and analyze available guidance to more precisely compute the Transition Tax.

Our fiscal year 2018 effective tax rate was higher than the statutory rate primarily due to a \$236.9 million provisional charge for the Transition Tax, a \$13.7 million charge to remeasure deferred taxes at the enactment date of the Act to reflect the federal statutory rate reduction, and \$17.1 million of interest accruals for unrecognized tax benefits, partially offset by earnings of foreign subsidiaries, generated primarily by our international operations managed in Ireland, that were taxed at lower rates, and \$11.1 million of excess tax benefits generated by the settlement of share-based awards.

Our fiscal year 2017 effective tax rate was lower than the statutory tax rate primarily due to earnings of foreign subsidiaries, generated primarily by our international operations managed in Ireland, that were taxed at lower rates, and \$14.4 million of excess tax benefits generated by the settlement of share-based awards, partially offset by stock-based compensation for which no tax benefit is expected and \$14.3 million of interest accruals for unrecognized tax benefits.

Our fiscal year 2016 effective tax rate was lower than the statutory tax rate primarily due to earnings of foreign subsidiaries, generated primarily by our international operations managed in Ireland, that were taxed at lower rates, partially offset by stock-based compensation for which no tax benefit is expected, \$9.1 million of interest accruals for unrecognized tax benefits and \$20.4 million of non-deductible goodwill included in the sale of the energy metering business.

We have various entities domiciled within and outside the United States. The following is a breakout of our U.S. and foreign income (loss) before income taxes:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Domestic pre-tax income (loss)	\$149,056	\$154,628	\$ (48,985)
Foreign pre-tax income (loss)	<u>675,829</u>	<u>524,961</u>	<u>334,039</u>
Total	<u>\$824,885</u>	<u>\$679,589</u>	<u>\$285,054</u>

A relative increase in earnings in lower tax jurisdictions, such as Ireland, may lower our consolidated effective tax rate, while a relative increase in earnings in higher tax jurisdictions, such as the United States, may increase our consolidated effective tax rate.

In fiscal year 2018 the percentage of pre-tax income from our foreign operations increased, which was primarily due a fiscal year 2017 gain from the sale of the Company's micro-electromechanical systems (MEMS) business line that increased domestic pre-tax income. The impact of pre-tax income from foreign operations reduced our effective tax rate by 16.7 percentage points in fiscal year 2018 as compared to 20.2 percentage points in fiscal year 2017. The rate reduction for foreign operations is the expected tax on foreign operations at the federal statutory tax rate less actual tax on foreign operations. The decreased fiscal year 2018 tax rate benefit from foreign operations was primarily due to a reduction of the Company's federal statutory tax rate from 35.0% to 28.1%.

In fiscal year 2017 the percentage of pre-tax income from our foreign operations declined versus fiscal year 2016, which was primarily due to a \$157.7 million fiscal year 2016 impairment of long-lived assets associated with the Company's wafer manufacturing facility in San Antonio, Texas that reduced domestic pre-tax income, partially offset by a \$24.1 million fiscal year 2016 in-process research and development impairment charge realized by a foreign affiliate. The impact of pre-tax income from foreign operations reduced our effective tax rate by 20.2 percentage points in fiscal year 2017 as compared to 21.7 percentage points in fiscal year 2016. The decreased fiscal year 2017 tax rate benefit from foreign operations was primarily attributable to the relative decrease in fiscal year 2017 pre-tax income from foreign operations.

Recently Issued Accounting Pronouncements

Refer to our discussion of recently issued accounting pronouncements as included in Part IV, Item 15. Exhibits and financial statement schedules, Note 2: "Summary of Significant Accounting Policies".

Financial Condition, Liquidity and Capital Resources

Financial Condition

Our primary source of liquidity is our cash flows from operating activities resulting from net income and management of working capital.

Cash flows were as follows:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Net cash provided by (used in) operating activities	\$ 819,464	\$ 773,657	\$ 721,885
Net cash provided by (used in) investing activities	(710,066)	(325,396)	62,722
Net cash provided by (used in) financing activities	(812,035)	(307,369)	(230,343)
Net increase (decrease) in cash and cash equivalents	<u>\$(702,637)</u>	<u>\$ 140,892</u>	<u>\$ 554,264</u>

Operating Activities

Cash provided by operating activities is net income adjusted for certain non-cash items and changes in certain assets and liabilities.

Cash provided by operating activities was \$819.5 million in fiscal year 2018, an increase of \$45.8 million compared with fiscal year 2017. This increase was primarily caused by an increase in income before provision for income taxes which resulted from higher revenue and improved gross margin.

Cash provided by operating activities was \$773.7 million in fiscal year 2017, an increase of \$51.8 million compared with fiscal year 2016. This increase was primarily driven by an increase in net income of \$344.1 million driven by improved gross margin. This increase was offset by lower non-cash adjustments of \$158.7 million of impairment of long-lived assets primarily related to the Company's wafer manufacturing facility in San Antonio, Texas in fiscal year 2016 and by lower non-cash adjustments of \$80.3 million of depreciation and amortization charges.

Investing Activities

Investing cash flows consist primarily of capital expenditures, net investment purchases and maturities and acquisitions.

Cash used in investing activities was \$710.1 million in fiscal year 2018, an increase of \$384.7 million compared with fiscal year 2017. The change was primarily due to a \$997.2 million increase in purchases of available-for-sale securities, partially offset by a \$678.2 million increase in proceeds from maturity of available-for-sale securities.

Cash used in investing activities was \$325.4 million in fiscal year 2017, an increase of \$388.1 million compared with fiscal year 2016. The change was primarily due to a \$350.2 million increase in purchases of available-for-sale securities.

Financing Activities

Financing cash flows consist primarily of new borrowings, repurchases of common stock, issuance and repayment of notes payables, payment of dividends to stockholders, proceeds from stock option exercises and employee stock purchase plan and withholding tax payments associated with net share settlements of equity awards.

Net cash used in financing activities was \$812.0 million in fiscal year 2018, an increase of \$504.6 million compared with fiscal year 2017. The Company issued \$500.0 million of long-term debt in fiscal year 2017. Changes in cash used in fiscal year 2018 included a \$156.2 million increase in repurchases of common stock, and an increase of \$64.1 million in dividend payments, partially offset by the repayment in fiscal year 2017 of \$250.0 million of notes payable.

Net cash used in financing activities was \$307.4 million in fiscal year 2017, an increase of \$77.0 million compared with fiscal year 2016. This increase was due primarily to the repayment in fiscal year 2017 of \$250.0 million of notes payable and an increase of \$31.9 million in dividend payments, partially offset by the issuance of \$500.0 million of long-term debt in fiscal year 2017 compared to \$250.0 million of short-term debt issued in fiscal year 2016.

Liquidity and Capital Resources

As of June 30, 2018, our available funds consisted of \$2.6 billion in cash, cash equivalents and short-term investments. We anticipate that the available funds and cash generated from operations will be sufficient to meet cash and working capital requirements, including the anticipated level of capital expenditures, common stock repurchases, debt repayments and dividend payments for at least the next twelve months.

Current portion of debt

On November 21, 2013, we completed a public offering of \$500 million aggregate principal amount of the Company's 2.5% senior unsecured and unsubordinated notes due on November 15, 2018 ("2018 Notes").

Available Borrowing Resources

We have access to a \$350 million senior unsecured revolving credit facility that expires on June 27, 2019. As of June 30, 2018, we had not borrowed any amounts from this credit facility.

Contractual Obligations

The following table summarizes our significant contractual obligations at June 30, 2018, and the effect such obligations are expected to have on our liquidity and cash flows in future periods:

	Payment due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Contractual Obligations:					
Operating lease obligations ⁽¹⁾	\$ 55,780	\$ 10,090	\$ 14,378	\$ 12,101	\$ 19,211
Outstanding debt obligations ⁽²⁾	1,500,000	500,000	—	500,000	500,000
Interest payments associated with debt obligations ⁽³⁾	237,647	38,986	68,250	63,328	67,083
Inventory related purchase obligations ⁽⁴⁾	500,058	78,797	129,381	85,371	206,509
Transition Tax ⁽⁵⁾	247,961	19,837	39,674	39,674	148,776
Total	<u>\$2,541,446</u>	<u>\$647,710</u>	<u>\$251,683</u>	<u>\$700,474</u>	<u>\$941,579</u>

(1) We lease some facilities under non-cancelable operating lease agreements that expire at various dates through 2030.

(2) Outstanding debt represents amounts primarily due for our long-term notes.

(3) Interest payments calculated based on contractual payment requirements under the debt agreements.

(4) We order some materials and supplies in advance or with minimum purchase quantities. We are obligated to pay for the materials and supplies when received. Additionally, in 2016 we entered into a long-term supply agreement with the semiconductor foundry TowerJazz to supply finished wafers on our existing processes and products, which contains minimum purchase requirements.

(5) Provisional Transition Tax on accumulated unremitted earnings of foreign subsidiaries, paid interest free, over a period of eight years.

Purchase orders for the purchase of the majority of our raw materials and other goods and services are not included above. Our purchase orders generally allow for cancellation without significant penalties. We do not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed our expected short-term requirements.

As of June 30, 2018, our gross unrecognized income tax benefits were \$591.5 million which excludes \$61.9 million of accrued interest and penalties. At this time, we are unable to make a reasonably reliable estimate of the timing of payments of these amounts, if any, in individual years due to uncertainties in the timing or outcomes of either actual or anticipated tax audits. As a result, these amounts are not included in the table above.

Off-Balance-Sheet Arrangements

As of June 30, 2018, we did not have any material off-balance-sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our cash and cash equivalents, short-term investments and notes payable. See Note 5: "Financial Instruments" in the Notes to Consolidated Financial Statements included in this Annual Report. We do not use derivative financial instruments to hedge the ongoing risk of interest rate volatility. At June 30, 2018, we maintained a significant portfolio of money market fund investments, which are included in cash and cash equivalents. These money market funds are generally invested only in U.S. government or agency securities and are all available on a daily basis. Our short-term investments are in U.S. government, corporate and bank debt securities. Our long-term notes payable are all fixed rate securities and as such, we have no financial statement risk associated with changes in interest rates related to these notes.

To assess the interest rate risk associated with our outstanding long-term debt portfolio, we performed sensitivity analysis for our long-term notes as of June 30, 2018, using a modeling technique that measures the change in the fair values arising from a hypothetical 100 basis points increase in the levels of interest rates across the entire yield curve, with all other variables held constant. The discount rates used were based on the market interest rates in effect at June 30, 2018. The sensitivity analysis indicated that a hypothetical 100 basis points increase in interest rates would result in a reduction in the fair values of our long-term notes of \$57.2 million.

Foreign Currency Risk

We generate less than 1.0% of our revenues in various global markets based on orders obtained in currencies other than the U.S. Dollar. We incur expenditures denominated in non-U.S. currencies, primarily the Philippine Peso and the Thai Baht associated with our manufacturing activities in the Philippines and Thailand, respectively, and expenditures for sales offices and research and development activities undertaken

outside of the U.S. We are exposed to fluctuations in foreign currency exchange rates primarily on orders, cash flows for expenditures and accounts receivable from sales in these foreign currencies. We have established risk management strategies designed to reduce the impact of volatility of future cash flows caused by changes in the exchange rate for these currencies. These strategies reduce, but do not entirely eliminate, the impact of currency exchange rate movements. We do not use derivative financial instruments for speculative or trading purposes. We routinely hedge our exposure to certain foreign currencies with various financial institutions in an effort to minimize the impact of certain currency exchange rate fluctuations. If a financial counterparty to any of our hedging arrangements experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, we may experience financial losses.

For derivative instruments that are designated and qualify as cash flow hedges under ASC No. 815, *Derivatives and Hedging* (“ASC 815”), the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income or loss and reclassified into earnings into the same financial statement line as the item being hedged, and in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized each period in interest and other income (expense), net.

For derivative instruments that are not designated as hedging instruments under ASC 815, gains and losses are recognized each period in interest and other income (expense), net. All derivatives are foreign currency forward contracts to hedge certain foreign currency denominated assets or liabilities. The gains and losses on these derivatives largely offset the changes in the fair value of the assets or liabilities being hedged.

As of June 30, 2018, we had outstanding foreign currency derivative contracts with a total notional amount of \$93.3 million. If overall foreign currency exchange rates appreciated (depreciated) uniformly by 10% against the U.S. dollar, our foreign currency derivative contracts outstanding as of June 30, 2018 would experience an approximately \$4.8 million gain (loss).

Foreign Exchange Contracts

The net unrealized gain or loss, if any, is potentially subject to market and credit risk as it represents appreciation (decline) of the hedge position against the spot exchange rates. The net realized and unrealized gains or losses from hedging foreign currency denominated assets and liabilities were immaterial during the fiscal years ended June 30, 2018 and June 24, 2017.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data required by this Item are set forth at the pages indicated in Part IV, Item 15(a) of this Annual Report and incorporated by reference herein.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer (“CEO”) and our chief financial officer (“CFO”), evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of June 30, 2018. These disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our CEO and our CFO, to allow timely decisions regarding required disclosures. Based on the evaluation, our CEO and our CFO have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2018.

Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed by, or under the supervision of, the Company’s CEO and CFO and effected by the Company’s Board of Directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our management, with the participation of our CEO and our CFO, assessed the effectiveness of our internal control over financial reporting as of June 30, 2018. Management’s assessment of internal control over financial reporting was conducted using the criteria in the *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our management has concluded that, as of June 30, 2018, our internal control over financial reporting was effective, based on these criteria. PricewaterhouseCoopers LLP, an independent registered public accounting firm, audited the effectiveness of the Company’s internal control over financial reporting, as of June 30, 2018, as stated within their report which is included herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2018 that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on the Effectiveness of Internal Controls over Financial Reporting and Disclosure Controls and Procedures

A system of internal control over financial reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP and no control system, no matter how well designed and operated, can provide absolute assurance. The design of any control system is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of its inherent limitations, internal control over financial reporting may not prevent or detect financial statement errors and misstatements. Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Other than as follows, the information required by this Item is incorporated by reference from the Company's Proxy Statement for the 2018 Annual Meeting of Stockholders under the headings "Audit Committee and Audit Committee Financial Expert," "Proposal No. 1—Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance."

Executive Officers of the Registrant

The following is information regarding our executive officers, including their positions and ages as of July 14, 2018.

Name	Age	Position
Tunç Doluca	60	President and Chief Executive Officer
Bruce E. Kiddoo	57	Senior Vice President and Chief Financial Officer
Vivek Jain	58	Senior Vice President, Technology and Manufacturing Group
Edwin B. Medlin	61	Senior Vice President and General Counsel
Christopher J. Neil	52	Senior Vice President, New Ventures
Bryan J. Preeshl	56	Senior Vice President, Quality
David Loftus	57	Vice President, Worldwide Sales and Marketing
Sumeet Gagneja	48	Vice President and Chief Accounting Officer

Tunç Doluca has served as a director of Maxim Integrated as well as the President and Chief Executive Officer since January 2007. He joined Maxim Integrated in October 1984 and served as Vice President from 1994 to 2004. He was promoted to Senior Vice President in 2004 and Group President in May 2005. Prior to 1994, he served in a number of integrated circuit development positions. Mr. Doluca holds a BSEE degree from Iowa State University and an MSEE degree from the University of California, Santa Barbara.

Bruce E. Kiddoo joined Maxim Integrated in September 2007 as Vice President of Finance. On October 1, 2008, Mr. Kiddoo was appointed Chief Financial Officer and Principal Accounting Officer of Maxim Integrated and was appointed Senior Vice President in September 2009. Prior to joining Maxim Integrated, Mr. Kiddoo held various positions at Broadcom Corporation, a global semiconductor company, beginning in December 1999. Mr. Kiddoo served as Broadcom's Corporate Controller and Principal Accounting Officer from July 2002 and served as Vice President from January 2003. He also served as Broadcom's Acting Chief Financial Officer from September 2006 to March 2007. Mr. Kiddoo holds a BS degree in Applied Science from the United States Naval Academy and an MBA degree from the College of William & Mary.

