

ANALOG DEVICES INC  
Form DEF 14A  
January 25, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to § 240.14a-12

**Analog Devices, Inc.**

*(Name of Registrant as Specified in Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)*

**Payment of Filing Fee (Check the appropriate box):**

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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January 25, 2019

**DEAR SHAREHOLDER:**

You are cordially invited to attend the Annual Meeting of Shareholders to be held at 9:00 a.m. local time on Wednesday, March 13, 2019, at our offices located at 125 Summer Street, Boston, Massachusetts 02110.

At the Annual Meeting you are being asked to:

1. Elect eleven members of our Board of Directors, each to serve for a term expiring at the next annual meeting of shareholders;
2. Approve a non-binding advisory proposal on the compensation of our named executive officers;
3. Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2019 fiscal year; and
4. Consider a shareholder proposal described in the proxy statement, if properly presented at the Annual Meeting.

**Your Board of Directors recommends that you vote FOR the election of each of the directors named in the proxy statement, FOR items 2 and 3 and AGAINST item 4.**

Please carefully review the attached proxy materials and take the time to cast your vote.

Yours sincerely,

Ray Stata

Chairman of the Board of Directors

Vincent Roche

President and Chief Executive Officer

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**ANALOG DEVICES, INC.**

**ONE TECHNOLOGY WAY**

**NORWOOD, MASSACHUSETTS 02062-9106**

**NOTICE OF 2019 ANNUAL MEETING OF SHAREHOLDERS**

*To Be Held On March 13, 2019*

**TO OUR SHAREHOLDERS:**

The 2019 Annual Meeting of Shareholders of Analog Devices, Inc. will be held at our offices at 125 Summer Street, Boston, Massachusetts 02110, on Wednesday, March 13, 2019 at 9:00 a.m. local time. At the meeting, shareholders will consider and vote on the following matters:

1. To elect the eleven director nominees named in this proxy statement to our Board of Directors, each to serve for a term expiring at the next annual meeting of shareholders;
2. To approve, by non-binding say on pay vote, the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in this proxy statement;
3. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 2, 2019; and
4. To consider a shareholder proposal described in the proxy statement, if properly presented at the Annual Meeting.

The shareholders will also act on any other business that may properly come before the meeting.

We are providing access to our proxy materials over the Internet under the U.S. Securities and Exchange Commission's notice and access rules. As a result, we are mailing to our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of this proxy statement and our Annual Report for the fiscal year ended November 3, 2018 (the "2018 Annual Report"). We are mailing the Notice on or about January 25, 2019, and it contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how each of our shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2018 Annual Report, and a form of proxy card or voting instruction card. All shareholders who do not receive the Notice, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. We have chosen to employ this distribution process to conserve natural resources and reduce the costs of printing and distributing our proxy materials.

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Shareholders of record at the close of business on January 7, 2019 are entitled to vote at the meeting. Your vote is important no matter how many shares you own. Whether you expect to attend the meeting or not, please vote your shares by using the Internet as described in the instructions included on your Notice, by calling the toll-free telephone number, or, if you received a paper copy of the proxy materials, by completing, signing, dating and returning your proxy card or voting instruction form. Your prompt response is necessary to ensure that your shares are represented at the meeting. You can change your vote and revoke your proxy at any time before the polls close at the meeting by following the procedures described in the accompanying proxy statement.

All shareholders are cordially invited to attend the meeting.

By order of the Board of Directors,

MARGARET K. SEIF

*Secretary*

Norwood, Massachusetts

January 25, 2019

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**ANALOG DEVICES, INC.**

**ONE TECHNOLOGY WAY**

**NORWOOD, MASSACHUSETTS 02062-9106**

**PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS**

*March 13, 2019*

This proxy statement contains information about the 2019 Annual Meeting of Shareholders, or Annual Meeting, of Analog Devices, Inc. The Annual Meeting will be held on Wednesday, March 13, 2019, at 9:00 a.m. local time, at our offices at 125 Summer Street, Boston, Massachusetts 02110. You may obtain directions to the location of the Annual Meeting by visiting our website at [www.analog.com](http://www.analog.com) or by contacting our Investor Relations Department at Analog Devices, Inc., One Technology Way, Norwood, Massachusetts 02062; telephone: 781-461-3282.

We are furnishing this proxy statement to you in connection with the solicitation of proxies by the Board of Directors of Analog Devices, Inc. (which we also refer to as Analog Devices, ADI, or the Company) for use at the Annual Meeting and at any adjournment, postponement, continuation or rescheduling of the meeting. All proxies will be voted in accordance with the instructions they contain. If you do not specify your voting instructions on the proxy that you submit for the Annual Meeting, it will be voted in accordance with the recommendation of the Board of Directors. You may revoke your proxy at any time before it is exercised at the Annual Meeting by giving our Secretary written notice to that effect.

We are providing access to our proxy materials over the Internet under the U.S. Securities and Exchange Commission's notice and access rules. As a result, we are mailing to our shareholders a Notice of Internet Availability of Proxy Materials, or Notice, on or about January 25, 2019, and it contains instructions on how to access this proxy statement and our Annual Report for the fiscal year ended November 3, 2018, or our 2018 Annual Report, over the Internet. The Notice also contains instructions on how each of our shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2018 Annual Report, and a form of proxy card or voting instruction card. All shareholders who do not receive the Notice, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically.

**Important Notice Regarding the Availability of Proxy Materials for the Annual**

**Meeting of Shareholders to be Held on March 13, 2019:**

**This proxy statement and the 2018 Annual Report to Shareholders are available for viewing, printing and downloading at [www.analog.com/AnnualMeeting](http://www.analog.com/AnnualMeeting).**

**Table of Contents****PROXY STATEMENT HIGHLIGHTS**

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all the information that you should consider and you should read the entire proxy statement before voting. For more information on the 2018 financial and operating performance of the Company, please review the Company's Annual Report on Form 10-K for the year ended November 3, 2018 that was filed with the U.S. Securities and Exchange Commission on November 27, 2018.*

**2019 ANNUAL MEETING OF SHAREHOLDERS**

**Date:** March 13, 2019  
**Time:** 9:00 a.m. local time  
**Place:** Analog Devices Offices  
 125 Summer Street  
 Boston, Massachusetts 02110  
**Record Date:** January 7, 2019

**VOTING MATTERS AND BOARD RECOMMENDATIONS**

	Board	
Proposals	Recommendation	More Information
<b><u>1. Election of Eleven Directors</u></b>	FOR each director nominee	Page 18
<b><u>2. Advisory Approval of the Compensation of the Company's Named Executive Officers</u></b>	FOR	Page 38
<b><u>3. Ratification of the Selection of Ernst &amp; Young LLP as Independent Registered Public Accounting Firm for the Company's Fiscal Year Ending November 2, 2019</u></b>	FOR	Page 71
<b><u>4. Consideration of the shareholder proposal relating to a diversity report described in the proxy statement, if properly presented at the Annual Meeting</u></b>	AGAINST	Page 72

**COMPANY STRATEGY AND FISCAL 2018 BUSINESS HIGHLIGHTS**

We are a leading global high-performance analog technology company dedicated to solving the toughest engineering challenges. We enable our customers to interpret the world around us by intelligently bridging the physical and digital with unmatched technologies that sense, measure, power, connect and interpret. Our strategy is to focus on challenges that our customers have in applications that matter the most, helping them to grow and adapt their offerings in complex and evolving markets. Our focus is largely on the business-to-business (B2B) markets of industrial, automotive and communications and their applications, as well as a few selected consumer applications, with the goal

of driving sustainable and profitable growth for Analog Devices over the long-term. Our superior innovation and the 2017 acquisition of Linear Technology Corporation, which we refer to as Linear Technology, broadened our technology base, which will help us deliver more value to our customers and position us for long-term profitable growth.