Vivek Jain joined Maxim Integrated in April 2007 as Vice President responsible for our wafer fabrication operations. In June 2009, Mr. Jain was promoted to Senior Vice President with expanded responsibility for managing test and assembly operations in addition to wafer fabrication operations. Prior to joining Maxim Integrated, Mr. Jain was with Intel Corporation as Plant Manager for Technology Development and Manufacturing Facility in Santa Clara, California from 2000. Mr. Jain holds a BS degree in Chemical Engineering from the Indian Institute of Technology at New Delhi, an MS degree in Chemical Engineering from Penn State University, and an MS degree in Electrical Engineering from Stanford University.

Edwin B. Medlin joined Maxim Integrated in November 1999 as Director and Associate General Counsel. He was promoted to Vice President and Senior Counsel in April 2006, was appointed General Counsel in September 2010, and he was promoted to Senior Vice President and General Counsel in May 2015. Prior to joining Maxim Integrated, he was with the law firm of Ropers, Majeski, Kohn and Bentley between 1987 and 1994 where he held various positions, including director. Between 1994 and 1997, he held the positions of General Counsel, and later, General Manager, at Fox Factory, Inc., a privately held manufacturing company. Between 1997 and 1999 he held the positions of General Counsel and later, Vice President of Global Sales and Marketing, at RockShox, Inc., a publicly traded corporation. Mr. Medlin holds a degree in Economics from the University of California, Santa Barbara, and a Juris Doctorate from Santa Clara University.

Christopher J. Neil joined Maxim Integrated in September 1990, was promoted to Vice President in April 2006, was named Division Vice President in September 2009 and was promoted to Senior Vice President in September 2011. In May 2015, Mr. Neil was appointed to create and lead Maxim Ventures, the Company's venture arm. Prior to 2006, he held several engineering and executive management positions. Mr. Neil holds BSEE and MSEE degrees from the Massachusetts Institute of Technology.

Bryan J. Preeshl joined Maxim Integrated in 1990 as a Senior Failure Analysis Engineer and held various senior management roles in the quality organization before being promoted to Vice President of Quality in 2010 and Senior Vice President of Quality in 2016. Prior to joining Maxim

Integrated, Mr. Preeshl held numerous quality-related positions at National Semiconductor, ZyMOS, Monolithic Memories, and Advanced Micro Devices. Mr. Preeshl holds a degree in Electronics Engineering Technology from the DeVry Institute of Technology in Phoenix, Arizona.

David Loftus joined Maxim Integrated as its Vice President of Worldwide Sales and Marketing in 2015. Immediately prior to joining Maxim Integrated, Mr. Loftus led Worldwide Insights, a management consulting firm he founded in Atlanta. Earlier, he led the worldwide sales organizations for Cypress Semiconductor and Intersil Corporation. Before his tenure at Intersil, Mr. Loftus spent 17 years with Xilinx, as Vice President and General Manager for its Spartan Products Division and as Vice President and Managing Director for the Company's Asia Pacific operations. Mr. Loftus holds a degree in Electrical Engineering and a Masters in Management from Georgia Institute of Technology.

Sumeet Gagneja joined Maxim Integrated in January 2011. Mr. Gagneja has served as Maxim Integrated's Vice President and Chief Accounting Officer since August 2017 and has served as Maxim Integrated's Corporate Controller since August 2016. Prior to that, Mr. Gagneja served as Maxim Integrated's Managing Director of Internal Audit from November 2013 to August 2016, Maxim Integrated's Managing Director of Finance from September 2013 to November 2013, and Maxim Integrated's Executive Director of Finance from January 2011 to August 2013. Prior to joining Maxim Integrated, Mr. Gagneja held various finance positions at Broadcom Limited (previously Avago Technologies) and Intel Corporation. Mr. Gagneja received a B.S. in Mechanical Engineering from Punjab Engineering College, a M.S. degree in Mechanical Engineering from Wayne State University, and a M.B.A. degree from the University of Michigan (Stephen M. Ross) School of Business.

Code of Business Conduct and Ethics

We have a Code of Business Conduct and Ethics (the "Code of Ethics"), which applies to all directors and employees, including, but not limited to, our principal executive officer and principal financial and accounting officer. The Code of Ethics is designed to promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest arising from personal and professional relationships, (ii) full, fair, accurate, timely and understandable disclosure in reports and documents that we are required to file with the SEC and in other public communications, (iii) compliance with applicable governmental laws, rules and regulations, (iv) the prompt internal reporting of violations of the Code of Ethics to an appropriate person or group, and (v) accountability for adherence to the Code of Ethics. A copy of the Code of Ethics is available on our website at <http://www.maximintegrated.com/en/aboutus/maxim-corporate-policies.html>. The Company intends to satisfy the disclosure requirement regarding any amendment to, or a waiver from, a provision of the Code of Ethics for the Company's principal executive officer, principal financial officer or principal accounting officer by posting such information on its website. The contents of our website are not incorporated into this Annual Report.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from the Company's Proxy Statement for the 2018 Annual Meeting of Stockholders under the headings "Director Compensation," "Compensation Discussion and Analysis," "Compensation Committee Report" and "Executive Compensation."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The information required by this item is incorporated by reference from the Company's Proxy Statement for the 2018 Annual Meeting of Stockholders under the heading "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners, Directors and Management."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference from the Company's Proxy Statement for the 2018 Annual Meeting of Stockholders under the headings "Corporate Governance and Board of Directors Matters" and "Certain Relationships and Related Transactions."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference from the Company's Proxy Statement for the 2018 Annual Meeting of Stockholders under the headings "Report of the Audit Committee of the Board of Directors" and "Independent Public Accountants."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following are filed as part of this Report:

	Page
(1) <i>Financial Statements.</i>	33
Consolidated Balance Sheets at June 30, 2018 and June 24, 2017	33
Consolidated Statements of Income for each of the three years in the period ended June 30, 2018	34
Consolidated Statements of Comprehensive Income for each of the three years in the period ended June 30, 2018	35
Consolidated Statements of Stockholders' Equity for each of the three years in the period ended June 30, 2018	36
Consolidated Statements of Cash Flows for each of the three years in the period ended June 30, 2018	37
Notes to Consolidated Financial Statements	39
Report of Independent Registered Public Accounting Firm	70
Report of Independent Registered Public Accounting Firm	72
(2) <i>Financial Statement Schedule.</i>	
The following financial statement schedule is filed as part of this Annual Report on Form 10-K and should be read in conjunction with the financial statements.	
Schedule II—Valuation and Qualifying Accounts	73
All other schedules are omitted because they are not applicable, or because the required information is included in the consolidated financial statements or notes thereto.	
(3) The Exhibits filed as a part of this Report are listed in the attached Index to Exhibits.	

(b) *Exhibits.*

See attached Index to Exhibits.

MAXIM INTEGRATED PRODUCTS, INC. CONSOLIDATED BALANCE SHEETS

	<u>June 30, 2018</u>	<u>June 24, 2017</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$1,543,484	\$2,246,121
Short-term investments	1,082,915	498,718
Total cash, cash equivalents and short-term investments	<u>2,626,399</u>	<u>2,744,839</u>
Accounts receivable, net of allowances of \$140,296 in 2018 and \$46,575 in 2017	280,072	256,454
Inventories	282,390	247,242
Other current assets	21,548	57,059
Total current assets	<u>3,210,409</u>	<u>3,305,594</u>
Property, plant and equipment, net	579,364	606,581
Intangible assets, net	78,246	90,867
Goodwill	532,251	491,015
Other assets	51,291	76,176
TOTAL ASSETS	<u><u>\$4,451,561</u></u>	<u><u>\$4,570,233</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 92,572	\$ 77,373
Income taxes payable	17,961	3,688
Accrued salary and related expenses	151,682	145,299
Accrued expenses	35,774	37,663
Deferred margin on shipments to distributors	—	14,974
Current portion of debt	499,406	—
Total current liabilities	<u>797,395</u>	<u>278,997</u>
Long-term debt	991,147	1,487,678
Income taxes payable	661,336	557,498
Other liabilities	70,743	43,366
Total liabilities	<u>2,520,621</u>	<u>2,367,539</u>
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, \$0.001 par value		
Authorized: 2,000 shares, issued and outstanding: none	—	—
Common stock, \$0.001 par value		
Authorized: 960,000 shares		
Issued and outstanding: 278,664 in 2018 and 282,912 in 2017	279	283
Additional paid-in capital	—	—
Retained earnings	1,945,646	2,212,301
Accumulated other comprehensive loss	(14,985)	(9,890)
Total stockholders' equity	<u>1,930,940</u>	<u>2,202,694</u>
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	<u><u>\$4,451,561</u></u>	<u><u>\$4,570,233</u></u>

See accompanying Notes to Consolidated Financial Statements.

MAXIM INTEGRATED PRODUCTS, INC. CONSOLIDATED STATEMENTS OF INCOME

	For the Years Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands, except per share data)		
Net revenues	\$2,480,066	\$2,295,615	\$2,194,719
Cost of goods sold	853,945	849,135	950,331
Gross margin	1,626,121	1,446,480	1,244,388
Operating expenses:			
Research and development	450,943	453,977	467,161
Selling, general and administrative	322,918	291,511	288,899
Intangible asset amortization	4,467	9,189	12,205
Impairment of long-lived assets	892	7,517	160,582
Impairment of goodwill and intangible assets	—	—	27,602
Severance and restructuring expenses	15,060	12,453	24,479
Other operating expenses (income), net	(1,607)	(22,944)	(50,389)
Total operating expenses	792,673	751,703	930,539
Operating income (loss)	833,448	694,777	313,849
Interest and other income (expense), net	(8,563)	(15,188)	(28,795)
Income (loss) before provision for income taxes	824,885	679,589	285,054
Income tax provision	357,567	107,976	57,579
Net income (loss)	\$ 467,318	\$ 571,613	\$ 227,475
Earnings (loss) per share:			
Basic	\$ 1.66	\$ 2.02	\$ 0.80
Diluted	\$ 1.64	\$ 1.98	\$ 0.79
Shares used in the calculation of earnings (loss) per share:			
Basic	280,979	283,147	285,081
Diluted	285,674	287,974	289,479
Dividends declared and paid per share	\$ 1.56	\$ 1.32	\$ 1.20

See accompanying Notes to Consolidated Financial Statements.

**MAXIM INTEGRATED PRODUCTS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<u>For the Years Ended</u>		
	<u>June 30, 2018</u>	<u>June 24, 2017</u>	<u>June 25, 2016</u>
	(in thousands)		
Net income (loss)	\$467,318	\$571,613	\$227,475
Other comprehensive income (loss), net of tax:			
Change in net unrealized gains and losses on available-for-sale securities, net of tax benefit (expense) of \$184 in 2018, \$0 in 2017, and \$0 in 2016	(2,436)	(1,723)	356
Change in net unrealized gains and losses on cash flow hedges, net of tax benefit (expense) of \$291 in 2018, \$(137) in 2017, \$202 in 2016	(1,401)	510	(545)
Change in net unrealized gains and losses on post-retirement benefits, net of tax benefit (expense) of \$115 in 2018, \$(2,988) in 2017, \$(455) in 2016	(1,258)	5,542	3,204
Other comprehensive income (loss), net	<u>(5,095)</u>	<u>4,329</u>	<u>3,015</u>
Total comprehensive income (loss)	<u>\$462,223</u>	<u>\$575,942</u>	<u>\$230,490</u>

See accompanying Notes to Consolidated Financial Statements.

MAXIM INTEGRATED PRODUCTS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional	Retained	Accumulated	Total
	Shares	Par Value	Paid-In Capital	Earnings	Other Comprehensive Loss	Stockholders' Equity
	(in thousands)					
Balance, June 27, 2015	284,823	\$283	\$ 27,859	\$2,279,112	\$(17,234)	\$2,290,020
Net income	—	—	—	227,475	—	227,475
Other comprehensive income (loss), net	—	—	—	—	3,015	3,015
Repurchase of common stock	(6,811)	(7)	(194,264)	(42,815)	—	(237,086)
Net issuance of restricted stock units	1,416	2	(24,086)	—	—	(24,084)
Stock options exercised	3,200	4	79,604	—	—	79,608
Stock-based compensation	—	—	69,539	—	—	69,539
Tax benefit (shortfall) on settlement of equity instruments	—	—	7,375	—	—	7,375
Common stock issued under Employee Stock Purchase Plan	1,281	2	33,973	—	—	33,975
Dividends paid, \$1.20 per common share	—	—	—	(342,023)	—	(342,023)
Balance, June 25, 2016	283,909	\$284	\$ —	\$2,121,749	\$(14,219)	\$2,107,814
Net income	—	—	—	571,613	—	571,613
Other comprehensive income (loss), net	—	—	—	—	4,329	4,329
Repurchase of common stock	(6,057)	(6)	(143,309)	(108,484)	—	(251,799)
Net issuance of restricted stock units	1,275	1	(25,184)	—	—	(25,183)
Stock options exercised	2,741	3	63,000	—	—	63,003
Stock-based compensation	—	—	71,225	—	—	71,225
Cumulative adjustment for adoption of ASU 2016-09	—	—	—	1,394	—	1,394
Common stock issued under Employee Stock Purchase Plan	1,044	1	34,268	—	—	34,269
Dividends paid, \$1.32 per common share	—	—	—	(373,971)	—	(373,971)
Balance, June 24, 2017	282,912	\$283	\$ —	\$2,212,301	\$ (9,890)	\$2,202,694
Net income	—	—	—	467,318	—	467,318
Other comprehensive income (loss), net	—	—	—	—	(5,095)	(5,095)
Repurchase of common stock	(7,487)	(7)	(112,075)	(295,886)	—	(407,968)
Net issuance of restricted stock units	1,241	1	(30,311)	—	—	(30,310)
Stock options exercised	1,090	1	28,008	—	—	28,009
Stock-based compensation	—	—	78,058	—	—	78,058
Common stock issued under Employee Stock Purchase Plan	908	1	36,320	—	—	36,321
Dividends paid, \$1.56 per common share	—	—	—	(438,087)	—	(438,087)
Balance, June 30, 2018	278,664	\$279	\$ —	\$1,945,646	\$(14,985)	\$1,930,940

See accompanying Notes to Consolidated Financial Statements.

MAXIM INTEGRATED PRODUCTS, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Cash flows from operating activities:			
Net income (loss)	\$ 467,318	\$ 571,613	\$ 227,475
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Stock-based compensation	78,685	71,117	69,701
Depreciation and amortization	144,974	164,292	244,637
Deferred taxes	27,715	(7,895)	(48,138)
In process research and development written-off	—	—	27,602
Loss (gain) from sale of property, plant and equipment	995	16,365	2,283
Tax benefit (shortfall) on settlement of equity instruments	—	—	7,375
Excess tax benefit from stock-based compensation	—	—	(9,550)
Impairment of long-lived assets	42	1,462	160,153
Impairment of investments in privately-held companies	850	6,720	—
Loss (gain) on sale of business	—	(26,620)	(58,944)
Changes in assets and liabilities:			
Accounts receivable	(19,714)	78	22,313
Inventories	(32,776)	(21,215)	44,086
Other current assets	32,368	(3,547)	2,943
Accounts payable	9,560	(6,205)	(3,676)
Income taxes payable	117,654	60,798	56,641
Deferred margin on shipments to distributors	(14,974)	(23,805)	8,452
All other accrued liabilities	6,767	(29,501)	(31,468)
Net cash provided by (used in) operating activities	<u>819,464</u>	<u>773,657</u>	<u>721,885</u>
Cash flows from investing activities:			
Purchases of property, plant and equipment	(65,782)	(51,421)	(69,369)
Proceeds from sale of property, plant, and equipment	5,823	10,792	85,142
Proceeds from sale of available-for-sale securities	107,291	50,994	—
Proceeds from maturity of available-for-sale securities	753,249	75,000	50,000
Proceeds from sale of business	—	42,199	105,000
Payment in connection with business acquisition, net of cash acquired	(57,773)	—	—
Purchases of available-for-sale securities	(1,447,354)	(450,135)	(99,948)
Purchases of privately-held companies' securities	(5,520)	(2,825)	(10,483)
Other investing activities	—	—	2,380
Net cash provided by (used in) investing activities	<u>(710,066)</u>	<u>(325,396)</u>	<u>62,722</u>

MAXIM INTEGRATED PRODUCTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

	For the Years Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Cash flows from financing activities			
Excess tax benefit from stock-based compensation	—	—	9,550
Repayment of notes payable	—	(250,000)	—
Issuance of debt	—	500,000	250,000
Debt issuance cost	—	(3,688)	(283)
Net issuance of restricted stock units	(30,310)	(25,183)	(24,084)
Proceeds from stock options exercised	28,009	63,003	79,608
Issuance of common stock under employee stock purchase program	36,321	34,269	33,975
Repurchase of common stock	(407,968)	(251,799)	(237,086)
Dividends paid	(438,087)	(373,971)	(342,023)
Net cash provided by (used in) financing activities	(812,035)	(307,369)	(230,343)
Net increase (decrease) in cash and cash equivalents	(702,637)	140,892	554,264
Cash and cash equivalents:			
Beginning of year	2,246,121	2,105,229	1,550,965
End of year	<u>\$ 1,543,484</u>	<u>\$ 2,246,121</u>	<u>\$ 2,105,229</u>
Supplemental disclosures of cash flow information:			
Cash paid (refunded), net during the year for income taxes	\$ 189,100	\$ 76,243	\$ 43,898
Cash paid for interest	\$ 46,625	\$ 29,375	\$ 29,381
Noncash financing and investing activities:			
Accounts payable related to property, plant and equipment purchases	\$ 8,833	\$ 3,853	\$ 2,810
Common stock valued at \$40.0 million received as consideration in sale of inventory, property, plant and equipment for the Company's wafer manufacturing facility in San Antonio, Texas	\$ —	\$ —	\$ 40,000

See accompanying Notes to Consolidated Financial Statements.

MAXIM INTEGRATED PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: NATURE OF OPERATIONS

Maxim Integrated Products, Inc. (“Maxim Integrated”, the “Company,” “we,” “us” or “our”), incorporated in Delaware, designs, develops, manufactures, and markets a broad range of linear and mixed-signal integrated circuits, commonly referred to as analog circuits, for a large number of customers in diverse geographical locations. The Company also provides a range of high-frequency process technologies and capabilities for use in custom designs. The analog market is fragmented and characterized by diverse applications and a great number of product variations with varying product life cycles. Maxim Integrated is a global company with a manufacturing facility in the United States, testing facilities in the Philippines and Thailand, and sales and circuit design offices throughout the world. Integrated circuit assembly is performed by foreign assembly subcontractors, located in countries throughout Asia, where wafers are separated into individual integrated circuits and assembled into a variety of packages. The major end-markets the Company’s products are sold in are the automotive, communications and data center, computing, consumer and industrial markets.

The Company has a 52-to-53-week fiscal year that ends on the last Saturday of June. Accordingly, every fifth or sixth year will be a 53-week fiscal year. Fiscal year 2018 was a 53-week fiscal year (ended on June 30, 2018). Fiscal years 2017 and 2016 were each 52-week fiscal years (ended on June 24, 2017, and June 25, 2016, respectively).

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates relate to the useful lives and fair value of fixed assets, valuation allowance for deferred tax assets, reserves relating to uncertain tax positions, allowances for doubtful accounts, customer returns and allowances, allowance for distributor credits, inventory valuation, reserves relating to litigation matters, assumptions about the fair value of reporting units, accrued liabilities and reserves, assumptions related to the calculation of stock-based compensation and the value of intangibles acquired and goodwill associated with business combinations. The Company bases its estimates and judgments on its historical experience, knowledge of current conditions and its beliefs of what could occur in the future, given available information. Actual results may differ from those estimates, and such differences may be material to the financial statements.

Basis of Presentation

The consolidated financial statements include the accounts of the Company and all of its majority-owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation.

Cash Equivalents and Short-term Investments

The Company considers all highly liquid financial instruments purchased with an original maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents consist of demand accounts, money market funds, U.S. Treasury securities, agency securities, corporate debt securities, certificates of deposit, and commercial paper. Short-term investments consist primarily of U.S. treasury debt securities with original maturities beyond three months at the date of purchase, agency securities, corporate debt securities, certificates of deposit, and commercial paper.

The Company’s short-term investments are considered available-for-sale and classified as short-term as these investments generally consist of highly marketable securities that are available to meet near-term cash requirements. Such securities are carried at fair market value based on market quotes and other observable inputs. Unrealized gains and losses, net of tax, on securities in this category are reported as equity in the Consolidated Statement of Comprehensive Income. Realized gains and losses on sales of investment securities are determined based on the specific identification method and are included in Interest and other income (expense), net in the Consolidated Statements of Income.

Derivative Instruments

The Company incurs expenditures denominated in non-U.S. currencies, primarily the Philippine Peso and the Thai Baht associated with the Company’s manufacturing activities in the Philippines and Thailand, respectively, and European Euro, Indian Rupee, Taiwan New Dollar, South Korean Won, Chinese Yuan, Japanese Yen, Singapore Dollar, and Canadian Dollar expenditures for sales offices and research and development activities undertaken outside of the U.S. The Company is exposed to fluctuations in foreign currency exchange rates for cash flows for expenditures and on orders and accounts receivable from sales in these foreign currencies. The Company has established risk management

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

strategies designed to reduce the impact of volatility of future cash flows caused by changes in the exchange rate for these currencies. These strategies reduce, but do not entirely eliminate, the impact of currency exchange rates movements.

Currency forward contracts are used to offset the currency risk of non-U.S. dollar-denominated assets and liabilities. The Company typically enters into currency forward contracts to hedge exposures associated with its expenditures denominated in European Euro, Philippine Peso and South Korean Won. The Company also hedges smaller expense exposures in several other foreign currencies. The Company enters into currency forward contracts to hedge its accounts receivable and backlog denominated in European Euro, Japanese Yen and British Pound. Changes in fair value of the underlying assets and liabilities are generally offset by the changes in fair value of the related currency forward contract.

The Company uses currency forward contracts to hedge exposure to variability in anticipated non-U.S. dollar denominated cash flows. These contracts are designated as cash flow hedges and recorded on the Consolidated Balance Sheets at their fair market value. The maturities of these instruments are generally less than six months. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income (loss) and reported within the Consolidated Statements of Comprehensive Income. These amounts have been reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. For derivative instruments that are not designated as hedging instruments, gains and losses are recognized immediately in "Interest income (expense) and other, net" in the Consolidated Statements of Income.

Fair Value of Financial Instruments

The Company measures certain financial assets and liabilities at fair value based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants.

Inventories

Inventories are stated at the lower of (i) standard cost, which approximates actual cost on a first-in-first-out basis, or (ii) net realizable value. The Company's standard cost revision policy is to monitor manufacturing variances and revise standard costs on a quarterly basis. Because of the cyclical nature of the market, inventory levels, obsolescence of technology, and product life cycles, the Company generally writes down inventories to net realizable value based on forecasted product demand.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is primarily computed on the straight-line method over the estimated useful lives of the assets, which range from 2 to 15 years for machinery, equipment and software and up to 40 years for buildings and building improvements. Leasehold improvements are amortized over the lesser of their useful lives or the remaining term of the related lease. When assets are retired or otherwise disposed of, the cost and accumulated depreciation or amortization is removed from the accounts and any resulting gain or loss is reflected in the Consolidated Statements of Income. The classification is based mainly on whether the asset is operating or not.

The Company evaluates the recoverability of property, plant and equipment in accordance with Accounting Standards Codification ("ASC") No. 360, *Property, Plant, and Equipment* ("ASC 360"). The Company performs periodic reviews to determine whether facts and circumstances exist that would indicate that the carrying amounts of property, plant and equipment are not recoverable and exceed their fair values. If facts and circumstances indicate that the carrying amounts of property, plant and equipment might not be fully recoverable, projected undiscounted net cash flows associated with the related asset or group of assets over their estimated remaining useful lives are compared against their respective carrying amounts. In the event that the projected undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets are written down to their estimated fair values based on their expected discounted future cash flows attributable to those assets. All long-lived assets classified as held for sale are reported at the lower of carrying amount or fair market value, less expected selling costs.

Intangible Assets and Goodwill

The Company accounts for intangible assets in accordance with ASC No. 350, *Intangibles-Goodwill and Other* ("ASC 350"). The Company reviews goodwill and purchased intangible assets for impairment annually in the fourth fiscal quarter and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable, such as when reductions in demand or significant economic slowdowns in the semiconductor industry are present.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Intangible asset reviews are performed when indicators exist that could indicate the carrying value may not be recoverable based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment, the impaired asset is written down to fair value, which is typically calculated using: (i) quoted market prices or (ii) discounted expected future cash flows utilizing a discount rate consistent with the guidance provided in FASB Concepts Statement No. 7, *Using Cash Flow Information and Present Value in Accounting Measurements*. Impairment is based on the excess of the carrying amount over the fair value of those assets.

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. In accordance with ASC 350, the Company tests goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis or more frequently if the Company believes indicators of impairment exist. In accordance with ASC 350-20-35-3, the Company's performs a qualitative assessment to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, as a result of the qualitative assessment, the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then the Company performs the quantitative goodwill impairment test. This test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. The Company determines the fair value of the Company's reporting units using the income approach methodology of valuation that includes the discounted cash flow method as well as the market approach which includes the guideline company method. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the Company recognizes an impairment of goodwill measured as the amount by which a reporting unit's carrying value exceeds its fair value with the loss recognized not to exceed the total amount of goodwill allocated to the reporting unit.

Product Warranty

The Company generally warrants its products for one year from the date of shipment against defects in materials, workmanship and material non-conformance to the Company's specifications. The general warranty policy provides for the repair or replacement of defective products or a credit to the customer's account. In addition, the Company may consider its relationship with the customer when reviewing product claims. In limited circumstances and for strategic customers in certain unique industries and applications, the Company's product warranty may extend for up to five years, and may also include financial responsibility, such as the payment of monetary compensation to reimburse a customer for its financial losses above and beyond repairing or replacing the product or crediting the customer's account should the product not meet the Company's specifications and losses and/or damages result from the defective product.

Accruals are based on specifically identified claims and on the estimated, undiscounted cost of incurred-but-not-reported claims. If there is a material increase in the rate of customer claims compared with the Company's historical experience or if the Company's estimates of probable losses relating to specifically identified warranty exposures require revision, the Company may record a charge against future cost of sales. The short-term and long-term portions of the product warranty liability are included within the balance sheet captions Accrued expenses and Other liabilities, respectively, in the accompanying Consolidated Balance Sheets.

Retirement Benefits

The Company provides medical benefits to certain former and current employees pursuant to certain retirement agreements. The Company also provides retirement benefits to Philippines employees and to certain other employees in other countries. These benefits to individuals are accounted for pursuant to a documented plan under ASC No. 715, *Compensation-Retirement Benefits* ("ASC 715"). Unrecognized actuarial gains and losses and prior service cost are amortized on a straight-line basis over the remaining estimated service period of participants. The measurement date for the plan is fiscal year end.

Income Taxes

The Company accounts for income taxes using an asset and liability approach as prescribed in ASC No. 740-10, *Income Taxes* ("ASC 740-10"). The Company records the amount of taxes payable or refundable for the current and prior years and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. A valuation allowance is recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized.

ASC 740-10 prescribes a recognition threshold and measurement framework for the financial statement reporting and disclosure of an income tax position taken or expected to be taken on a tax return. Under ASC 740-10, a tax position is recognized in the financial statements when it is more likely than not, based on the technical merits, that the position will be sustained upon examination, including resolution of any related appeals or litigation processes. A tax position that meets the recognition threshold is then measured to determine the largest amount of the benefit that has a greater than 50% likelihood of being realized upon settlement. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of the provision for income taxes in the Consolidated Statements of Income.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws across multiple tax jurisdictions. Although ASC 740-10 provides clarification on the accounting for uncertainty in income taxes recognized in the financial statements, the recognition threshold and measurement framework will continue to require significant judgment by management. Resolution of these uncertainties in a manner inconsistent with the Company's expectations could have a material impact on the Company's results of operations.

Revenue Recognition

The Company recognizes revenue for sales to direct customers and sales to distributors upon shipment, provided that persuasive evidence of a sales arrangement exists, the price is fixed or determinable, title and risk of loss has transferred, collectability of the resulting receivable is reasonably assured, there are no customer acceptance requirements and the Company does not have any significant post-shipment obligations. Estimated returns for sales to direct customers and distributors are based on historical returns rates applied against current period gross revenues. Specific customer returns and allowances are considered within this estimate.

Accounts receivable from direct customers and distributors are recognized and inventory is relieved upon shipment as title to inventories generally transfers upon shipment, at which point the Company has a legally enforceable right to collection under normal terms. Accounts receivable related to consigned inventory is recognized when the customer takes title to such inventory from its consigned location, at which point inventory is relieved, title transfers, and the Company has a legally enforceable right to collection under the terms of the Company's agreement with the related customers.

The Company estimates potential future returns and sales allowances related to current period product revenue. Management analyzes historical returns, changes in customer demand and acceptance of products when evaluating the adequacy of returns and sales allowances. Estimates made by the Company may differ from actual returns and sales allowances. These differences may materially impact reported revenue and amounts ultimately collected on accounts receivable. Historically, such differences have not been material.

An allowance for distributor credits covering price adjustments is estimated based on our historical experience rates and also considering economic conditions and contractual terms. To date, actual distributor claim activity has been materially consistent with the provisions we have made based on our historical experience rates.

The Company had historically recognized a portion of revenue through certain distributors at the time the distributor resold the product to its end customer (also referred to as the sell-through basis of revenue recognition) given the difficulty in estimating the ultimate price of these product shipments and amount of potential returns. The Company continuously reassesses its ability to reliably estimate the ultimate price of these products and the amount of potential returns and, over the past several years, has made investments in its systems and updates to processes around its distribution channel to improve the quality of the information for preparing such estimates. As a result of this continuous reassessment, the Company recognizes all revenue from distributors upon shipment to the distributor (also referred to as the sell-in basis of revenue recognition) as of second quarter of fiscal year 2018.

Related Party Transactions

A member of the Company's board of directors is also a member of the board of directors of Flextronics International Ltd. During the fiscal years ended June 30, 2018, June 24, 2017, and June 25, 2016, the Company sold approximately \$61.6 million, \$70.4 million, and \$73.8 million, respectively, in products to Flextronics International Ltd, a contract manufacturer, in the ordinary course of its business.

Research and Development Costs

Research and development costs are expensed as incurred. Such costs consist primarily of expenditures for labor and benefits, masks, prototype wafers and depreciation.

Shipping Costs

Shipping costs billed to customers are included in net revenues and the related shipping costs are included in cost of goods sold in the Consolidated Statements of Income.

Stock-Based Compensation

Stock-based compensation cost is measured at the grant date, based on the fair value of the awards ultimately expected to vest and is recognized as an expense, on a straight-line basis, over the requisite service period. ASC No. 718, *Compensation-Stock Compensation*, allows for-

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

feitures to be either expensed as incurred or estimated at the time of grant and revised if necessary in subsequent periods if actual forfeitures or vesting differ from those estimates. The Company has elected to estimate forfeitures at the time of grant and update if necessary. Such updates could have a material effect on the Company's operating results.

The Company uses the Monte Carlo simulation model to measure the fair value of its market stock units on the date of grant. The Company also estimates forfeitures at the time of grant and makes revisions to forfeitures on a quarterly basis.

Restructuring

Post-employment benefits accrued for workforce reductions related to restructuring activities in the United States are accounted for under ASC No. 712, *Compensation-Nonretirement Postemployment Benefits*. A liability for post-employment benefits is recorded when payment is probable, the amount is reasonably estimable, and the obligation relates to rights that have vested or accumulated. In accordance with ASC No. 420, *Exit or Disposal Cost Obligations*, generally costs associated with restructuring activities initiated outside the United States have been recognized when they are incurred.

The Company continually evaluates the adequacy of the remaining liabilities under its restructuring initiatives. Although the Company believes that these estimates accurately reflect the costs of its restructuring plans, actual results may differ, thereby requiring the Company to record additional provisions or reverse a portion of such provisions.

Foreign Currency Translation and Remeasurement

The U.S. dollar is the functional currency for the Company's foreign operations. Using the U.S. dollar as the functional currency, monetary assets and liabilities are remeasured at the year-end exchange rates. Certain non-monetary assets and liabilities are remeasured using historical rates. Consolidated Statements of Income are remeasured at the average exchange rates during the year. Foreign exchange gains and losses as recorded in the Consolidated Statements of Income for all periods presented were not material.