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**Fiscal 2018 Financial and Strategic Results**

**Pay for Performance**

A significant portion of the total target compensation for our named executive officers, or NEOs, is variable and directly linked to Company performance in the form of variable cash incentive bonus payments and equity awards. This approach provides our executives with an opportunity to earn above peer average compensation if ADI delivers strong results. Conversely, our NEOs' total compensation is modulated if our business results are below target.

**PERFORMANCE AND INCENTIVE PAY MIX**

\*\* Does not equal 100% due to rounding

<sup>1</sup> Total Shareholder Return calculation is share price appreciation plus cumulative cash dividend payments for the three- and five- year periods ended November 3, 2018, utilizing the 90 day average of the beginning and ending closing prices.



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The pay mix charts above are based on target compensation consisting of the annual rate of base salary and short-term and long-term incentive targets approved by the Compensation Committee. The pay mix for the other NEOs in the chart above excludes Mr. Pietkiewicz as he remained on the legacy Linear Technology variable cash incentive bonus program for the first half of fiscal 2018. It also excludes the equity awards granted to Messrs. Cotter and Hassett in September 2018 in recognition of their meaningful contributions in fiscal 2018 in driving our top line revenue growth and profit expansion. If those equity awards were taken into account, the percentage of performance-based incentives would increase for such NEOs. For more information about the components of the performance and incentive pay mix for our NEO compensation, see Compensation Discussion and Analysis Components of Executive Compensation.

Please see the Compensation Discussion and Analysis section beginning on page 39 of this proxy statement for a more detailed description of our executive compensation program, philosophy and design.

**Pay and Governance Practices**

Our pay and governance practices are designed to align our executives' interests with our shareholders. For example:

**WHAT WE DO**

Our cash incentive bonus awards for legacy ADI executives are based solely on our financial performance

We have a specific policy regarding the grant dates of stock options, RSUs and other stock-based awards for our directors, executive officers and employees

We have stock ownership guidelines for all officers and directors

We prohibit hedging transactions and short sales involving ADI securities

We prohibit holding ADI securities in margin accounts

We prohibit pledging ADI securities as collateral for a loan

Annual say on pay vote

**WHAT WE DO NOT DO**

◊ We do not guarantee salary increases or non-performance-based bonuses

◊ We do not modify our performance targets during the performance period, even in challenging years

◊ We do not provide new tax gross-ups for executive officers

◊ With the exception of restricted stock awards assumed in connection with the Linear Technology acquisition, we do not pay dividends on unvested equity awards

◊ We do not provide extensive perquisites to our executives

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**Shareholder Engagement By the Numbers**

**2019 Proxy Statement** 5

**Table of Contents****BOARD OF DIRECTORS****Director Nominees**

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Principal Occupation</b>	<b>Independent Director</b>	<b>Other Public Company Board(s)</b>	<b>Committee Membership</b>
Ray Stata	84	1965	Chairman of the Board of Analog Devices, Inc.	0		
Vincent Roche	58	2013	President and Chief Executive Officer of Analog Devices, Inc.	0	1	
James A. Champy	76	2003	Former Vice President of the Dell/Perot Systems business unit of Dell, Inc.			NCGC (Chair)
Anantha P. Chandrakasan	50	2019	Dean of MIT's School of Engineering and Vannevar Bush Professor of Electrical Engineering and Computer Science			
Bruce R. Evans	59	2015	Chairman of the Board of Summit Partners and Senior Advisor		1	AC
Edward H. Frank	62	2014	Co-Founder and former CEO of Cloud Parity		2	CC, NCGC
Karen M. Golz	64	2018	Former Global Vice Chair Ernst & Young			AC
Mark M. Little	66	2017	Former SVP, GE Global Research & Chief Technology Officer of General Electric Company			AC
Neil Novich	64	2008	Former Chairman, President and Chief Executive Officer of Ryerson Inc.		3	CC (Chair)
Kenton J. Sicchitano	74	2003	Former Global Managing Partner of PricewaterhouseCoopers LLP			AC (Chair)
Lisa T. Su	49	2012	President and Chief Executive Officer of Advanced Micro Devices, Inc.		1	CC

AC = Audit Committee

CC = Compensation Committee

NCGC = Nominating and Corporate  
Governance Committee

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**Composition of Board Nominees**

The Board of Directors and the Nominating and Corporate Governance Committee are committed to ensuring that the Board is comprised of a highly capable group of directors who collectively provide a significant breadth of experience, knowledge and ability to effectively represent the interest of shareholders, drive shareholder value and reflect our corporate values of integrity, honesty and adherence to high ethical standards. The Board also believes that having directors with a mix of tenure helps transition the institutional knowledge of the more experienced directors while providing a broad, fresh set of perspectives. The following charts reflect the broad experience, gender diversity and tenure of our eleven director nominees.

**Board Tenure**

**Gender Diversity**

**Director Experience**



**Table of Contents****CORPORATE GOVERNANCE HIGHLIGHTS**

The Company's governance practices include:

**WHAT WE DO**

Majority of directors are independent	Share ownership guidelines for executive officers and non-employee directors
Annual election of directors	Active Board engagement in managing talent and long-term succession planning for executives
Majority voting for directors in uncontested director elections	No supermajority voting provisions
Average tenure of independent directors standing for re-election is approximately 7 years	Annual Board and Committee self-evaluations
Regular executive sessions of independent directors	Implemented proxy access bylaw

**FORWARD-LOOKING STATEMENTS**

This Proxy Statement contains forward-looking statements regarding future events and our future results that are subject to the safe harbor created under the Private Securities Litigation Reform Act of 1995 and other safe harbors under the Securities Act of 1933 and the Securities Exchange Act of 1934. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as expects, anticipates, targets, goals, projects, intends, plans, seeks, estimates, continues, may, could and will, and variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections regarding our future financial performance; expected benefits and synergies of the acquisition of Linear Technology Corporation, including expected growth rates of the combined companies and expected product offerings, product development, marketing position and technical advances resulting from the transaction; our future market position and expected competitive changes in the marketplace for our products; our ability to successfully integrate acquired businesses and technologies; and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified in Part I, Item 1A. Risk Factors and elsewhere in

our most recent Annual Report on Form 10-K. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements, including to reflect events or circumstances occurring after the date of the filing of this report, except to the extent required by law.