Earnings Per Share

Basic earnings per share are computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share incorporate the potentially dilutive incremental shares issuable upon the assumed exercise of stock options, the assumed vesting of outstanding restricted stock units and market stock units, and the assumed issuance of common stock under the stock purchase plan. The number of incremental shares from the assumed issuance of stock options is calculated by applying the treasury stock method.

Litigation and Contingencies

From time to time, the Company receives notices that its products or manufacturing processes may be infringing the patent or other intellectual property rights of others, notices of stockholder litigation or other lawsuits or claims against the Company. The Company periodically assesses each matter in order to determine if a contingent liability in accordance with ASC No. 450, *Contingencies* ("ASC 450") should be recorded. In making this determination, management may, depending on the nature of the matter, consult with internal and external legal counsel and technical experts. The Company expenses legal fees associated with consultations and defense of lawsuits as incurred. Based on the information obtained, combined with management's judgment regarding all of the facts and circumstances of each matter, the Company determines whether a contingent loss is probable and whether the amount of such loss can be estimated. Should a loss be probable and estimable, the Company records a contingent loss in accordance with ASC No. 450. In determining the amount of a contingent loss, the Company takes into consideration advice received from experts in the specific matter, current status of legal proceedings, settlement negotiations which may be ongoing, prior case history and other factors. Should the judgments and estimates made by management be incorrect, the Company may need to record additional contingent losses that could materially adversely impact its results of operations. Alternatively, if the judgments and estimates made by management are incorrect and a particular contingent loss does not occur, the contingent loss recorded would be reversed thereby favorably impacting the Company's results of operations.

Pursuant to the Company's charter documents and separate written indemnification agreements, the Company has certain indemnification obligations to its current officers and directors, as well as certain former officers and directors. The indemnification agreements provide, among other things, that the Company will indemnify each of its directors and officers, under the circumstances and to the extent provided therein, for expenses, damages, judgments, fines, and settlements each may be required to pay in actions or proceedings to which he or she may be made a party by reason of his or her position or positions as a director, officer or other agent of the Company, and otherwise to the fullest extent permitted under Delaware law and the Company's bylaws.

MAXIM INTEGRATED PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Concentration of Credit Risk

Due to the Company's credit evaluation and collection process, bad debt expenses have not been significant. Credit risk with respect to trade receivables is limited because a large number of geographically diverse customers make up the Company's customer base, thus spreading the credit risk. The Company derived approximately 47% of its fiscal year 2018 revenue from sales made through distributors which includes distribution sales to Samsung and catalog distributors. The Company's primary distributor is Avnet Electronics ("Avnet"). Avnet, like the Company's other distributors, is not an end customer, but rather serves as a channel of sale to many end users of the Company's products. Avnet accounted for 25%, 22% and 19% of revenues in fiscal years 2018, 2017 and 2016, respectively, and 22% and 22% of accounts receivable as of June 30, 2018 and June 24, 2017, respectively. Sales to Samsung, the Company's largest single end customer (through direct sales and distributors), accounted for approximately 10%, 10% and 14% of net revenues in fiscal years 2018, 2017 and 2016, respectively, and 12% and 11% of accounts receivable as of June 30, 2018 and June 24, 2017, respectively. No other customer accounted for 10% or more of the Company's revenues in the fiscal years 2018, 2017, and 2016. No other customer accounted for 10% or more of the Company's accounts receivable as of June 30, 2018 and June 24, 2017.

The Company maintains cash, cash equivalents, and short-term investments with various high credit quality financial institutions, limits the amount of credit exposure to any one financial institution or instrument, and is exposed to credit risk in the event of default by these institutions to the extent of amounts recorded at the balance sheet date. To date, the Company has not incurred losses related to these investments.

Recently Issued Accounting Pronouncements

(i) New Accounting Updates Recently Adopted

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815)*, which is intended to improve accounting for hedging activities by expanding and refining hedge accounting for both nonfinancial and financial risk components and aligning the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The Company early-adopted ASU 2017-12 in the first quarter of fiscal year 2018. There was no material change to the Company's consolidated financial statements as a result of this adoption. This adoption was on a prospective basis and therefore had no impact on prior periods.

(ii) Recent Accounting Updates Not Yet Effective

In June 2018, the FASB issued ASU 2018-07, *Compensation — Stock Compensation (Topic 718) — Improvements to Non-employee Share-Based Payment Accounting*. This ASU largely aligns the accounting for share-based payment awards to employees and non-employees. Under the new guidance, both sets of awards, for employees and non-employees, will essentially follow the same model, with small discrepancies related to the term assumption when valuing non-employee awards. The new standard is effective beginning in the first quarter of fiscal year 2019. The Company is currently evaluating the potential impact of this standard on its consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, *Income Statement — Reporting Comprehensive Income (Topic 220)*. This standard provides guidance about the reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. ASU 2018-02 is effective for the Company in the first quarter of fiscal year 2019, with early adoption permitted, including adoption in any interim period for which financial statements have not yet been issued. The Company does not believe the implementation of this standard will result in a material impact to its consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, *Compensation — Stock Compensation (Topic 718) — Scope of Modification Accounting*. The amendments in this standard provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The amendments in this standard are effective beginning in the first quarter of fiscal year 2019, with early adoption permitted, including adoption in any interim period for which financial statements have not yet been issued. The Company does not believe the implementation of this standard will result in a material impact to its consolidated financial statements.

In March 2017, the FASB issued ASU 2017-07, *Compensation — Retirement Benefits (Topic 715) — Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, which requires employers that offer or maintain defined benefit plans to disaggregate the service component from the other components of net benefit cost and provides guidance on presentation of the service component and the other components of net benefit cost in the statement of operations. The new standard is effective beginning in the first quarter of fiscal year 2019. The Company is currently evaluating the potential impact of this standard on its consolidated financial statements.

In February 2017, the FASB issued ASU 2017-06, *Plan Accounting: Defined Benefit Pension Plans (Topic 960); Defined Contribution Pension Plans (Topic 962); Health and Welfare Benefit Plans (Topic 965) — Employee Benefit Plan Master Trust Reporting*. This update provides guidance for reporting by an employee benefit plan for its interest in a master trust. The guidance is effective beginning in the first quarter of fiscal

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

year 2020 on a retrospective basis, with early application permitted. The Company is currently evaluating the potential impact of this standard on its consolidated financial statements.

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740) — Intra-Entity Transfers of Assets Other Than Inventory*. ASU 2016-16 requires that entities recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs instead of when the asset is sold. ASU No. 2016-16 is effective beginning in the first quarter of fiscal year 2019, with early adoption permitted. The Company does not believe the implementation of this standard will result in a material impact to its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which supersedes the lease accounting requirements in Topic 840. ASU 2016-02 requires a dual approach for lessee accounting under which a lessee would account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability. For finance leases, the lessee would recognize interest expense and amortization of the right-of-use asset, and for operating leases, the lessee would recognize a straight-line total lease expense. The guidance also requires qualitative and specific quantitative disclosures to supplement the amounts recorded in the financial statements so that users can understand more about the nature of an entity's leasing activities, including significant judgments and changes in judgments. This guidance is effective beginning in the first quarter of fiscal year 2020 on a modified retrospective approach. The Company is currently evaluating the potential impact of this standard on its consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments — Overall (Subtopic 825-10) — Recognition and Measurement of Financial Assets and Financial Liabilities*, with further classifications made recently with the issuance of ASU 2018-03 and ASU 2018-04, which provides guidance for the recognition, measurement, presentation, and disclosure of financial assets and liabilities. This ASU will be effective for the Company beginning in the first quarter of fiscal year 2019. The application of this ASU will be by means of a cumulative-effect adjustment to the balance sheet. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) will be applied prospectively to equity investments that exist as of the date of adoption. The Company is currently evaluating the potential impact of this standard on its consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This standard provides a single set of guidelines for revenue recognition to be used across all industries and requires additional disclosures. ASU 2014-09 is effective for the Company in the first quarter of fiscal year 2019 using either of two methods: (i) retrospective to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09; or (ii) retrospective with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures as defined per ASU 2014-09. The Company has selected the modified retrospective transition method. The Company's assessment of the impact of this standard is substantially complete and the Company currently expects no material impact to the timing of revenue recognition upon adoption. There will be a material reclass of reserves from the allowance for accounts receivable to current liabilities as well as additional disclosure under this guidance, including more information regarding estimates, judgments, and practical expedients used.

NOTE 3: BALANCE SHEET COMPONENTS

Inventories consist of:

	June 30, 2018	June 24, 2017
	(in thousands)	
Inventories:		
Raw materials	\$ 16,251	\$ 11,779
Work-in-process	173,859	151,614
Finished goods	92,280	83,849
	\$282,390	\$247,242

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Property, plant and equipment, net, consist of:

	June 30, 2018	June 24, 2017
	(in thousands)	
Property, plant and equipment:		
Land	\$ 17,731	\$ 18,952
Buildings and building improvements	254,733	254,513
Machinery, equipment and software	1,309,487	1,286,031
	1,581,951	1,559,496
Less: accumulated depreciation and amortization	(1,002,587)	(952,915)
	\$ 579,364	\$ 606,581

The Company recorded \$94.4 million, \$108.5 million and \$177.2 million of depreciation expense in fiscal years 2018, 2017 and 2016, respectively. There was no accelerated depreciation expense included in depreciation expense in fiscal year 2018, \$4.2 million and \$54.6 million of accelerated depreciation expense in fiscal years 2017 and 2016, respectively, resulting from the change in estimated useful lives of certain long-lived assets included in restructuring plans.

Accrued salary and related expenses consist of:

	June 30, 2018	June 24, 2017
	(in thousands)	
Accrued salary and related expenses:		
Accrued bonus	\$ 92,288	\$ 85,600
Accrued vacation	30,695	29,621
Accrued salaries	8,210	14,528
Accrued fringe benefits	4,752	4,317
Other	15,737	11,233
	\$151,682	\$145,299

NOTE 4: FAIR VALUE MEASUREMENTS

The FASB established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs that may be used to measure fair value are as follows:

Level 1 - Quoted (unadjusted) prices in active markets for identical assets or liabilities.

The Company's Level 1 assets consist of money market funds.

Level 2 - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

The Company's Level 2 assets and liabilities consist of U.S. Treasury securities, agency securities, corporate debt securities, certificates of deposit, commercial paper and foreign currency forward contracts that are valued using quoted market prices or are determined using a yield curve model based on current market rates.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company's Level 3 assets and liabilities consist of contingent consideration liabilities as of June 30, 2018 related to an acquisition. The Company did not hold any Level 3 assets or liabilities as of June 24, 2017.

Assets and liabilities measured at fair value on a recurring basis were as follows:

	As of June 30, 2018				As of June 24, 2017			
	Fair Value Measurements Using			Total Balance	Fair Value Measurements Using			Total Balance
	Level 1	Level 2	Level 3		Level 1	Level 2	Level 3	
	(in thousands)							
Assets								
Cash and cash equivalents								
Agency securities	\$ —	\$ 13,946	\$ —	\$ 13,946	\$ —	\$ —	\$ —	\$ —
Certificates of deposit	—	6,000	—	6,000	—	—	—	—
Commercial paper	—	45,063	—	45,063	—	—	—	—
Corporate debt securities	—	3,819	—	3,819	—	—	—	—
Money market funds	98,467	—	—	98,467	952,462	—	—	952,462
U.S. Treasury securities	—	30,988	—	30,988	—	—	—	—
Short term investments								
Certificates of deposit	—	52,428	—	52,428	—	—	—	—
Commercial paper	—	64,354	—	64,354	—	—	—	—
Corporate debt securities	—	367,765	—	367,765	—	—	—	—
U.S. Treasury securities	—	598,368	—	598,368	—	498,718	—	498,718
Other current assets								
Foreign currency forward contracts	—	235	—	235	—	848	—	848
Total Assets	\$98,467	\$1,182,966	\$ —	\$1,281,433	\$952,462	\$499,566	\$—	\$1,452,028
Liabilities								
Accrued expenses								
Foreign currency forward contracts	\$ —	\$ 1,845	\$ —	\$ 1,845	\$ —	\$ 386	\$ —	\$ 386
Contingent consideration	—	—	8,000	8,000	—	—	—	—
Other liabilities								
Contingent consideration	—	—	8,000	8,000	—	—	—	—
Total Liabilities	\$ —	\$ 1,845	\$16,000	\$ 17,845	\$ —	\$ 386	\$—	\$ 386

During the fiscal years ended June 30, 2018 and June 24, 2017, there were no transfers in or out of Level 3 from other levels in the fair value hierarchy.

There were no assets or liabilities measured at fair value on a non-recurring basis as of June 30, 2018 and June 24, 2017 other than impairments of Long-Lived assets. For details, please refer to Note 10: "Impairment of long-lived assets".

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5: FINANCIAL INSTRUMENTS

Short-term investments

Fair values were as follows:

	June 30, 2018				June 24, 2017			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Estimated Fair Value
	(in thousands)							
Available-for-sale investments								
Certificates of deposit	\$ 52,429	\$—	\$ (1)	\$ 52,428	\$ —	\$—	\$ —	\$ —
Commercial paper	64,354	—	—	64,354	—	—	—	—
Corporate debt securities	369,734	39	(2,008)	367,765	—	—	—	—
U.S. Treasury securities	600,068	10	(1,710)	598,368	499,952	—	(1,234)	498,718
Total available-for-sale investments	<u>\$1,086,585</u>	<u>\$49</u>	<u>\$(3,719)</u>	<u>\$1,082,915</u>	<u>\$499,952</u>	<u>\$—</u>	<u>\$(1,234)</u>	<u>\$498,718</u>

In the fiscal years ended June 30, 2018 and June 24, 2017, the Company did not recognize any impairment charges on short-term investments. The U.S. Treasury securities have maturity dates between July 15, 2018 and June 15, 2019.

Derivative instruments and hedging activities

In the first quarter of fiscal year 2018, the Company early-adopted ASU 2017-12, which is intended to improve accounting for hedging activities by expanding and refining hedge accounting for both nonfinancial and financial risk components and aligning the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. There was no material change to the Company's consolidated financial statements as a result of this adoption. This adoption was on a prospective basis and therefore had no impact on prior periods.

The Company incurs expenditures denominated in non-U.S. currencies, primarily the Philippine Peso and the Thai Baht associated with the Company's manufacturing activities in the Philippines and Thailand, respectively, and European Euro, Indian Rupee, Taiwan New Dollar, South Korean Won, Chinese Yuan, Japanese Yen, Singapore Dollar, and Canadian Dollar expenditures for sales offices and research and development activities undertaken outside of the U.S.

The Company has established a program that exclusively utilizes foreign currency forward contracts to offset the risks associated with the effects of certain foreign currency exposures. The Company does not use these foreign currency forward contracts for trading purposes.

Derivatives designated as cash flow hedging instruments

The Company designates certain forward contracts as hedging instruments pursuant to ASC No. 815, *Derivatives and Hedging* ("ASC 815"). As of June 30, 2018 and June 24, 2017, respectively, the notional amounts of the forward contracts the Company held to purchase international currencies were \$49.7 million and \$36.2 million, respectively, and the notional amounts of forward contracts the Company held to sell international currencies were \$1.2 million and \$0.2 million, respectively.

Derivatives not designated as hedging instruments

As of June 30, 2018 and June 24, 2017, respectively, the notional amounts of the forward contracts the Company held to purchase international currencies were \$21.1 million and \$44.5 million, respectively, and the notional amounts of forward contracts the Company held to sell international currencies were \$21.3 million and \$21.6 million, respectively. The fair values of outstanding foreign currency forward contracts and gain (loss) included in the Consolidated Statements of Income were not material for the fiscal years ended June 30, 2018 and June 24, 2017.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Effect of hedge accounting on the Consolidated Statements of Income

The following table summarizes the gains and (losses) from hedging activities recognized in the Company's Consolidated Statements of Income:

	June 30, 2018		
Net Revenue	Cost of Goods Sold	Operating Expenses	
(in thousands)			
Income and expenses line items in which the effects of cash flow hedges are recorded	\$2,480,066	\$853,945	\$792,673
Gain (loss) on cash flow hedges:			
Foreign exchange contracts:			
Gain (loss) reclassified from accumulated other comprehensive income into income	\$ (54)	\$ (78)	\$ 1,551

Outstanding debt obligations

The following table summarizes the Company's outstanding debt obligations:

	June 30, 2018	June 24, 2017
(in thousands)		
3.450% fixed rate notes due June 2027	\$ 500,000	\$ 500,000
2.5% fixed rate notes due November 2018	500,000	500,000
3.375% fixed rate notes due March 2023	500,000	500,000
Total outstanding debt	1,500,000	1,500,000
Less: Current portion (included in "Current portion of debt")	(499,406)	—
Less: Reduction for unamortized discount and debt issuance costs	(9,447)	(12,322)
Total long-term debt	\$ 991,147	\$1,487,678

On June 15, 2017, the Company completed a public offering of \$500 million aggregate principal amount of the Company's 3.450% senior unsecured and unsubordinated notes due in June 2027 ("2027 Notes"), with an effective interest rate of 3.5%. Interest on the 2027 Notes is payable semi-annually in arrears on June 15 and December 15 of each year, commencing on December 15, 2017. The net proceeds of this offering were approximately \$495.2 million, after issuing at a discount and deducting paid expenses.

On November 21, 2013, the Company completed a public offering of \$500 million aggregate principal amount of the Company's 2.5% coupon senior unsecured and unsubordinated notes due in November 2018 ("2018 Notes"), with an effective interest rate of 2.6%. Interest on the 2018 Notes is payable semi-annually in arrears on May 15 and November 15 of each year, commencing on May 15, 2014. The net proceeds of this offering were approximately \$494.5 million, after issuing at a discount and deducting paid expenses.

On March 18, 2013, the Company completed a public offering of \$500 million aggregate principal amount of the Company's 3.375% senior unsecured and unsubordinated notes due in March 2023 ("2023 Notes"), with an effective interest rate of 3.5%. Interest on the 2023 Notes is payable semi-annually in arrears on March 15 and September 15 of each year. The net proceeds of this offering were approximately \$490.0 million, after issuing at a discount and deducting paid expenses.

The debt indentures that govern the 2027 Notes, the 2023 Notes and the 2018 Notes, respectively, include covenants that limit the Company's ability to grant liens on its facilities and to enter into sale and leaseback transactions, which could limit the Company's ability to secure additional debt funding in the future. In circumstances involving a change of control of the Company followed by a downgrade of the rating of the 2027 Notes, the 2023 Notes or the 2018 Notes, the Company would be required to make an offer to repurchase the affected notes at a purchase price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest.

The Company accounts for all the notes above based on their amortized cost. The discount and expenses are being amortized to Interest and other income (expense), net in the Consolidated Statements of Income over the life of the notes. The interest expense is recorded in Interest and other income (expense), net in the Consolidated Statements of Income. Amortized discount and expenses, as well as interest expense

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

associated with the notes was \$49.5 million, \$31.7 million and \$29.4 million during the years ended June 30, 2018, June 24, 2017, and June 25, 2016, respectively.

The estimated fair value of the Company's outstanding debt obligations was approximately \$1,470 million as of June 30, 2018. The estimated fair value of the debt is based primarily on observable market inputs and is a Level 2 measurement.

The Company recorded interest expense of \$50.2 million, \$34.3 million, and \$32.7 million during the fiscal years ended June 30, 2018, June 24, 2017, and June 25, 2016, respectively.

Credit facilities

Revolving credit facility

The Company has access to a \$350 million senior unsecured revolving credit facility with certain institutional lenders that expires on June 27, 2019. The facility fee is at a rate per annum that varies based on the Company's index debt rating and any advances under the credit agreement will accrue interest at a base rate plus a margin based on the Company's index debt rating. The credit agreement requires the Company to comply with certain covenants, including a requirement that the Company maintain a ratio of debt to EBITDA (earnings before interest, taxes, depreciation, and amortization) of not more than 3 to 1 and a minimum interest coverage ratio (EBITDA divided by interest expense) greater than 3.5 to 1. As of June 30, 2018, the Company had not borrowed any amounts from this credit facility and was in compliance with all debt covenants.

Other financial instruments

For the balance of the Company's financial instruments, cash equivalents, accounts receivable, accounts payable and other accrued liabilities, the carrying amounts approximate fair value due to their short maturities.

NOTE 6: STOCK-BASED COMPENSATION

At June 30, 2018, the Company had one stock incentive plan, the Company's 1996 Stock Incentive Plan (the "1996 Plan") and one employee stock purchase plan, the 2008 Employee Stock Purchase Plan (the "2008 ESPP"). The 1996 Plan was adopted by the Board of Directors to provide the grant of incentive stock options, non-statutory stock options, restricted stock units ("RSUs"), and market stock units ("MSUs") to employees, directors, and consultants.

Pursuant to the 1996 Plan, the exercise price for incentive stock options and non-statutory stock options is determined to be the fair market value of the underlying shares on the date of grant. Options typically vest ratably over a four-year period measured from the date of grant. Options generally expire no later than seven years after the date of grant, subject to earlier termination upon an optionee's cessation of employment or service.

RSUs granted to employees typically vest ratably over a four-year period and are converted into shares of the Company's common stock upon vesting, subject to the employee's continued service to the Company over that period. RSU granted after August 2017 will continue to vest post-employment at the Company for certain individuals satisfying specific eligibility requirements.

MSUs granted to employees typically vest over a four-year period and are converted into shares of the Company's common stock upon vesting, subject to the employee's continued service to the Company over that period. The number of shares that are released at the end of the performance period can range from zero to a maximum cap depending on the Company's performance. For MSUs granted prior to September 2017, the performance metrics of this program are based on relative performance of the Company's stock price as compared to the Semiconductor Exchange Traded Fund index SPDR S&P (the "XSD"). For MSUs granted in September 2017, the performance metrics for this program are based on the total shareholder return ("TSR") of the Company relative to the TSR of the other companies included in the XSD; these MSUs vest based upon annual performance subject to continued service through the end of the four-year cliff period. MSUs granted after August 2017 will continue to vest post-employment at the Company for certain individuals satisfying specific eligibility requirements.

MAXIM INTEGRATED PRODUCTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following tables show total stock-based compensation expense by type of award, and the resulting tax effect, included in the Consolidated Statements of Income for fiscal years 2018, 2017 and 2016:

	For the Year Ended			
	June 30, 2018			
	Stock Options	Restricted Stock Units and Other Awards	Employee Stock Purchase Plan	Total
	(in thousands)			
Cost of goods sold	\$ 212	\$ 8,131	\$2,098	\$10,441
Research and development	518	32,088	4,442	37,048
Selling, general and administrative	700	28,162	2,334	31,196
Pre-tax stock-based compensation expense	<u>\$1,430</u>	<u>\$68,381</u>	<u>\$8,874</u>	\$78,685
Less: income tax effect				9,342
Net stock-based compensation expense				<u>\$69,343</u>

	For the Year Ended			
	June 24, 2017			
	Stock Options	Restricted Stock Units and Other Awards	Employee Stock Purchase Plan	Total
	(in thousands)			
Cost of goods sold	\$ 536	\$ 6,630	\$1,928	\$ 9,094
Research and development	1,654	29,504	4,514	35,672
Selling, general and administrative	1,424	22,713	2,214	26,351
Pre-tax stock-based compensation expense	<u>\$3,614</u>	<u>\$58,847</u>	<u>\$8,656</u>	\$71,117
Less: income tax effect				12,934
Net stock-based compensation expense				<u>\$58,183</u>

	For the Year Ended			
	June 25, 2016			
	Stock Options	Restricted Stock Units and Other Awards	Employee Stock Purchase Plan	Total
	(in thousands)			
Cost of goods sold	\$ 837	\$ 5,697	\$2,340	\$ 8,874
Research and development	3,469	27,784	5,133	36,386
Selling, general and administrative	3,043	19,127	2,271	24,441
Pre-tax stock-based compensation expense	<u>\$7,349</u>	<u>\$52,608</u>	<u>\$9,744</u>	\$69,701
Less: income tax effect				11,314
Net stock-based compensation expense				<u>\$58,387</u>

The expenses included in the Consolidated Statements of Income related to Restricted Stock Units and Other Awards include expenses related to Market Stock Units of \$7.8 million, \$3.6 million and \$2.8 million for fiscal years 2018, 2017 and 2016, respectively.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock Options

The fair value of options granted to employees under the 1996 Plan is estimated on the date of grant using the Black-Scholes option valuation model.

The Company did not grant any stock options in fiscal years 2018, 2017 or 2016.

The following table summarizes outstanding, exercisable and vested and expected to vest stock options as of June 30, 2018 and their activity during fiscal years 2018, 2017 and 2016:

	Options		Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value ⁽¹⁾
	Number of Shares	Weighted Average Exercise Price		
Balance at June 27, 2015	10,173,016	\$25.83		
Options Granted	—	—		
Options Exercised	(3,242,881)	25.05		
Options Cancelled	(995,056)	32.67		
Balance at June 25, 2016	5,935,079	25.11		
Options Granted	—	—		
Options Exercised	(2,741,659)	22.98		
Options Cancelled	(393,413)	27.07		
Balance at June 24, 2017	2,800,007	26.92		
Options Granted	—	—		
Options Exercised	(1,090,163)	25.69		
Options Cancelled	(21,591)	26.47		
Balance at June 30, 2018	<u>1,688,253</u>	<u>\$ 27.72</u>	<u>1.8</u>	<u>\$55,152,145</u>
Exercisable at June 30, 2018	<u>1,686,694</u>	<u>\$ 27.72</u>	<u>1.8</u>	<u>\$55,103,599</u>
Vested and expected to vest, June 30, 2018	<u>1,688,227</u>	<u>\$ 27.72</u>	<u>1.8</u>	<u>\$55,151,345</u>

(1) Aggregate intrinsic value represents the difference between the exercise price and the closing price per share of the Company's common stock on June 29, 2018, the last business day preceding the fiscal year end, multiplied by the number of options outstanding, exercisable or vested and expected to vest as of June 30, 2018.

The following table summarizes information about stock options that were outstanding and exercisable at June 30, 2018:

Range of Exercise Prices	Outstanding Options			Options Exercisable	
	Number Outstanding at June 30, 2018	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price	Number Exercisable at June 30, 2018	Weighted Average Exercise Price
\$12.00 - \$20.00	42,232	2.0	\$19.47	42,232	\$19.47
\$20.01 - \$30.00	1,562,697	1.8	\$27.66	1,561,696	\$27.66
\$30.01 - \$40.00	83,324	2.6	\$32.99	82,766	\$33.01
	<u>1,688,253</u>			<u>1,686,694</u>	

The total intrinsic value of options exercised during fiscal years 2018, 2017 and 2016 were \$30.7 million, \$55.1 million and \$39.8 million, respectively. As of June 30, 2018, there was less than \$0.1 million of total unrecognized compensation costs related to 0.1 million unvested stock options expected to be recognized over a weighted average period of approximately 0.1 years.

Restricted Stock Units and Other Awards

The fair value of Restricted Stock Units ("RSUs") and other awards under the Company's 1996 Plan is estimated using the value of the Company's common stock on the date of grant, reduced by the present value of dividends expected to be paid on the Company's common stock prior to vesting. The Company also estimates forfeitures at the time of grant and makes revisions to forfeitures on a quarterly basis.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The weighted average fair value of RSUs and other awards granted was \$44.95, \$37.33 and \$29.75 per share for fiscal years 2018, 2017 and 2016, respectively.

The following table summarizes outstanding and expected to vest RSUs and other awards as of June 30, 2018 and their activity during fiscal years 2018, 2017 and 2016:

	Number of Shares	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (1)
Balance at June 27, 2015	7,129,985		
Restricted stock units and other awards granted	2,905,973		
Restricted stock units and other awards released	(2,049,430)		
Restricted stock units and other awards cancelled	(1,365,715)		
Balance at June 25, 2016	6,620,813		
Restricted stock units and other awards granted	2,237,679		
Restricted stock units and other awards released	(1,876,050)		
Restricted stock units and other awards cancelled	(1,040,319)		
Balance at June 24, 2017	5,942,123		
Restricted stock units and other awards granted	1,989,959		
Restricted stock units and other awards released	(1,794,029)		
Restricted stock units and other awards cancelled	(613,621)		
Balance at June 30, 2018	<u>5,524,432</u>	<u>2.6</u>	<u>\$334,768,100</u>
Expected to vest at June 30, 2018	<u>4,669,741</u>	<u>2.6</u>	<u>\$282,005,686</u>

(1) Aggregate intrinsic value for RSUs and other awards represents the closing price per share of the Company's common stock on June 29, 2018, the last business day preceding the fiscal year end, multiplied by the number of RSUs and other awards outstanding, or expected to vest as of June 30, 2018.

The Company withheld shares totaling \$30.3 million in value as a result of employee withholding taxes based on the value of the RSUs on their vesting date for the fiscal year ended June 30, 2018. The total payments for the employees' tax obligations to the taxing authorities are reflected as financing activities within the Consolidated Statements of Cash Flows.

As of June 30, 2018, there was \$140.5 million of unrecognized compensation cost related to 5.5 million unvested RSUs and other awards, which is expected to be recognized over a weighted average period of approximately 2.6 years.

Market Stock Units

The Company grants MSUs to senior members of management in lieu of granting stock options. For MSUs granted prior to September 2017, the performance metrics of this program are based on relative performance of the Company's stock price as compared to the Semiconductor Exchange Traded Fund index SPDR S&P (the "XSD"). For MSUs granted in September 2017, the performance metrics for this program are based on the total shareholder return ("TSR") of the Company relative to the TSR of the other companies included in the XSD. The fair value of MSUs is estimated using a Monte Carlo simulation model on the date of grant. The Company also estimates forfeitures at the time of grant and makes revisions to forfeitures on a quarterly basis. Compensation expense is recognized based on the initial valuation and is not subsequently adjusted as a result of the Company's performance relative to that of the XSD or the TSR of the companies included in the XSD, as applicable. Vesting for MSUs is contingent upon both service and market conditions and has a four-year vesting cliff period. MSUs granted in September 2017 vest based upon annual performance and are subject to continued service through the end of the four-year period, but will continue to vest post-employment at the Company for certain individuals satisfying specific eligibility requirements.

The weighted-average fair value of MSUs granted was \$51.03, \$37.29 and \$29.64 per share for the per share for fiscal years 2018, 2017 and 2016, respectively.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes the number of MSUs outstanding and expected to vest as of June 30, 2018 and their activity during fiscal years 2018, 2017 and 2016:

	Number of Shares	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value ⁽¹⁾
Balance at June 27, 2015	414,840		
Market stock units granted	361,684		
Market stock units released	—		
Market stock units cancelled	(102,992)		
Balance at June 25, 2016	673,532		
Market stock units granted	308,432		
Market stock units released	—		
Market stock units cancelled	(163,936)		
Balance at June 24, 2017	818,028		
Market stock units granted	292,336		
Market stock units released	—		
Market stock units cancelled	(31,300)		
Balance at June 30, 2018	<u>1,079,064</u>	<u>2.6</u>	<u>\$65,164,675</u>
Expected to vest at June 30, 2018	<u>663,497</u>	<u>2.7</u>	<u>\$ 40,068,559</u>

(1) Aggregate intrinsic value for MSUs represents the closing price per share of the Company's common stock on June 29, 2018, the last business day preceding the fiscal quarter-end, multiplied by the number of MSUs outstanding or expected to vest as of June 30, 2018.

As of June 30, 2018, there was \$21.6 million of unrecognized compensation cost related to 1.1 million unvested MSUs, which is expected to be recognized over a weighted average period of approximately 2.6 years.

At June 30, 2018, the Company had 22.1 million shares of its common stock available for issuance to employees and other recipients under the 1996 Plan.

Employee Stock Purchase Plan

Employees are granted rights to acquire common stock under the 2008 ESPP.

The Company issued 0.9 million shares of its common stock for total consideration of \$36.3 million related to the 2008 ESPP during the fiscal year ended June 30, 2018. As of June 30, 2018, the Company had 7.2 million shares of its common stock reserved and available for future issuance under the 2008 ESPP.