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**INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

**Q: What is the purpose of the Annual Meeting?**

A: At the Annual Meeting, shareholders will consider and vote on the following matters:

1. The election of the eleven nominees named in this proxy statement to our Board of Directors, each for a term expiring at the next annual meeting of shareholders.
2. The approval, by non-binding say on pay vote, of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in this proxy statement.
3. The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 2, 2019, or fiscal 2019.
4. The consideration of a shareholder proposal described in this proxy statement, if properly presented at the Annual Meeting.

The shareholders will also act on any other business that may properly come before the meeting or any postponement, adjournment, rescheduling or continuation of the meeting.

**Q: Who can vote?**

A: To be able to vote, you must have been an Analog Devices shareholder of record at the close of business on January 7, 2019. This date is the record date for the Annual Meeting. The number of outstanding shares entitled to vote on each proposal at the Annual Meeting is 369,299,821 shares of our common stock.

**Q: How many votes do I have?**

A: Each share of our common stock that you own on the record date entitles you to one vote on each matter that is voted on.

**Q: Is my vote important?**

A:



Yes. Your vote is important no matter how many shares you own. Please take the time to vote. Take a moment to read the instructions below. Choose the way to vote that is easiest and most convenient for you and cast your vote as soon as possible.

**Q: How do I vote?**

A: If you are the record holder of your shares, meaning that you own your shares in your own name and not through a bank, broker or other nominee, you may vote in one of four ways.

(1) *You may vote over the Internet.* If you have Internet access, you may vote your shares from any location in the world by following the Internet voting instructions on the Notice or the proxy card. Proxies submitted via the Internet must be received by 11:59 p.m. Eastern Time on March 12, 2019.

(2) *You may vote by telephone.* You may vote your shares by calling 1-800-690-6903 toll-free within the United States, U.S. territories and Canada and following the instructions provided by the recorded message. Proxies submitted via telephone must be received by 11:59 p.m. Eastern Time, on March 12, 2019.

(3) *You may vote by mail.* If you received a printed proxy card, you may vote by completing and signing the proxy card and promptly mailing it in the enclosed postage-prepaid envelope. You do not need to put a stamp on the enclosed envelope if you mail it in the United States. The shares you own will be voted according to your instructions on the proxy card that you mail. **If you return the proxy card, but do not give any instructions on a particular matter described in this proxy statement, the shares you own will be voted in accordance with the recommendations of our Board of Directors.** The Board of Directors recommends that you vote FOR each director nominee, FOR Proposals 2 and 3 and AGAINST Proposal 4.

(4) *You may vote in person.* If you attend the Annual Meeting, you may vote by delivering your completed proxy card in person or by completing a ballot. Ballots will be available at the Annual Meeting.

**Please note that you cannot vote by marking up the Notice of Internet Availability of the Proxy Materials and mailing the Notice back. Any votes returned in that manner will not be counted.**

**Q: Can I vote if my shares are held in street name ?**

A: If the Analog Devices shares that you own are held in street name by a bank, broker or

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other nominee, your bank, broker or other nominee is considered, with respect to those shares, the record holder of your shares, and is required to vote your shares according to your instructions. In order to vote your shares, you will need to follow the instructions that your bank, broker or other nominee provides you. Many banks, brokers or other nominees also offer the option of voting over the Internet or by telephone, instructions for which would be provided by your bank, broker or other nominee on your voting instruction form.

If you hold shares through an account with a broker, the voting of shares by such broker when you do not provide voting instructions is governed by applicable stock exchange rules. These rules allow brokers to vote shares at their discretion on routine matters for which their customers do not provide voting instructions. On matters that are considered non-routine, brokers may not vote shares without your instruction. The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2019 (Proposal 3) is considered a routine matter and your broker will be able to vote on that proposal even if it does not receive instructions from you, so long as it holds your shares in its name. **The election of directors (Proposal 1), the say on pay advisory vote (Proposal 2) and the shareholder proposal (Proposal 4) are non-routine matters. If you do not instruct your bank, broker or other nominee how to vote with respect to these proposals, your bank, broker or other nominee may not vote with respect to these proposals and those votes will be counted as broker non-votes.**

Broker non-votes are shares that are held in street name by a bank, broker or other nominee that indicates on its proxy that it does not have or did not exercise discretionary authority to vote on a particular proposal.

If your shares are held in street name, you must bring an account statement or letter from your broker or other nominee, showing that you are the beneficial owner of the shares as of the record date (January 7, 2019) in order to be admitted to the Annual Meeting on March 13, 2019. To be able to vote your shares held in street name at the Annual Meeting, you will need to obtain a legal proxy from your bank, broker or other nominee, issued in your name giving you the right to vote your shares.

**Q: Can I change my vote after I have mailed my proxy card or after I have voted my shares over the Internet or by telephone?**

A: Yes. If you are the record holder of your shares, you can revoke your proxy or change your vote at any time before the polls close at the Annual Meeting by doing any one of the following things:

voting over the Internet or by telephone as instructed above (only your latest Internet or telephone vote is counted);

signing and returning another proxy card with a later date;

giving our Secretary a written notice before or at the meeting that you want to revoke your proxy; or

attending the Annual Meeting, requesting that your proxy be revoked and voting in person as instructed above.

Your attendance at the meeting alone will not revoke your proxy.

If your shares are held in street name, you may submit a new, later-dated voting instruction form or contact your bank, broker or other nominee. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described in the answer to the question above entitled Can I vote if my shares are held in street name ?

**Q: How do I vote my shares held in trust in the Analog Ireland Success Sharing Share Plan?**

A: If you participate in the Analog Ireland Success Sharing Share Plan, which we refer to as the Ireland share plan, you may instruct Irish Pensions Trust Limited, which serves as the trustee of the Ireland share plan, to vote the amount of shares of common stock that they hold on your behalf as of the record date. You will receive a voting card that you may use to direct Mercer Ireland Limited, or Mercer, which administers the Irish share plan on behalf of Irish Pensions Trust Limited, how to vote your shares. You should sign the voting card and return it to Mercer in the envelope provided. Mercer will vote the shares in the manner that you direct on the voting card. If Mercer does not receive your voting card by 5:00 p.m. Greenwich Mean Time (GMT) on March 6, 2019, Mercer will not vote your shares.

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### **Q: What constitutes a quorum?**

A: In order for business to be conducted at the Annual Meeting, a quorum must be present in person or represented by valid proxies. For each of the proposals to be presented at the Annual Meeting, a quorum consists of the holders of a majority of the shares of common stock issued and outstanding on January 7, 2019, the record date, or at least 184,649,911 shares.

Shares of common stock represented in person or by proxy (including broker non-votes and shares that abstain or do not vote with respect to a particular proposal) will be counted for the purpose of determining whether a quorum exists at the Annual Meeting for that proposal.

If a quorum is not present, the Annual Meeting will be adjourned until a quorum is obtained.