The fair value of shares granted to employees under the 2008 ESPP in fiscal years 2018, 2017 and 2016 has been estimated at the date of grant using the Black-Scholes option valuation model using the following assumptions for the offering periods outstanding:

	ESPP For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
Expected holding period (in years)	0.5	0.5	0.5
Risk-free interest rate	0.8% - 2.1%	0.5% - 1.1%	0.1% - 0.5%
Expected stock price volatility	19.1% - 32.7%	19.1% - 30.4%	21.8% - 33.1%
Dividend yield	2.8% - 3.4%	3.0% - 3.6%	3.3% - 3.6%

As of June 30, 2018, there was \$5.8 million of unrecognized compensation expense related to the 2008 ESPP.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7: EARNINGS PER SHARE

Basic earnings (loss) per share are computed using the weighted average number of shares of common stock outstanding during the period. For purposes of computing basic earnings (loss) per share, the weighted average number of outstanding shares of common stock excludes unvested RSUs and other awards as well as MSUs. Diluted earnings (loss) per share incorporates the incremental shares issuable upon the assumed exercise of stock options, assumed release of unvested RSUs and other awards as well as MSUs, and assumed issuance of common stock under the 2008 ESPP using the treasury stock method.

The following table sets forth the computation of basic and diluted earnings (loss) per share:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands, except per share data)		
Numerator for basic earnings (loss) per share and diluted earnings (loss) per share			
Net income (loss)	\$ 467,318	\$ 571,613	\$ 227,475
Denominator for basic earnings (loss) per share	280,979	283,147	285,081
Effect of dilutive securities:			
Stock options, ESPP, RSUs and MSUs	4,695	4,827	4,398
Denominator for diluted earnings (loss) per share	285,674	287,974	289,479
Earnings (loss) per share:			
Basic	\$ 1.66	\$ 2.02	\$ 0.80
Diluted	\$ 1.64	\$ 1.98	\$ 0.79

For the fiscal years ended June 30, 2018 and June 24, 2017, no stock options were excluded from the calculation of diluted earnings per share. Approximately 0.5 million stock options were excluded from the calculation of diluted earnings per share for the fiscal year ended June 25, 2016. These options were excluded because they were determined to be antidilutive.

NOTE 8: GOODWILL AND INTANGIBLE ASSETS

Goodwill

The Company monitors the recoverability of goodwill recorded in connection with acquisitions, by reporting unit, annually, or more often if events or changes in circumstances indicate that the carrying amount may not be recoverable.

Fiscal Year 2018

In fiscal year 2018, the Company elected to perform a qualitative analysis to assess impairment of goodwill rather than to perform the quantitative goodwill impairment test. The key qualitative factors considered in the assessment included the change in the industry and competitive environment, market capitalization, and overall financial performance. Based on the results of this qualitative analysis, the Company determined that it was more likely than not that the fair value of each reporting unit exceeded its carrying value, and therefore, the Company concluded that goodwill was not impaired in fiscal year 2018.

Fiscal Year 2017

In fiscal year 2017, the Company performed a qualitative analysis to assess impairment of goodwill during the fourth quarter and concluded that goodwill was not impaired, as the fair value of each reporting unit exceeded its carrying value. No indicators or instances of impairment were identified during fiscal year 2017.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Activity and goodwill balances for the fiscal years ended June 30, 2018 and June 24, 2017 were as follows:

	Goodwill
	(in thousands)
Balance at June 25, 2016	\$490,648
Adjustments	367
Balance at June 24, 2017	491,015
Acquisitions	41,889
Adjustments	(653)
Balance at June 30, 2018	\$532,251

During the fiscal year ended June 30, 2018, the Company recorded \$41.9 million of goodwill in connection with acquisitions. Please refer to Note 9: "Acquisitions".

Intangible Assets

The useful lives of amortizing intangible assets are as follows:

Asset	Life
Intellectual property	1-10 years
Customer relationships	3-10 years
Trade name	1-4 years
Patents	5 years

Intangible assets consisted of the following:

	June 30, 2018			June 24, 2017		
	Original Cost	Accumulated Amortization	Net	Original Cost	Accumulated Amortization	Net
	(in thousands)					
Intellectual property	\$485,465	\$423,869	\$61,596	\$451,885	\$377,806	\$74,079
Customer relationships	116,294	103,217	13,077	115,634	99,812	15,822
Trade name	9,340	8,588	752	8,500	8,086	414
Patent	2,500	2,469	31	2,500	1,948	552
Total amortizable purchased intangible assets	613,599	538,143	75,456	578,519	487,652	90,867
IPR&D	2,790	—	2,790	—	—	—
Total purchased intangible assets	\$616,389	\$538,143	\$78,246	\$578,519	\$487,652	\$90,867

During the fiscal year ended June 30, 2018, \$5.8 million of IPR&D, that was acquired during the fiscal year, was completed and reclassified to amortizable Intellectual Property. During the fiscal year ended June 24, 2017, \$31.6 million of IPR&D was completed and reclassified to amortizable Intellectual Property.

During the fiscal year ended June 25, 2016, \$20.3 million of purchased intangible assets, net, was included in the sale of the energy metering business line.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the amortization expense of intangible assets and its presentation in the Consolidated Statements of Income:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Cost of goods sold	\$46,063	\$46,484	\$55,031
Intangible asset amortization	4,467	9,189	12,205
Total intangible asset amortization expenses	\$50,530	\$55,673	\$67,236

The following table represents the estimated future amortization expense of intangible assets as of June 30, 2018:

Fiscal Year	Amount (in thousands)
2019	\$24,180
2020	14,523
2021	12,823
2022	7,144
2023	6,660
Thereafter	10,126
Total intangible assets	\$75,456

NOTE 9: ACQUISITIONS

On January 26, 2018, the Company acquired a privately-held corporation specializing in the development of high performance USB and video extension technology. Total cash consideration paid in connection with this acquisition was \$57.8 million, net of cash acquired. The Company also agreed to pay up to an additional \$16.0 million if the acquired business achieves certain financial milestones for the annual periods ending August 31, 2018 and August 31, 2019. The acquired assets included \$26.0 million of developed technology and \$10.5 million of other intangible assets. The Company also recorded \$41.9 million of goodwill in connection with this acquisition. The goodwill is not deductible for tax purposes.

There were no acquisitions completed during fiscal years 2016 and 2017.

NOTE 10: IMPAIRMENT OF LONG-LIVED ASSETS

Fiscal year 2018:

During the fiscal year ended June 30, 2018, the Company recorded \$0.9 million in impairment of long-lived assets in the Company's Consolidated Statements of Income. The impairment was primarily associated with certain investments in privately held companies. The Company uses various inputs to evaluate investments in privately held companies including valuations of recent financing events as well as other information regarding the issuer's historical and forecasted performance. The Company reached its conclusion regarding the asset impairment due to changes, during the fiscal year 2018, in the financial condition of certain investments in privately held companies which indicated an other than temporary impairment.

Fiscal year 2017:

During the fiscal year ended June 24, 2017, the Company recorded \$7.5 million in impairment of long-lived assets in the Company's Consolidated Statements of Income. The impairment was primarily associated with certain investments in privately held companies. The Company uses various inputs to evaluate investments in privately held companies including valuations of recent financing events as well as other information regarding the issuer's historical and forecasted performance. The Company reached its conclusion regarding the asset impairment due to changes, during the fiscal year 2017, in the financial condition of certain investments in privately held companies which indicated an other than temporary impairment.

MAXIM INTEGRATED PRODUCTS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Fiscal year 2016:

During the fiscal year ended June 25, 2016, the Company recorded \$160.6 million in impairment of long-lived assets in the Company's Consolidated Statements of Income. The impairment was primarily associated with a \$157.7 million impairment of long-lived assets associated with the Company's wafer manufacturing facility in San Antonio, Texas which was classified as held for sale and written down to fair value, less cost to sell. The Company completed the sale of this facility to TowerJazz during the third quarter of fiscal year 2016.

NOTE 11: SEGMENT INFORMATION

The Company designs, develops, manufactures and markets a broad range of linear and mixed-signal integrated circuits. All of the Company's products are designed through a centralized R&D function, are manufactured using centralized manufacturing (internal and external) and sold through a centralized sales force and shared wholesale distributors.

The Company currently has one operating segment. In accordance with ASC No. 280, *Segment Reporting* ("ASC 280"), the Company considers operating segments to be components of the Company's business for which separate financial information is available that is evaluated regularly by the Company's Chief Operating Decision Maker in deciding how to allocate resources and in assessing performance. The Chief Operating Decision Maker for the Company was assessed and determined to be the CEO. The CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. Accordingly, the Company has determined that it has a single operating and reportable segment.

Enterprise-wide information is provided in accordance with ASC 280. Geographical revenue information is based on customers' ship-to location. Long-lived assets consist of property, plant and equipment. Property, plant and equipment information is based on the physical location of the assets at the end of each fiscal year.

Net revenues from unaffiliated customers by geographic region were as follows:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
United States	\$ 306,453	\$ 286,732	\$ 246,969
China	885,319	843,371	837,345
Rest of Asia	786,814	718,540	676,116
Europe	440,658	390,488	377,938
Rest of World	60,822	56,484	56,351
	\$2,480,066	\$2,295,615	\$2,194,719

Net property, plant, and equipment by geographic region were as follows:

	Fiscal Year Ended	
	June 30, 2018	June 24, 2017
	(in thousands)	
United States	\$361,432	\$374,775
Philippines	120,657	128,241
Rest of World	97,275	103,565
	\$579,364	\$606,581

NOTE 12: COMMITMENTS AND CONTINGENCIES

Legal Proceedings

The Company is party or subject to various other legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business, including proceedings and claims that relate to intellectual property matters. While the outcome of these matters cannot be pre-

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

dicted with certainty, the Company does not believe that the outcome of any of these matters, individually or in the aggregate, will result in losses that are materially in excess of amounts already recognized or reserved, if any.

Commitments

The Company leases certain of its facilities under various operating leases that expire at various dates through June 2030. The lease agreements generally include renewal provisions and require the Company to pay property taxes, insurance, and maintenance costs.

Future annual minimum payments for all commitments are as follows:

	Payment due by period						
	Total	Fiscal year 2019	Fiscal year 2020	Fiscal year 2021	Fiscal year 2022	Fiscal year 2023	Thereafter
	(in thousands)						
Operating lease obligations ⁽¹⁾	\$ 55,780	\$10,090	\$ 7,506	\$ 6,872	\$ 6,491	\$ 5,610	\$ 19,211
Inventory related purchase obligations ⁽²⁾	500,058	78,797	72,659	56,722	42,746	42,625	206,509
Total	<u>\$555,838</u>	<u>\$88,887</u>	<u>\$80,165</u>	<u>\$63,594</u>	<u>\$49,237</u>	<u>\$48,235</u>	<u>\$225,720</u>

(1) The Company leases some facilities under non-cancelable operating lease agreements that expire at various dates through 2030.

(2) The Company orders some materials and supplies in advance or with minimum purchase quantities. The Company is obligated to pay for the materials and supplies when received. Additionally, in 2016 the Company entered into a long-term supply agreement with the semiconductor foundry TowerJazz to supply finished wafers on existing Maxim processes and products which contains minimum purchase requirements.

Purchase orders for the purchase of the majority of the Company's raw materials and other goods and services are not included in the table. The Company's purchase orders generally allow for cancellation without significant penalties. The Company does not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed its expected short-term requirements.

Rental expense amounted to approximately \$10.2 million, \$12.0 million, and \$10.0 million in fiscal years 2018, 2017 and 2016, respectively.

Indemnification

The Company indemnifies certain customers, distributors, suppliers and subcontractors for attorney fees and damages and costs awarded against such parties in certain circumstances in which the Company's products are alleged to infringe third party intellectual property rights, including patents, registered trademarks or copyrights. The terms of the Company's indemnification obligations are generally perpetual from the effective date of the agreement. In certain cases, there are limits on and exceptions to the Company's potential liability for indemnification relating to intellectual property infringement claims.

Pursuant to the Company's charter documents and separate written indemnification agreements, the Company has certain indemnification obligations to its current officers, employees and directors, as well as certain former officers and directors.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 13: COMPREHENSIVE INCOME

The changes in accumulated other comprehensive loss by component and related tax effects in the fiscal years ended June 30, 2018 and June 24, 2017 were as follows:

	Unrealized gain (loss) on intercompany receivables	Unrealized gain (loss) on post- retirement benefits	Cumulative translation adjustment	Unrealized gain (loss) on cash flow hedges	Unrealized gain (loss) on available-for- sale securities	Total
	(in thousands)					
June 25, 2016	\$(6,280)	\$(6,800)	\$(1,136)	\$ (492)	\$ 489	\$(14,219)
Other comprehensive income (loss) before reclassifications	—	7,563	—	(1,412)	2,728	8,879
Amounts reclassified out of accumulated other comprehensive income (loss)	—	967	—	2,059	(4,451)	(1,425)
Tax effects	—	(2,988)	—	(137)	—	(3,125)
Other comprehensive income (loss)	—	5,542	—	510	(1,723)	4,329
June 24, 2017	\$(6,280)	\$(1,258)	\$(1,136)	\$ 18	\$(1,234)	\$ (9,890)
Other comprehensive income (loss) before reclassifications	—	(1,510)	—	(273)	(2,620)	(4,403)
Amounts reclassified out of accumulated other comprehensive income (loss)	—	137	—	(1,419)	—	(1,282)
Tax effects	—	115	—	291	184	590
Other comprehensive income (loss)	—	(1,258)	—	(1,401)	(2,436)	(5,095)
June 30, 2018	\$(6,280)	\$(2,516)	\$(1,136)	\$(1,383)	\$(3,670)	\$(14,985)

Amounts reclassified out of Unrealized loss on post-retirement benefits were included in Selling, general and administrative in the Consolidated Statements of Income. Amounts reclassified out of Unrealized loss on cash flow hedges were included in Net revenues, Cost of goods sold and Other operating expenses (income), net in the Consolidated Statements of Income.

NOTE 14: COMMON STOCK REPURCHASES

On July 20, 2017, the board of directors of the Company authorized the repurchase of up to \$1.0 billion of the Company's common stock. The stock repurchase authorization does not have an expiration date and the pace of repurchase activity will depend on factors such as current stock price, levels of cash generation from operations, cash requirements, and other factors. The Company's prior repurchase authorization has been cancelled and superseded by this new repurchase authorization.

During fiscal years 2018, 2017 and 2016, the Company repurchased approximately 7.5 million, 6.1 million and 6.8 million shares of its common stock for \$408.0 million, \$251.8 million and \$237.1 million, respectively. As of June 30, 2018, the Company had a remaining authorization of \$618.4 million for future share repurchases.

MAXIM INTEGRATED PRODUCTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 15: INTEREST AND OTHER INCOME (EXPENSE)

Interest and other income (expense) was as follows:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Interest and other income (expense):			
Interest (expense)	\$(50,215)	\$(34,274)	\$(32,676)
Interest income	38,292	11,568	2,919
Other income (expense), net	3,360	7,518	962
Total	<u>\$ (8,563)</u>	<u>\$(15,188)</u>	<u>\$(28,795)</u>

As discussed in Note 5, Interest expense consists primarily of interest expense associated with long-term notes. Interest expense associated with the notes was \$49.5 million, \$31.7 million and \$29.4 million during the years ended June 30, 2018, June 24, 2017 and June 25, 2016, respectively. Interest expense associated with debt discounts and issuance fees was \$2.9 million, \$2.7 million and \$1.9 million during the fiscal years ended June 30, 2018, June 24, 2017 and June 25, 2016, respectively. Interest income consists of interest earned on deposits and investments.

NOTE 16: INCOME TAXES

Pretax income (loss) is as follows:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Domestic pre-tax income (loss)	\$149,056	\$154,628	\$ (48,985)
Foreign pre-tax income (loss)	<u>675,829</u>	<u>524,961</u>	<u>334,039</u>
Total	<u>\$824,885</u>	<u>\$679,589</u>	<u>\$285,054</u>

The provision for income taxes consisted of the following:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Federal			
Current	\$318,288	\$107,303	\$ 98,810
Deferred	25,769	(8,171)	(52,240)
State			
Current	117	(361)	1,808
Deferred	1,325	(436)	(2,406)
Foreign			
Current	11,450	8,930	10,278
Deferred	<u>618</u>	<u>711</u>	<u>1,329</u>
Total provision for income taxes	<u>\$357,567</u>	<u>\$107,976</u>	<u>\$ 57,579</u>

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A reconciliation of the Company's Federal statutory tax rate to the Company's effective tax rate is as follows:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
Federal statutory rate	28.1%	35.0%	35.0%
State tax, net of federal benefit	0.2	(0.2)	(0.6)
General business credits	(0.8)	(1.3)	(2.8)
Effect of foreign operations	(16.7)	(20.2)	(21.7)
Stock-based compensation	0.4	0.1	4.7
Interest accrual for unrecognized tax benefits	2.1	2.1	3.2
Non-deductible goodwill	—	—	2.5
Provisional Transition Tax	28.7	—	—
Deferred tax remeasurement	1.6	—	—
Other	(0.3)	0.4	(0.1)
Effective tax rate	<u>43.3%</u>	<u>15.9%</u>	<u>20.2%</u>

On December 22, 2017 legislation, commonly referred to as the Tax Cuts and Jobs Act (the "Act"), was enacted. The primary impact of the Act in fiscal year 2018 are taxation of accumulated unremitted earnings of our foreign subsidiaries ("Transition Tax") and a reduction of our federal statutory tax rate from 35.0% to 28.1% (average of a 35.0% rate for the first half of fiscal year 2018 and a 21.0% rate for the second half of fiscal year 2018). Securities and Exchange Commission Staff Accounting Bulletin No. 118 allowed the use of provisional amounts (reasonable estimates) if accounting for the income tax effects of the Act have not been completed. Provisional amounts must be adjusted within one year from the enactment date of the Act. To determine the amount of the Transition Tax, we must calculate the accumulated unremitted earnings of the Company's foreign subsidiaries and the amount of foreign income tax paid on such earnings. The Company made a reasonable estimate of the Transition Tax and in the second quarter of fiscal year 2018 recorded a provisional Transition Tax charge of \$236.9 million, which consists of a \$248.0 million Transition Tax liability less \$11.1 million of deferred tax liabilities established in prior years for U.S. tax on unremitted foreign earnings. No adjustment to the provisional Transition Tax charge has been made as of the end of fiscal year 2018 as the Company continues to analyze available guidance to more precisely compute the Transition Tax. In the second quarter of fiscal year 2018 the Company recorded a \$13.7 million charge to remeasure deferred taxes as of the enactment date of the Act to reflect the federal statutory rate reduction.

The Act contains Global Intangible Low-Taxed Income ("GILTI") rules, which first impact the Company in fiscal year 2019. Under the GILTI rules certain income earned by the Company's foreign subsidiaries is subject to current U.S. taxation. The Company is continuing to evaluate this provision of the Act and the application of ASC 740. Under U.S. GAAP, the Company is permitted to make an accounting policy election to either treat future U.S. tax generated by the GILTI rules as a current-period expense when incurred or to factor such amounts into the Company's measurement of its deferred taxes. The Company has not recorded any amounts related to potential GILTI tax in its financial statements and will make an accounting policy election after it completes its evaluation of the GILTI rules and the application of ASC 740.

As of June 30, 2018, the Company's foreign subsidiaries have accumulated undistributed earnings of approximately \$513.7 million that are intended to be indefinitely reinvested outside the U.S. No deferred tax liability has been recognized for the repatriation of these earnings. The Act eliminated any additional federal tax upon repatriation of accumulated foreign earnings; however, those earnings may still be subject to foreign withholding taxes if they are repatriated. At June 30, 2018 the unrecognized deferred tax liability on indefinitely reinvested earnings was \$25.5 million, which is primarily foreign withholding tax.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The components of the Company's deferred tax assets and liabilities are as follows:

	For the Year Ended	
	June 30, 2018	June 24, 2017
	(in thousands)	
Deferred tax assets:		
Distributor related accruals and sales return and allowance accruals	\$ 3,855	\$ 10,746
Accrued compensation	8,361	36,630
Stock-based compensation	10,071	14,919
Net operating loss carryovers	40,989	45,743
Tax credit carryovers	90,968	71,231
Other reserves and accruals not currently deductible for tax purposes	29,903	50,126
Other	4,707	5,179
Total deferred tax assets	188,854	234,574
Deferred tax liabilities:		
Fixed assets and intangible assets cost recovery, net	(52,704)	(66,355)
Unremitted earnings of foreign subsidiaries	(1,532)	(13,703)
Other	(2,553)	(3,296)
Total deferred tax liabilities	(56,789)	(83,354)
Net deferred tax assets /(liabilities) before valuation allowance	132,065	151,220
Valuation allowance	(128,128)	(110,411)
Net deferred tax assets/(liabilities)	\$ 3,937	\$ 40,809

The valuation allowance as of June 30, 2018 and June 24, 2017 primarily relates to certain state and foreign net operating loss carryforwards and certain state tax credit carryforwards. The valuation allowance increased by \$17.7 million in fiscal year 2018.

As of June 30, 2018, the Company has \$18.7 million of federal net operating loss carryforwards expiring at various dates between fiscal years 2021 and 2033, \$37.9 million of state net operating loss carryforwards expiring at various dates through fiscal year 2033, \$133.9 million of foreign net operating loss carryforwards with no expiration date, \$9.0 million of state tax credit carryforwards expiring at various dates through fiscal year 2033, and \$106.1 million of state tax credit carryforwards with no expiration date.

The Company classifies unrecognized tax benefits as (i) a current liability to the extent that payment is anticipated within one year; (ii) a non-current liability to the extent that payment is not anticipated within one year; or (iii) as a reduction to deferred tax assets to the extent that the unrecognized tax benefit relates to deferred tax assets such as operating loss or tax credit carryforwards or to the extent that operating loss or tax credit carryforwards would be able to offset the additional tax liability generated by unrecognized tax benefits.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A reconciliation of the change in gross unrecognized tax benefits, excluding interest, penalties and the federal benefit for state unrecognized tax benefits, is as follows:

	For the Year Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
	(in thousands)		
Balance as of beginning of year	\$539,569	\$482,745	\$427,629
Tax positions related to current year:			
Addition	48,646	57,791	53,899
Tax positions related to prior year:			
Addition	3,806	1,059	3,035
Reduction	—	(1,410)	(205)
Settlements	—	—	(943)
Lapses in statutes of limitations	(563)	(616)	(670)
Balance as of end of year	\$591,458	\$539,569	\$482,745

The total amount of gross unrecognized tax benefits as of June 30, 2018 that, if recognized, would affect the effective tax rate is \$541.4 million. \$50.1 million of unrecognized tax benefits would be offset by an increase in the valuation allowance for deferred tax assets and thus would not affect the effective tax rate.

The Company reports interest and penalties related to unrecognized tax benefits as a component of income tax expense. The gross amount of interest and penalties recognized in income tax expense during the fiscal years ended June 30, 2018, June 24, 2017, and June 25, 2016 was \$27.8 million, \$22.4 million and \$14.7 million, respectively, and the total amount of interest and penalties accrued as of June 30, 2018, June 24, 2017, and June 25, 2016 was \$61.9 million, \$71.4 million, and \$49.0 million, respectively.

The Company engages in continuous discussions and negotiations with tax authorities regarding tax matters in various jurisdictions. It is reasonably possible that the balance of gross unrecognized tax benefits recognized by the Company, including accrued interest and penalties, could decrease by up to \$403.0 million within the next twelve months due to the completion of federal tax audits, including any administrative appeals. The \$403.0 million primarily relates to matters involving federal taxation of cross-border transactions.

The Company's federal corporate income tax returns are audited on a recurring basis by the Internal Revenue Service ("IRS"). The IRS concluded its field examination of the Company's federal corporate income tax returns for fiscal years 2009 through 2011 and issued an IRS Revenue Agent's Report in July 2016 that included proposed adjustments for transfer pricing issues related to cost sharing and buy-in license payments for the use of intangible property by one of the Company's international subsidiaries. The Company disagreed with the proposed transfer pricing adjustments and related penalties, and in September 2016, the Company filed a protest to challenge the proposed adjustments and request a conference with the Appeals Office of the IRS. In May 2018, a preliminary understanding was reached with the IRS regarding the contested issues for the audit and post-audit years, which the Company expects may be finalized in fiscal year 2019 with the execution of a closing agreement. In June 2018 the Company made advance payments for audit and post-audit year tax of \$140.7 million and interest of \$37.4 million. These payments will reduce the accrual of interest on audit and post-audit year tax deficiencies that would be owed if the preliminary understanding is finalized. The Company's reserves for unrecognized tax benefits are sufficient to cover the audit and post-audit year tax deficiencies that would be owed as a result of the preliminary understanding. In fiscal year 2017, the IRS commenced an audit of the Company's federal corporate income tax returns for fiscal years 2012 through 2014, which is ongoing. The Company expects that in fiscal year 2019 the IRS will commence an audit of the Company's federal corporate income tax returns for fiscal years 2015 through 2017.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of the fiscal tax years that remain subject to examination, as of June 30, 2018, for the Company's major tax jurisdictions are as follows:

United States - Federal	2009	-	Forward
United States - Various States	2009	-	Forward
Ireland	2014	-	Forward
Philippines	2015	-	Forward
Singapore	2014	-	Forward
United Kingdom	2012	-	Forward

NOTE 17: RESTRUCTURING ACTIVITIES

Fiscal year 2018

During the fiscal year ended June 30, 2018, the Company recorded \$15.1 million in "Severance and restructuring expenses" in the Consolidated Statements of Income related to various restructuring plans designed to reduce costs. These charges were primarily associated with continued reorganization of certain business units and functions, which impacted multiple job classifications and locations, as well as employee enrollments in voluntary separation programs.

Fiscal year 2017

During the fiscal year ended June 24, 2017, the Company recorded \$12.5 million in "Severance and restructuring expenses" in the Consolidated Statements of Income related to various restructuring plans designed to reduce costs. These charges were primarily associated with continued reorganization of certain business units and functions and the closure of the Dallas wafer level packaging ("WLP") manufacturing facilities. Multiple job classifications and locations were impacted by these activities.

During the fiscal year ended June 24, 2017, the Company completed the closure of its Dallas, Texas campus, including ceasing operations of its WLP manufacturing facility. The Company recorded accelerated depreciation charges of \$3.5 million in "Cost of goods sold" and \$0.8 million in "Operating expenses" in the Consolidated Statements of Income during the fiscal year ended June 24, 2017 in connection with this closure.

Fiscal year 2016

San Jose Fab Shutdown

In October 2014, the Company initiated a plan to shut down its San Jose wafer fabrication facility. The Company reached the decision that it was not economically feasible to maintain this facility, which was used primarily for fab process development and low volume manufacturing, as the Company intended to utilize other resources to complete such activities in the future. This plan included cash charges related to employee severance and non-cash charges related to accelerated depreciation. This plan has been completed, and the shutdown took place in the second quarter of fiscal year 2016.

During the fiscal year ending June 25, 2016, the Company recorded accelerated depreciation charges of \$41.6 million in "Cost of goods sold" and \$0.4 million in "Severance and restructuring expenses" in the Consolidated Statements of Income. The sale of the San Jose wafer fabrication facility took place during the second quarter of fiscal year 2016. The cumulative costs recorded in fiscal year 2015 and 2016 to complete this restructuring plan were \$100.3 million.

Other Plans

During the fiscal year ending June 25, 2016, the Company recorded \$24.0 million in "Severance and restructuring expenses" in the Consolidated Statements of Income related to various restructuring plans designed to reduce costs. These charges were associated with continued reorganization of certain business units and functions and the planned closure of the Dallas wafer level packaging ("WLP") manufacturing facilities. Multiple job classifications and locations were impacted by these activities.

As part of the Dallas, Texas campus closure, including its WLP manufacturing facility in fiscal year 2017, the Company recorded accelerated depreciation charges of \$13.0 million in "Cost of goods sold" in the Consolidated Statements of Income during the fiscal year ended June 25, 2016.

Future expected restructuring costs to be incurred with other plans was \$4.7 million as of June 25, 2016.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Restructuring Accruals

The Company has accruals for severance and restructuring payments within Accrued salary and related expenses in the accompanying Consolidated Balance Sheets. The following table summarizes changes in the accruals associated with these restructuring activities during the fiscal years ended June 30, 2018 and June 24, 2017:

	Fiscal 2017				Fiscal 2018				
	Balance, June 25, 2016	Charges	Cash Payments	Change in Estimates	Balance, June 24, 2017	Charges	Cash Payments	Change in Estimates	Balance, June 30, 2018
(in thousands)									
Severance - All plans ⁽¹⁾	\$7,578	\$12,671	\$(19,506)	\$(217)	\$526	\$15,464	\$(12,617)	\$(404)	\$2,969
Total	<u>\$7,578</u>	<u>\$12,671</u>	<u>\$(19,506)</u>	<u>\$(217)</u>	<u>\$526</u>	<u>\$15,464</u>	<u>\$(12,617)</u>	<u>\$(404)</u>	<u>\$2,969</u>

(1) Charges and changes in estimates are included in Severance and restructuring expenses in the accompanying Consolidated Statements of Income.

Change in estimate:

Due to the above-mentioned restructuring activities, the Company recorded accelerated depreciation resulting from the change in estimated useful lives of certain long-lived assets included in restructuring plans. In all periods that accelerated depreciation expense was recorded, this resulted in additional expense and therefore impacted operating income (loss), net income (loss) and earnings per share as presented in the table below.

	For the Years Ended		
	June 30, 2018	June 24, 2017	June 25, 2016
(in thousands, except per share data)			
Operating income (loss), as reported	\$833,448	\$694,777	\$313,849
Operating income (loss), excluding accelerated depreciation expense	833,448	699,003	368,475
Effect of change in estimate	\$ —	\$ (4,226)	\$ (54,626)
Net income (loss), as reported	\$467,318	\$571,613	\$227,475
Net income (loss), excluding accelerated depreciation expense	467,318	575,547	283,129
Effect of change in estimate	\$ —	\$ (3,934)	\$ (55,654)
Basic earnings (loss) per share, as reported	\$ 1.66	\$ 2.02	\$ 0.80
Diluted earnings (loss) per share, as reported	\$ 1.64	\$ 1.98	\$ 0.79
Basic earnings (loss) per share, excluding accelerated depreciation expense	\$ 1.66	\$ 2.03	\$ 0.99
Diluted earnings (loss) per share, excluding accelerated depreciation expense	\$ 1.64	\$ 2.00	\$ 0.98
Effect of change in estimate - basic earnings (loss) per share	\$ —	\$ (0.01)	\$ (0.19)
Effect of change in estimate - diluted earnings (loss) per share	\$ —	\$ (0.02)	\$ (0.19)

NOTE 18: BENEFITS

Defined contribution plan

U.S. employees are automatically enrolled in the Maxim Integrated 401(k) plan when they meet eligibility requirements, unless they decline participation. Under the terms of the plan, Maxim Integrated matches 100% of the employee contributions for the first 3% of employee eligible compensation and an additional 50% match for the next 2% of employee eligible compensation, up to the IRS Annual Compensation Limits. Total defined contribution expense was \$12.6 million, \$12.4 million and \$13.0 million in fiscal years 2018, 2017 and 2016, respectively.

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Non-U.S. Pension Benefits

The Company provides defined-benefit pension plans in certain countries. Consistent with the requirements of local law, the Company deposits funds for certain plans with insurance companies, with third party trustees, or into government-managed accounts, and/or accrues for the unfunded portion of the obligation.

Maxim Integrated is enrolled in retirement plans for employees in the Philippines and certain other countries. These plans are non-contributory and defined benefit types that provide retirement to employees equal to one-month salary for every year of credited service. The benefits are paid in a lump sum amount upon retirement or separation from the Company. Total defined benefit liability was \$11.2 million and \$10.3 million as of June 30, 2018 and June 24, 2017, respectively. Total accumulated other comprehensive income benefit related to this retirement plan was \$1.0 million, \$0.6 million and \$1.1 million for the fiscal years 2018, 2017, and 2016, respectively.