### **Q: What vote is required for each proposal?**

A: *Election of directors.* Under our bylaws, a nominee will be elected to the Board of Directors if the votes cast for the nominee's election exceed the votes cast against the nominee's election, with abstentions and broker non-votes not counting as votes for or against. If the shares you own are held in street name by a bank, broker or other nominee, your bank, broker or other nominee, as the record holder of your shares, is required to vote your shares according to your instructions. **If you do not instruct your bank, broker or other nominee how to vote with respect to this proposal, your bank, broker or other nominee may not vote your shares with respect to the election of directors.** If an incumbent director nominee in an uncontested election of directors receives a majority of votes against his or her election, the director must tender a resignation from the Board of Directors. The Board of Directors will then decide whether to accept the resignation within 90 days following certification of the shareholder vote (based on the recommendation of a committee of independent directors). We will publicly disclose the Board of Directors' decision and its reasoning with regard to the offered resignation.

*Say on Pay.* Our Board of Directors is seeking a non-binding advisory vote regarding the compensation of our named executive officers, as described in the Compensation

Discussion and Analysis, executive compensation tables and accompanying narrative disclosures contained in this proxy statement. Under our bylaws, the affirmative vote of a majority of the total number of votes cast on the proposal is needed to approve this resolution. The vote is advisory and non-binding in nature but our Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements. **If you do not instruct your bank, broker or other nominee how to vote with respect to this proposal, your bank, broker or other nominee may not vote your shares with respect to this proposal.**

*Ratification of independent registered public accounting firm.* Under our bylaws, the affirmative vote of a majority of the total number of votes cast on the proposal is needed to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2019. **Even if you do not instruct your bank, broker or other nominee how to vote with respect to this proposal, your bank, broker or other nominee may vote your shares with respect to this proposal.**

*Shareholder Proposal.* Under our bylaws, the affirmative vote of a majority of the total number of votes cast on the proposal is needed to approve the shareholder proposal. **If you do not instruct your bank, broker or other nominee how to vote with respect to this proposal, your bank, broker or other nominee may not vote your shares with respect to this proposal.**

**Q: How will votes be counted?**

A: Each share of common stock will be counted as one vote according to the instructions contained on a properly completed proxy card, whether submitted in person, by mail, over the Internet or by telephone, or on a ballot voted in person at the Annual Meeting. With respect to all proposals, shares will not be voted in favor of the matter, and will not be counted as voting on the matter, if they either (1) abstain from voting on a particular matter, or (2) are broker non-votes. Banks, brokers and other nominees who do not receive instructions with respect to Proposals 1, 2 or 4 will not be allowed to vote these shares, and all such shares will be broker non-votes rather than votes for or against. Accordingly, assuming

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the presence of a quorum, abstentions and broker non-votes for a particular proposal will not be counted as votes cast to determine the outcome of a particular proposal.

**Q: Who will count the votes?**

A: The votes will be counted, tabulated and certified by Broadridge.

**Q: Will my vote be kept confidential?**

A: Yes, your vote will be kept confidential and we will not disclose your vote, unless (1) we are required to do so by law (including in connection with the pursuit or defense of a legal or administrative action or proceeding), or (2) there is a contested election for the Board of Directors. The tabulation agent will forward any written comments that you make on the proxy card to management without providing your name, unless you expressly request disclosure on your proxy card.

**Q: How does the Board of Directors recommend that I vote on the proposals?**

A: The Board of Directors recommends that you vote:

**FOR** the election of each of the eleven nominees to serve as directors on the Board of Directors, each for a term expiring at the next annual meeting of shareholders (Proposal 1);

**FOR** the approval, by non-binding say on pay vote, of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures contained in this proxy statement (Proposal 2);

**FOR** the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2019 (Proposal 3); and

**AGAINST** the shareholder proposal relating to a diversity report (Proposal 4).

**Q: Will any other matters be voted on at this meeting?**

A: No. Under the laws of Massachusetts, where we are incorporated, an item may not be brought before our shareholders at a meeting unless it appears in the notice of the meeting. Our bylaws establish the process for a shareholder to bring a matter before a meeting. See *How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2020 annual meeting of shareholders?* below.

**Q: Where can I find the voting results?**

A: We will report the voting results in a Form 8-K filed with the SEC within four business days after the conclusion of the Annual Meeting.

**Q: How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2020 annual meeting of shareholders?**

A: Shareholder proposals for inclusion in proxy statement: If you are interested in submitting a proposal for inclusion in our proxy statement for the 2020 annual meeting, you need to follow the procedures outlined in Rule 14a-8 of the Securities Exchange Act of 1934, or the Exchange Act. To be eligible for inclusion, we must receive your shareholder proposal for our proxy statement for the 2020 annual meeting of shareholders at our principal corporate offices in Norwood, Massachusetts at the address below no later than September 27, 2019.

Shareholder director nominations for inclusion in proxy statement: The Board of Directors has implemented a proxy access provision in our amended and restated Bylaws, or Bylaws, which allows a shareholder or group of up to 20 shareholders owning in aggregate 3% or more of our outstanding shares of common stock continuously for at least three years to nominate and include in our proxy materials director nominees constituting up to 20% of the number of directors in office or two nominees, whichever is greater, provided the shareholder(s) and nominee(s) satisfy the requirements in the bylaws. If a shareholder or group of shareholders wishes to nominate one or more director candidates to be included in our proxy statement pursuant to these proxy access provisions in Article I, Section 1.9(c) of our bylaws, the Secretary must receive advance written notice at the address noted below not less than 120 days nor more than 150 days before the first anniversary of the preceding year's annual meeting. However, if the date of our annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from the anniversary date, or if no annual meeting was held in the preceding year, then we must receive such notice at the address noted below not earlier than the 150th day before such annual meeting and not later than the close of business on the later of (1) the

12 **Analog Devices, Inc.**

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120th day prior to such annual meeting and (2) the seventh day after the day on which notice of the meeting date was mailed or public disclosure was made, whichever occurs first. Assuming that the 2020 annual meeting is not advanced by more than 20 days nor delayed by more than 60 days from the anniversary date of the 2020 annual meeting, you would need to give us appropriate notice at the address noted below no earlier than October 15, 2019, and no later than November 14, 2019.

Shareholder director nominations not included in proxy statement: In addition, our bylaws require that we be given advance written notice for nominations for election to our Board of Directors and other matters that shareholders wish to present for action at an annual meeting other than those to be included in our proxy statement under Rule 14a-8. The Secretary must receive such notice at the address noted below not less than 90 days or more than 120 days before the first anniversary of the preceding year's annual meeting. However, if the date of our annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from the anniversary date, then we must receive such notice at the address noted below not earlier than the 120th day before such annual meeting and not later than the close of business on the later of (1) the 90th day before such annual meeting and (2) the seventh day after the day on which notice of the meeting date was mailed or public disclosure was made, whichever occurs first. Assuming that the 2020 annual meeting is not advanced by more than 20 days nor delayed by more than 60 days from the anniversary date of the 2019 annual meeting, you would need to give us appropriate notice at the address noted below no earlier than November 14, 2019, and no later than December 14, 2019. If a shareholder does not provide timely notice of a nomination or other matter to be presented at the 2020 annual meeting, under Massachusetts law, it may not be brought before our shareholders at a meeting.

Our bylaws also specify requirements relating to the content of the notice that shareholders must provide to the Secretary of Analog Devices for any matter, including a shareholder proposal or nomination for director, to be properly presented at a shareholder meeting. A copy of the full text of our bylaws is on file with the SEC and publicly available on our website.

Any proposals, nominations or notices should be sent to:

Margaret K. Seif, Secretary

Analog Devices, Inc.

One Technology Way

Norwood, Massachusetts 02062

Phone: 781-461-3367

Email: [margaret.seif@analog.com](mailto:margaret.seif@analog.com)

**Q: What are the costs of soliciting these proxies and who will pay?**

A:



We will bear the costs of solicitation of proxies. We have engaged Alliance Advisors LLC to assist us with the solicitation of proxies and expect to pay Alliance Advisors approximately \$11,500 for their services. In addition to solicitations by mail, Alliance Advisors and our directors, officers and regular employees may solicit proxies by telephone, email and personal interviews without additional remuneration. We will request brokers, custodians and fiduciaries to forward proxy soliciting material to the owners of shares of our common stock that they hold in their names. We will reimburse banks and brokers for their reasonable out-of-pocket expenses incurred in connection with the distribution of our proxy materials.

**Q: Why did I receive a Notice of Internet Availability of Proxy Materials but no proxy materials?**

A: We are distributing our proxy materials to stockholders via the Internet under the Notice and Access approach permitted by the rules of the U.S. Securities and Exchange Commission, or SEC. This approach expedites stockholders' receipt of proxy materials while conserving natural resources and reducing our distribution costs. On or about January 25, 2019, we mailed a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy materials on the Internet to participating stockholders, and if desired, to request to receive a paper copy of our proxy materials by mail.

**Q: How can I obtain an Annual Report on Form 10-K?**

A: Our Annual Report on Form 10-K for the fiscal year ended November 3, 2018, or fiscal 2018, is available on our website at [www.analog.com](http://www.analog.com). If you would like a copy of our Annual Report on Form 10-K for fiscal 2018 and/or any of its

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exhibits, we will send you such materials without charge. Please contact:  
Investor Relations Department

Analog Devices, Inc.

One Technology Way

Norwood, Massachusetts 02062

Phone: 781-461-3282

Email: investor.relations@analog.com

**Q: Whom should I contact if I have any questions?**

A: If you have any questions about the Annual Meeting or your ownership of our common stock, please contact our Investor Relations Department, at the address, telephone number or email address listed above.

**NOTICE OF AMENDMENT OF BYLAWS**

On December 13, 2018, our Board of Directors approved amendments to our bylaws to implement a proxy access provision, as described above, and to make other administrative, clarifying and conforming changes. The full text of our bylaws, as amended and restated, is filed as Exhibit 3.1 to our Current Report on Form 8-K filed with the SEC on December 17, 2018.

**HOUSEHOLDING OF ANNUAL MEETING MATERIALS**

Some banks, brokers and other nominee record holders may be participating in the practice of householding proxy statements and annual reports. This means that only one copy of our proxy statement and annual report to shareholders may have been sent to multiple shareholders in your household unless we have received contrary instructions from one or more shareholders. We will promptly deliver a separate copy of either document to you if you contact us at the following address, telephone number or email address: Investor Relations Department, Analog Devices, Inc., One Technology Way, Norwood, Massachusetts 02062, telephone: 781-461-3282, email: investor.relations@analog.com. If you want to receive separate copies of the proxy statement or annual report to shareholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address, telephone number or email address.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table contains information regarding the beneficial ownership of our common stock as of January 4, 2019 (unless otherwise specified) by:

the shareholders we know to beneficially own more than 5% of our outstanding common stock;

each director named in this proxy statement;

each executive officer named in the Summary Compensation Table included in this proxy statement; and

all of our directors and executive officers as a group.

Name and Address of Beneficial Owner(1)	Shares			Percent of
	Beneficially Owned(2)	Acquirable within 60 Days(3)	Total Beneficial Ownership	Common Stock Beneficially Owned(4)
<i>5% Shareholders:</i>				
Vanguard Group Inc.(5) PO Box 2600 Valley Forge, Pennsylvania 19482	31,687,292		31,687,292	8.6%
BlackRock Inc.(6) 55 East 52nd Street New York, New York 10055	24,272,230		24,272,230	6.6%
JPMorgan Chase & Co.(7) 270 Park Avenue	21,929,230		21,929,230	5.9%

New York, New York 10017

*Directors and Named Executive Officers:*

James A. Champy(8)	66,945	53,210	120,155	*
Anantha P. Chandrakasan(9)				*
Martin Cotter	173	85,263	85,436	*
Bruce R. Evans	70,095	12,890	82,985	*
Edward H. Frank	7,125	23,340	30,465	*
Karen M. Golz(10)				*
Joseph (John) Hassett	14,711	30,846	45,557	*
Mark M. Little	2,650	1,040	3,690	*
Prashanth Mahendra-Rajah	2,556		2,556	*
Neil Novich	22,740	53,210	75,950	*
Steve Pietkiewicz	46,153	6,078	52,231	*
Vincent Roche	17,376	115,564	132,940	*
Kenton J. Sicchitano	20,240	46,000	66,240	*
Ray Stata(11)	900,645	39,120	939,765	*
Lisa T. Su	10,840	25,760	36,600	*
All directors and executive officers as a group (19 persons, consisting of 9 executive officers and 10 non-employee directors)(12)	1,211,359	535,220	1,746,579	0.5%

\* Represents less than 1% of the outstanding shares of our common stock.

- (1) Unless otherwise indicated, the address of each beneficial owner listed is c/o Analog Devices, Inc., One Technology Way, Norwood, Massachusetts 02062.
- (2) For each person, the Shares Beneficially Owned column may include shares of common stock attributable to the person because of that person's voting or investment power. Unless otherwise indicated, each person in the table has sole voting and investment power over the shares listed. The inclusion in the table of any shares, however, does not constitute an admission of beneficial ownership of those shares by the named shareholder.

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- (3) The number of shares of common stock beneficially owned by each person is determined under applicable SEC rules. Under these rules, a person is deemed to have beneficial ownership of any shares over which that person has or shares voting or investment power, plus any shares that the person has the right to acquire within 60 days, including through the exercise of stock options. Unless otherwise indicated, for each person named in the table, the number in the Shares Acquirable within 60 Days column consists of shares covered by stock options that may be exercised and restricted stock units, or RSUs, that vest within 60 days after January 4, 2019.
- (4) The percent ownership for each shareholder on January 4, 2019 is calculated by dividing (1) the total number of shares beneficially owned by the shareholder by (2) the number of shares of our common stock outstanding on January 4, 2019 (369,413,139 shares) plus any shares acquirable (including exercisable stock options) by the shareholder in question within 60 days after January 4, 2019.
- (5) Based solely on a Form 13F-HR/A filed by Vanguard Group Inc. on December 13, 2018 reporting stock ownership as of September 30, 2018. Vanguard Group also reported that, as of September 30, 2018, it had sole voting power for 465,804 shares, sole investment power for 31,143,704 shares, shared voting power for 116,231 shares, shared investment power for 543,588 shares and no voting power with respect to 31,105,257 shares.
- (6) Based solely on a Form 13F-HR filed by BlackRock Inc. on November 9, 2018 reporting stock ownership as of September 30, 2018. BlackRock Inc. also reported that, as of September 30, 2018, it had sole voting power for 21,278,134 shares and no voting power with respect to 2,994,096 shares.
- (7) Based solely on a Form 13F-HR/A filed by JPMorgan Chase & Co. on November 13, 2018 reporting stock ownership as of September 30, 2018. JPMorgan Chase & Co. also reported that, as of September 30, 2018, it had sole voting power for 19,464,950 shares, other investment power for 292,319 shares, shared voting power for 211,333 shares, shared investment power for 21,636,911 shares and no voting power with respect to 2,252,947 shares.
- (8) Includes 54,025 shares held in trust for the benefit of Mr. Champy's spouse and son, as to which Mr. Champy disclaims beneficial ownership.
- (9) Dr. Chandrakasan became a director on January 1, 2019.
- (10) Ms. Golz became a director on June 13, 2018.
- (11) Includes 738,709 shares held by Mr. Stata's spouse, as to which Mr. Stata disclaims beneficial ownership. Includes 733,709 shares held by Mr. Stata's spouse and 133,138 shares held directly by Mr. Stata that are pledged as collateral for a line of credit from a bank, which is unchanged compared to last year. Due to a typographical error, our 2018 proxy statement incorrectly stated the number of shares pledged by Mr. Stata as of January 12, 2018 as 123,138 instead of 133,138. Since January 2013, we have prohibited our directors and executive officers from future pledging of their Company securities as collateral for a loan.
- (12) All directors and executive officers as a group disclaim beneficial ownership of a total of 792,734 shares.

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**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our executive officers, directors and the holders of more than 10% of our common stock to file with the SEC initial reports of ownership of our common stock and other equity securities on a Form 3 and reports of changes in such ownership on a Form 4 or Form 5. Officers, directors and 10% shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on a review of our records and written representations by the persons required to file these reports, all filing requirements of Section 16(a) were satisfied on a timely basis with respect to fiscal 2018.

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**PROPOSAL 1**

**ELECTION OF DIRECTORS**

**ELECTION PROCESS**

Our entire Board of Directors is elected annually by our shareholders and currently consists of eleven directors, of whom nine are deemed to be independent directors. At the Annual Meeting, shareholders will accordingly have an opportunity to vote for each of the eleven nominees listed below. The persons named in the proxy card, upon receipt of a properly executed proxy, will vote for each of these nominees, unless you instruct them to vote otherwise on the proxy card (whether executed by you or through Internet or telephonic voting). Each of the nominees has indicated his or her willingness to serve, if elected. However, if any or all of the nominees should be unable or unwilling to serve, the proxies may be voted for a substitute nominee designated by our Board of Directors or our Board of Directors may reduce the number of directors.

**DIRECTOR CRITERIA, QUALIFICATIONS AND EXPERIENCE**

The Board of Directors is committed to ensuring that it is composed of a highly capable group of directors who collectively provide a significant breadth of experience, knowledge and abilities, to effectively represent the interests of shareholders and reflect our corporate values of integrity, honesty and adherence to high ethical standards. Key factors that the Board of Directors and the Nominating and Corporate Governance Committee consider when selecting directors include:

**BOARD EXPERTISE AND SKILLS**

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**BOARD TENURE**

**GENDER DIVERSITY**

The following paragraphs provide information as of the date of this proxy statement about each nominee. The information presented includes information each director has given us about his or her age, all positions he or she holds, his or her principal occupation and business experience, and the names of other publicly-held companies of which he or she currently serves as a director or has served as a director during the past five years. In addition to the information presented below regarding each nominee’s specific experience, qualifications, attributes and skills that led our Board of Directors to the conclusion that he or she should serve as a director, we also believe that all of our director nominees have a reputation for integrity, honesty and adherence to high ethical standards. They each have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to ADI and our Board of Directors. Finally, we value their significant experience on other public company boards of directors and board committees.

Information about the number of shares of common stock beneficially owned by each director appears above under the heading Security Ownership of Certain Beneficial Owners and Management. See also Certain Relationships and Related Transactions. There are no family relationships among any of the directors and executive officers of ADI.

<p><b>Ray Stata</b></p> <p><b>Chairman of the Board of Directors</b></p>	<p><b>Professional Experience and Background</b></p> <p>Mr. Stata has served as our Chairman of the Board of Directors since 1973 and served as an executive officer of our Company from its inception until April 2012. Mr. Stata</p>
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<p><b>Director since:</b> 1965</p> <p><b>Age:</b> 84</p> <p><b>Committee(s):</b> None</p>	<p>served as our Chief Executive Officer from 1973 to November 1996 and as our President from 1971 to November 1991.</p> <p><b>Key Qualifications and Expertise</b></p> <p>We believe Mr. Stata's qualifications to serve on our Board of Directors include more than 50 years of experience and leadership in the semiconductor industry, including as our founder, our Chairman for 43 years and formerly as our President for 20 years. If re-elected, Mr. Stata will continue to serve as our Chairman of the Board of Directors in 2019.</p> <p><b>Other Public Company Boards</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 5px;"><b>Current</b></th> <th style="text-align: left; padding: 5px;"><b>Past 5 Years</b></th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">None</td> <td style="padding: 5px;">None</td> </tr> </tbody> </table>	<b>Current</b>	<b>Past 5 Years</b>	None	None
<b>Current</b>	<b>Past 5 Years</b>				
None	None				

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<p><b>Vincent Roche</b></p> <p><b>President and Chief Executive Officer</b></p> <p><b>Director since: 2013</b></p> <p><b>Age: 58</b></p> <p><b>Committee(s):</b> None</p>	<p><b>Professional Experience and Background</b></p> <p>Mr. Roche has served as President of Analog Devices since 2012 and was appointed Chief Executive Officer and elected as a director in 2013. Under his leadership, ADI has extended its market leadership and grown to more than \$6 billion in revenue in fiscal 2018. Mr. Roche began his career at ADI in 1988 and has served in key positions spanning corporate leadership, worldwide sales, strategic marketing, business development, and product management over his more than 30-year tenure at ADI.</p> <p><b>Key Qualifications and Expertise</b></p> <p>We believe that Mr. Roche's qualifications to serve on the Board of Directors include his leadership role in the Company and his deep knowledge of the Company's products, markets, customers, culture and organization.</p> <p><b>Other Public Company Boards</b></p> <table border="1"> <thead> <tr> <th data-bbox="379 1304 1023 1381">Current</th> <th data-bbox="1023 1304 1500 1381">Past 5 Years</th> </tr> </thead> <tbody> <tr> <td data-bbox="379 1381 1023 1545">Acacia Communications, Inc.</td> <td data-bbox="1023 1381 1500 1545">None</td> </tr> </tbody> </table>	Current	Past 5 Years	Acacia Communications, Inc.	None
Current	Past 5 Years				
Acacia Communications, Inc.	None				

<p><b>James A. Champy</b></p> <p><b>Presiding Director</b></p> <p><b>Independent</b></p>	<p><b>Professional Experience and Background</b></p> <p>Mr. Champy retired in 2010 as Vice President of the Dell/Perot Systems business unit of Dell, Inc., a computer and technology services company. He was previously a Vice President and the Chairman of Consulting at Perot Systems Corporation from 1996 to November 2009. He served as a director of Perot Systems Corporation from 1996 to 2004. Mr. Champy is the author of several business books and is a Life Member of the MIT</p>
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<b>Director since:</b> 2003  <b>Age:</b> 76  <b>Committee(s):</b> Nominating and Corporate Governance	Corporation, the governing body of the Massachusetts Institute of Technology.	
	<p style="text-align: center;"><b>Key Qualifications and Expertise</b></p>	
	We believe Mr. Champy's qualifications to serve on our Board of Directors include his expertise in corporate strategy development and his organizational acumen.	
	<p style="text-align: center;"><b>Other Public Company Boards</b></p>	
	<p><b>Current</b></p> None	<p><b>Past 5 Years</b></p> None

<b>Anantha P. Chandrakasan</b>  <b>Independent</b>  <b>Director since:</b> 2019  <b>Age:</b> 50  <b>Committee(s):</b>  None	<p style="text-align: center;"><b>Professional Experience and Background</b></p>	
	Dr. Chandrakasan has served as the Dean of the School of Engineering at Massachusetts Institute of Technology, or MIT, a private research university, since 2017, and the Vannevar Bush Professor of Electrical Engineering and Computer Science since 2003. He also co-chairs the MIT-IBM Watson AI Lab and chairs the MIT-SenseTime Alliance on Artificial Intelligence and J-Clinic, the Abdul Latif Jameel Clinic for Machine Learning in Health at MIT. From July 2011 to June 2017, Dr. Chandrakasan was the head of MIT's Department of Electrical Engineering and Computer Science (EECS). He is an IEEE fellow, and in 2015 he was elected to the National Academy of Engineering.	
	<p style="text-align: center;"><b>Key Qualifications and Expertise</b></p>	
	We believe Dr. Chandrakasan's qualifications to serve on our Board of Directors include his deep understanding of complex technologies and experience driving innovation.	
	<p style="text-align: center;"><b>Other Public Company Boards</b></p>	
<p><b>Current</b></p>	<p><b>Past 5 Years</b></p>	

	None	None
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<p><b>Bruce R. Evans</b></p> <p><b>Independent</b></p> <p><b>Director since: 2015</b></p> <p><b>Age: 59</b></p> <p><b>Committee(s):</b></p> <p><b>Audit</b></p>	<p><b>Professional Experience and Background</b></p> <p>Mr. Evans has served in various positions with Summit Partners, a growth equity, venture capital and credit investment firm, since 1986, including most recently as Chairman of Summit Partners Board, and as Senior Advisor to the firm. From 2011 to December 2017, he served as Managing Director and Chairman of Summit Partners Board. From 1999 to 2011, he was one of Summit Partners Co-Managing Partners. During his 32 years with Summit Partners, Mr. Evans has served as a member of the boards of directors of over 30 technology and other growth industry companies in the U.S. and Europe, including 14 public companies. In addition, Mr. Evans is Chairman of the Vanderbilt University Board of Trust and the former Chairman of Vanderbilt's Investment Committee.</p> <p><b>Key Qualifications and Expertise</b></p> <p>We believe Mr. Evans' qualifications to serve on our Board of Directors include his financial and management expertise, including his investing experience in the technology sector and his experience with acquisitions and other transactions.</p> <p><b>Other Public Company Boards</b></p> <table border="1"> <thead> <tr> <th data-bbox="391 1365 877 1417"><b>Current</b></th> <th data-bbox="877 1365 1449 1417"><b>Past 5 Years</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="391 1417 877 1545">Casa Systems, Inc.</td> <td data-bbox="877 1417 1449 1545">FleetCor Technologies, Inc. (until 2014)</td> </tr> </tbody> </table>	<b>Current</b>	<b>Past 5 Years</b>	Casa Systems, Inc.	FleetCor Technologies, Inc. (until 2014)
<b>Current</b>	<b>Past 5 Years</b>				
Casa Systems, Inc.	FleetCor Technologies, Inc. (until 2014)				

<p><b>Edward H. Frank</b></p> <p><b>Independent</b></p> <p><b>Director since: 2014</b></p>	<p><b>Professional Experience and Background</b></p> <p>Dr. Frank was most recently co-founder and CEO of Cloud Parity, a voice of the customer startup, from January 2014 through August 2016. From May 2009 to October 2013, Dr. Frank held the position of Vice President, Macintosh Hardware Systems Engineering at Apple Inc., a company that designs, manufactures and markets electronic devices. Prior to his tenure at Apple, Dr. Frank served as Corporate Vice President, Research and Development, of Broadcom Corp. Dr. Frank was founding</p>
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**Age:** 62

CEO of Epigram, Inc., a developer of integrated circuits and software for home networking, which Broadcom acquired in 1999, and was a Distinguished Engineer at Sun Microsystems, Inc. Dr. Frank is vice-chairman of Carnegie Mellon University Board of Trustees, where he has been a Trustee since 2000, and since July 2017, has been Executive Director (pro bono) of Metallica's All Within My Hands Foundation.

**Committee(s):**

Nominating and  
Corporate Governance,

Compensation

**Key Qualifications and Expertise**

We believe Dr. Frank's qualifications to serve on our Board of Directors include his substantial experience in the design, manufacture, sale and marketing of semiconductors for a broad set of markets, including many of the markets serviced by the Company and his extensive executive leadership experience.

**Other Public Company Boards**

**Current**

Marvell Semiconductor, Inc.

Amesite, Inc.

**Past 5 Years**

Cavium, Inc. (until 2018)

Fusion-IO, Inc. (until 2014)

Quantenna Communications, Inc.  
(until 2018)

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<p><b>Karen M. Golz</b></p> <p><b>Independent</b></p> <p><b>Director since: 2018</b></p> <p><b>Age: 64</b></p> <p><b>Committee(s):</b></p> <p>Audit</p>	<p><b>Professional Experience and Background</b></p> <p>Ms. Golz is a retired partner from Ernst &amp; Young, a public accounting firm, where she held various senior leadership positions during her tenure at the firm, including most recently as Global Vice Chair, Japan from 2016-2017 and prior thereto, from 2010-2016, Global Vice Chair, Professional Practice. Ms. Golz currently serves as senior advisor to The Boston Consulting Group's Audit and Risk Committee, a role she has held since 2017, and she sits on the Board of Trustees of the University of Illinois Foundation.</p> <p><b>Key Qualifications and Expertise</b></p> <p>We believe Ms. Golz's qualifications to serve on our Board of Directors include her accounting and audit expertise and extensive experience helping large organizations successfully navigate the complexities of international trade and regulation.</p> <p><b>Other Public Company Boards</b></p> <table border="1"> <thead> <tr> <th data-bbox="391 1302 893 1344"><b>Current</b></th> <th data-bbox="893 1302 1452 1344"><b>Past 5 Years</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="391 1365 893 1417">None</td> <td data-bbox="893 1365 1452 1417">None</td> </tr> </tbody> </table>	<b>Current</b>	<b>Past 5 Years</b>	None	None
<b>Current</b>	<b>Past 5 Years</b>				
None	None				
<p><b>Mark M. Little</b></p> <p><b>Independent</b></p> <p><b>Director since: 2017</b></p> <p><b>Age: 66</b></p>	<p><b>Professional Experience and Background</b></p> <p>Dr. Little is the former Senior Vice President, GE Global Research and Chief Technology Officer of General Electric Company, or GE, a global digital industrial company. Dr. Little joined GE in 1978, and during his 37-year tenure, held management positions in engineering and business, culminating with his most recent position, which he held from 2005 until 2015. In addition to his technology leadership, Dr. Little led several multi-billion dollar business units at GE, including GE Energy's power-generation segment.</p>				

**Committee(s):**

Audit

**Key Qualifications and Expertise**

We believe Dr. Little's qualifications to serve on our Board of Directors include his extensive leadership experience in a global technology company, combined with his experience driving change and innovation through GE's various phases of business transformation.

**Other Public Company Boards**

**Current**

None

**Past 5 Years**

None

**Neil Novich**

**Independent**

**Director since:** 2008

**Age:** 64

**Committee(s):**

Compensation

**Professional Experience and Background**

Mr. Novich is the former Chairman, President and Chief Executive Officer of Ryerson Inc., a global metals distributor and fabricator. He joined Ryerson in 1994 as Chief Operating Officer and served in that role until 1999 when he was named Chairman, President and Chief Executive Officer, a position he held through 2007. Prior to that, he was a partner at Bain & Company, an international consulting firm.

**Key Qualifications and Expertise**

We believe Mr. Novich's qualifications to serve on our Board of Directors include his experience as a chief executive officer leading a complex global organization, combined with his broad operational and corporate governance expertise.

**Other Public Company Boards**

**Current**

W.W. Grainger, Inc.

Hillenbrand, Inc.

**Past 5 Years**

None



Beacon Roofing Supply, Inc.

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<p><b>Kenton J. Sicchitano</b></p> <p><b>Independent</b></p> <p><b>Director since: 2003</b></p> <p><b>Age: 74</b></p> <p><b>Committee(s):</b></p> <p>Audit</p>	<p><b>Professional Experience and Background</b></p> <p>Mr. Sicchitano retired from PricewaterhouseCoopers LLP, or PwC, a public accounting firm, in July 2001. At the time of his retirement, Mr. Sicchitano was the Global Managing Partner of Independence and Regulatory Matters for PwC. Mr. Sicchitano joined Price Waterhouse LLP, a predecessor firm of PwC, in 1970 and became a partner in 1979. During his 31-year tenure with PwC, Mr. Sicchitano held various positions including the Global Managing Partner of Audit/Business Advisory Services and the Global Managing Partner responsible for Audit/Business Advisory, Tax and Financial Advisory Services.</p> <p><b>Key Qualifications and Expertise</b></p> <p>We believe Mr. Sicchitano's qualifications to serve on our Board of Directors include his extensive experience with public and financial accounting matters for complex global organizations.</p> <p><b>Other Public Company Boards</b></p> <table border="1"> <thead> <tr> <th data-bbox="391 1333 901 1375"><b>Current</b></th> <th data-bbox="901 1333 1447 1375"><b>Past 5 Years</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="391 1396 901 1459">None</td> <td data-bbox="901 1396 1447 1459">PerkinElmer, Inc. (until 2017)</td> </tr> <tr> <td data-bbox="391 1459 901 1522"></td> <td data-bbox="901 1459 1447 1522">Metlife, Inc. (until 2017)</td> </tr> </tbody> </table>	<b>Current</b>	<b>Past 5 Years</b>	None	PerkinElmer, Inc. (until 2017)		Metlife, Inc. (until 2017)
<b>Current</b>	<b>Past 5 Years</b>						
None	PerkinElmer, Inc. (until 2017)						
	Metlife, Inc. (until 2017)						

<p><b>Lisa T. Su</b></p> <p><b>Independent</b></p> <p><b>Director since: 2012</b></p>	<p><b>Professional Experience and Background</b></p> <p>Dr. Su has served as President and Chief Executive Officer of Advanced Micro Devices, Inc., or AMD, a semiconductor manufacturer, since October 2014. Previously she served at AMD as Senior Vice President and Chief Operating Officer from July 2014 to October 2014 and Senior Vice President and General Manager, Global Business Units from January 2012 to July 2014. Prior to joining AMD in January 2012,</p>
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**Age:** 49

**Committee(s):**  
Compensation

Dr. Su served as senior vice president and general manager, Networking and Multimedia, at Freescale Semiconductor, Inc., a semiconductor manufacturer, from 2008 to 2011 and prior to that, as Chief Technology Officer from 2007 to 2008. Dr. Su also spent 13 years with International Business Machines Corporation, or IBM, in various engineering and business leadership positions; and was a member of the technical staff at Texas Instruments in the Semiconductor Process and Device Center.

**Key Qualifications and Expertise**

We believe Dr. Su's qualifications to serve on our Board of Directors include her experience as a CEO of a global semiconductor company and her understanding of complex technologies.

**Other Public Company Boards**

**Current**

Advanced Micro Devices, Inc.

**Past 5 Years**

None

*Our Board of Directors unanimously recommends that you vote FOR the election of each of the above nominees.*

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## CORPORATE GOVERNANCE

**GENERAL**

We have long believed that good corporate governance is important to ensure that Analog Devices is managed for the long-term benefit of our shareholders. We periodically review our corporate governance policies and practices and compare them to those suggested by various authorities in corporate governance and the practices of other public companies. As a result, we have adopted policies and procedures that we believe are in the best interests of Analog Devices and our shareholders. In particular, we have adopted the following policies and procedures:

Policy/Practice	Summary
<b>Corporate Governance Guidelines</b>	Our Board of Directors has adopted Corporate Governance Guidelines for our Company that establishes a common set of expectations to assist the Board and its committees in performing their duties. The Board reviews these Guidelines at least annually, and updates them as necessary to reflect changing regulatory requirements and evolving practices.
<b>Declassified Board of Directors</b>	We have a declassified Board of Directors and our bylaws provide that each director will serve for a term ending on the date of the annual meeting following the one at which such director was elected. All of our directors will stand for election for terms expiring at the next annual meeting of shareholders.
<b>Majority Voting for Election of Directors</b>	