U.S. Employees Post-Retirement Medical Expense & Funded Status Reconciliation

The Company provides post-retirement medical expenses to certain former employees of Dallas Semiconductor as a result of the Company's acquisition of Dallas Semiconductor in 2001 as well as specific Maxim employees. A reconciliation of the funded status of these post-retirement benefits, is as follows:

	June 30, 2018	Estimated Fiscal Year 2019 Expense	June 24, 2017	Fiscal Year 2018 Expense
	(in thousands, except percentages)			
Accumulated post-retirement benefit obligation (APBO):				
Retirees and beneficiaries	\$ (18,023)		\$ (15,983)	
Active participants	(1,367)		(2,110)	
Funded status	<u>\$ (19,390)</u>		<u>\$ (18,093)</u>	
Actuarial gain (loss)	\$ (1,279)		\$ 99	
Prior service cost	—		—	
Amounts recognized in accumulated other comprehensive income:				
Net actuarial loss	\$ 1,054		\$ 225	
Prior service cost	962		1,318	
Total	<u>\$ 2,016</u>		<u>\$ 1,543</u>	
Net periodic post-retirement benefit cost (income):				
Interest cost		\$ 741		\$ 674
Amortization:				
Prior service cost		356		356
Total net periodic post-retirement benefit cost		<u>\$1,097</u>		<u>\$1,030</u>
Employer contributions		<u>\$ 796</u>		<u>\$ 656</u>
Economic assumptions:				
Discount rate	3.9%		3.8%	
Medical trend	7.5%-5.0%		6.5%-5.0%	

MAXIM INTEGRATED PRODUCTS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following benefit payments are expected to be paid:

	Non-Pension Benefits
	(in thousands)
2019	\$ 796
2020	811
2021	882
2022	938
2023	946
Thereafter	15,017
	\$19,390

Dallas Semiconductor Split-Dollar Life Insurance

As a result of the Company's acquisition of Dallas Semiconductor in 2001, the Company assumed responsibility associated with a split-dollar life insurance policy held by a former Dallas Semiconductor director. The policy is owned by the individual with the Company retaining a limited collateral assignment.

The Company had \$5.5 million and \$5.3 million included in Other assets in the Consolidated Balance Sheets as of June 30, 2018 and June 24, 2017, respectively, associated with the limited collateral assignment to the policy. The Company had a \$6.3 million and \$6.2 million obligation included in Other Liabilities in the Consolidated Balance Sheets as of June 30, 2018 and June 24, 2017, respectively, related to the anticipated continued funding associated with the policy.

NOTE 19: QUARTERLY FINANCIAL DATA (UNAUDITED)

	Quarter Ended			
Fiscal Year 2018	6/30/2018	3/31/2018	12/30/2017	9/23/2017
	(in thousands, except percentages and per share data)			
Net revenues ⁽¹⁾	\$633,154	\$648,599	\$622,637	\$575,676
Cost of goods sold	214,486	224,653	212,961	201,845
Gross margin	\$418,668	\$423,946	\$409,676	\$373,831
Gross margin %	66.1%	65.4%	65.8%	64.9%
Operating income (loss)	\$222,395	\$224,838	\$201,048	\$185,166
% of net revenues	35.1%	34.7%	32.3%	32.2%
Net income (loss) ⁽²⁾	\$194,172	\$193,627	\$ (75,015)	\$154,533
Earnings (loss) per share:				
Basic	\$ 0.70	\$ 0.69	\$ (0.27)	\$ 0.55
Diluted	\$ 0.68	\$ 0.68	\$ (0.27)	\$ 0.54
Shares used in the calculation of earnings (loss) per share:				
Basic	279,304	280,850	281,560	282,170
Diluted	283,934	285,881	281,560	286,437
Dividends declared and paid per share	\$ 0.42	\$ 0.42	\$ 0.36	\$ 0.36

(1) The fiscal quarter ended December 30, 2017, includes an incremental \$22.0 million of revenue from beginning to recognize revenue with a certain distributor (less its estimate of future price adjustments and returns) upon shipment to the distributor (also referred to as the sell-in basis of revenue recognition).

(2) The fiscal quarter ended December 30, 2017, includes a discrete provisional charge for the Transition Tax of \$236.9 million associated with the Tax Cuts and Jobs Act (the "Act") enacted on December 22, 2017.

MAXIM INTEGRATED PRODUCTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

<u>Fiscal Year 2017</u>	<u>Quarter Ended</u>			
	<u>6/24/2017</u>	<u>3/25/2017</u>	<u>12/24/2016</u>	<u>9/24/2016</u>
	(in thousands, except percentages and per share data)			
Net revenues ⁽¹⁾	\$602,005	\$581,216	\$550,998	\$561,396
Cost of goods sold	208,339	214,312	210,820	215,664
Gross margin	\$393,666	\$366,904	\$340,178	\$345,732
Gross margin %	65.4%	63.1%	61.7%	61.6%
Operating income (loss)	\$199,378	\$174,252	\$149,074	\$172,073
% of net revenues	33.1%	30.0%	27.1%	30.7%
Net income (loss) ⁽²⁾	\$163,309	\$140,213	\$130,477	\$137,614
Earnings (loss) per share:				
Basic	\$ 0.58	\$ 0.50	\$ 0.46	\$ 0.49
Diluted	\$ 0.57	\$ 0.49	\$ 0.45	\$ 0.48
Shares used in the calculation of earnings (loss) per share:				
Basic	282,747	282,903	283,294	283,633
Diluted	287,494	287,882	288,106	288,574
Dividends declared and paid per share	\$ 0.33	\$ 0.33	\$ 0.33	\$ 0.33

(1) The fiscal quarter ended June 24, 2017, includes an incremental \$19.4 million of revenue from beginning to recognize revenue with a certain distributor (less its estimate of future price adjustments and returns) upon shipment to the distributor (also referred to as the sell-in basis of revenue recognition).

(2) The fiscal quarter ended September 24, 2016, includes a gain of \$26.6 million associated with the sale of the Company's micro-electromechanical systems (MEMS) business line.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Maxim Integrated Products, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Maxim Integrated Products, Inc. and its subsidiaries as of June 30, 2018 and June 24, 2017, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the periods ended June 30, 2018 and June 24, 2017, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of June 30, 2018, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2018 and June 24, 2017, and the results of their operations and their cash flows for each of years ended June 30, 2018 and June 24, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2018, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Jose, California

August 17, 2018

We have served as the Company's auditor since 2016.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Maxim Integrated Products, Inc.
San Jose, California

We have audited the accompanying consolidated statements of income, comprehensive income, stockholders' equity, and cash flows of Maxim Integrated Products, Inc. and subsidiaries (the "Company") for the year ended June 25, 2016. Our audits also included the consolidated financial statement schedule for the year ended June 25, 2016 listed in the Index at Item 15. These consolidated financial statements and the consolidated financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements and the consolidated financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the results of the Company's operations and their cash flows for the year ended June 25, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such consolidated financial statement schedule for the year ended June 25, 2016, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ Deloitte & Touche LLP

San Jose, California

August 12, 2016

MAXIM INTEGRATED PRODUCTS, INC.
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

	<u>Balance at Beginning of Period</u>	<u>Additions (Reductions) to Allowances</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
	(in thousands)			
Returns and allowances				
Year ended June 30, 2018	\$46,575	\$659,023	\$(565,483)	\$140,115
Year ended June 24, 2017	\$31,461	\$143,950	\$(128,836)	\$ 46,575
Year ended June 25, 2016	\$17,412	\$ 79,956	\$ (65,907)	\$ 31,461

Exhibit Number	Description	Incorporated by Reference From Form	Incorporated by Reference From Exhibit Number	Date Filed
1.1	Underwriting Agreement, dated June 8, 2017, between Maxim Integrated Products, Inc. and Merrill Lynch.	8-K	1.1	6/13/2017
3.1	Restated Certificate of Incorporation of the Company.	10-K	3.1	9/26/1995
3.2	Amendments to Restated Certificate of Incorporation of the Company.	10-K 10-K 10-Q 10-Q 8-K	3.3 3.3 3.3 3.3 3.1	9/29/1997 9/24/1998 2/08/2000 2/09/2001 11/17/2015
3.3	Amended and Restated Bylaws.	10-Q	3.1	1/27/2017
4.1	Reference is made to Exhibits 3.1, 3.2, and 3.3.			
10.1 (A)	The Company's Forms of Indemnity Agreement.	10-K	10.8	9/8/2005
10.2 (A)	Amended and Restated 1996 Stock Incentive Plan, as amended and restated.	Proxy Statement	Appendix B	9/30/2016
10.3 (A)	Assumption Agreement, dated April 11, 2001, relating to Dallas Semiconductor Corporation Executives Retiree Medical Plan.	10-K	10.26	9/24/2001
10.4 (A)	Dallas Semiconductor Corporation Executives Retiree Medical Plan.	10-K	10.28	9/24/2001
10.5 (A)	Form of Non-Statutory Option Agreement, as amended and restated, under the Company's 1996 Stock Incentive Plan, for U.S. Option Optionees.	10-Q	10.30	11/5/2009
10.6 (A)	Form of Restricted Stock Unit Agreement under the Company's 1996 Stock Incentive Plan, for U.S. Holders.	10-Q	10.31	11/5/2009
10.7 (A)	Employment Agreement between the Company and Tunç Doluca dated as of September 30, 1993.	10-K	10.33	9/30/2008
10.8 (A)	Employment Letter Agreement between the Company and Bruce Kiddoo dated as of August 6, 2007.	10-Q	10.40	9/30/2008
10.9 (A)	Form of Non-Statutory Option Agreement, as amended and restated, under the Company's 1996 Stock Incentive Plan, for Non-U.S. Option Optionees.	10-Q	10.41	11/6/2008
10.10 (A)	Form of Restricted Stock Unit Agreement under the Company's 1996 Stock Incentive Plan, for Non-U.S. Holders.	10-Q	10.42	11/6/2008
10.11 (A)	2008 Employee Stock Purchase Plan, as amended.	Proxy Statement	Appendix A	9/30/2016
10.12 (A)	Amendment to Dallas Semiconductor Corporation Executives Retiree Medical Plan.	10-K	10.45	8/26/2009
10.13 (A)	Change In Control Employee Severance Plan for U.S. Based Employees.	10-Q	10.4	10/20/2017
10.14 (A)	Change In Control Employee Severance Plan for Non-U.S. Based Employees.	10-Q	10.5	10/20/2017
10.15 (A)	Equity Award Policy Acceleration Of Vesting In The Event of A Change In Control For Employees Based Outside The U.S.	10-Q	10.6	10/20/2017
10.16	Credit Agreement, dated October 13, 2011, and amended on June 27, 2014, by and among the Company, as borrower, JPMorgan Chase Bank, N.A. as Administrative Agent, Bank of America, N.A., Wells Fargo Bank, National Association and Morgan Stanley MUFG Loan Partners, LLC, as Co-Documentation Agents, and the lenders party thereto (the "Credit Agreement").	10-Q	10.52	10/26/2011
10.17	Underwriting Agreement, dated March 11, 2013, between the Company and J.P. Morgan Securities LLC.	8-K	1.1	3/14/2013

Exhibit Number	Description	Incorporated by Reference From Form	Incorporated by Reference From Exhibit Number	Date Filed
10.18	Underwriting Agreement, dated June 8, 2017, between the Company and Merrill Lynch.	8-K	1.1	6/13/2017
10.19	Third Supplemental Indenture, dated as of November 21, 2013, between the Company and Wells Fargo Bank, National Association, as trustee.	8-K	4.1	11/21/2013
10.20	Indenture, dated June 10, 2010, between the Company and Wells Fargo Bank, National Association, as trustee.	S-3	4.4	6/10/2010
10.21	Second Supplemental Indenture, dated as of March 18, 2013, between the Company and Wells Fargo Bank, National Association, as trustee.	8-K	4.1	3/21/2013
10.22	Fourth Supplemental Indenture, dated as of June 15, 2017, between the Company and Wells Fargo Bank, National Association, as trustee.	8-K	4.1	6/20/2017
10.23 (A)	Form of Global Performance Share Agreement.	10-Q	10.1	10/20/2017
10.24 (A)	Form of Global Restricted Stock Unit Agreement.	10-Q	10.2	10/20/2017
10.25 (A)	Form of Global Employee Stock Purchase Plan Agreement.	10-Q	10.3	10/20/2017
10.26	Second Amendment to Credit Agreement, dated July 21, 2015.	10-K	10.23	8/18/2015
10.27	Third Amendment to Credit Agreement, dated June 13, 2016.	10-K	10.25	8/12/2016
10.28 †	Supply Agreement between the Company and TowerJazz Texas, Inc. (formerly known as TJ Texas, Inc.), a Delaware corporation and indirect wholly-owned subsidiary of Tower Semiconductor Ltd., an Israeli corporation, executed as of November 18, 2015.	10-Q/A	10.1	5/10/2016
10.29	Credit Agreement by and between Maxim Holding Company Ltd. and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, dated June 23, 2016.	8-K	10.1	6/24/2016
10.30	Guaranty by Maxim Integrated Products, Inc. in favor of The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, dated June 23, 2016.	8-K	10.2	6/24/2016
12.1	Statement of Ratio of Income to Fixed Charges.	Filed herewith		
16.1	Letter from Deloitte & Touche LLP to the SEC, dated November 28, 2016.	8-K	16.1	11/28/2016
21.1	Subsidiaries of the Company.	Filed herewith		
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.	Filed herewith		
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.	Filed herewith		
24.1	Power of Attorney (contained in the signature page to this Form 10-K).	Filed herewith		
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith		
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith		
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed herewith		
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed herewith		

(A) Management contract or compensatory plan or arrangement.

† Portions of the exhibit (indicated by bracketed asterisks) have been omitted pursuant to an order granted by the Securities and Exchange Commission for confidential treatment.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) 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.

August 17, 2018

MAXIM INTEGRATED PRODUCTS, INC.

By: /s/ Sumeet Gagneja

Sumeet Gagneja

Vice President, Chief Accounting Officer

(Chief Accounting Officer and Duly Authorized Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Tunç Doluca, Bruce E. Kiddoo and Sumeet Gagneja, jointly and severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, the report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Tunç Doluca</u> Tunç Doluca	President, Director and Chief Executive Officer (Principal Executive Officer)	August 17, 2018
<u>/s/ Bruce E. Kiddoo</u> Bruce E. Kiddoo	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 17, 2018
<u>/s/ Sumeet Gagneja</u> Sumeet Gagneja	Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 17, 2018
<u>/s/ William P. Sullivan</u> William P. Sullivan	Director and Chairman of the Board	August 17, 2018
<u>/s/ Tracy C. Accardi</u> Tracy C. Accardi	Director	August 17, 2018
<u>/s/ James R. Bergman</u> James R. Bergman	Director	August 17, 2018
<u>/s/ Joseph R. Bronson</u> Joseph R. Bronson	Director	August 17, 2018
<u>/s/ Robert E. Grady</u> Robert E. Grady	Director	August 17, 2018
<u>/s/ William D. Watkins</u> William D. Watkins	Director	August 17, 2018
<u>/s/ MaryAnn Wright</u> MaryAnn Wright	Director	August 17, 2018

CORPORATE DATA AND STOCKHOLDER INFORMATION

Independent Registered Public Accounting Firm

PricewaterhouseCoopers LLP
San Jose, California

Registrar/Transfer Agent

Computershare
Canton, Massachusetts

Corporate Headquarters

160 Rio Robles
San Jose, California 95134
(408) 601-1000

Stock Listing

At August 3, 2018, there were approximately 643 stockholders of record of the Company's common stock as reported by Computershare. Maxim Integrated common stock is traded on the Nasdaq Global Select Market under the symbol "MXIM".

ITEM 16. FORM 10-K SUMMARY

None.

CERTIFICATION

I, Tunc Doluca, certify that:

1. I have reviewed this Annual Report on Form 10-K of Maxim Integrated Products, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 17, 2018

/s/ Tunc Doluca

Tunc Doluca
President and Chief Executive Officer

CERTIFICATION

I, Bruce E Kiddoo, certify that:

1. I have reviewed this Annual Report on Form 10-K of Maxim Integrated Products, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e) and 15d-15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 17, 2018

/s/ Bruce E. Kiddoo

Bruce E. Kiddoo

Senior Vice President and Chief Financial Officer

CERTIFICATE OF CHIEF EXECUTIVE OFFICER

In connection with the periodic report of Maxim Integrated Products, Inc. (the "Company") on Form 10-K for the period ended June 30, 2018 as filed with the Securities and Exchange Commission (the "Report"), I, Tunc Doluca, Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Date: August 17, 2018

By: /s/ Tunc Doluca
Tunc Doluca
President and Chief Executive Officer

This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended.

CERTIFICATE OF CHIEF FINANCIAL OFFICER

In connection with the periodic report of Maxim Integrated Products, Inc. (the "Company") on Form 10-K for the period ended June 30, 2018 as filed with the Securities and Exchange Commission (the "Report"), I, Bruce E. Kiddoo, Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Date: August 17, 2018

By: /s/ Bruce E. Kiddoo
Bruce E. Kiddoo
Senior Vice President and Chief Financial Officer

This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended.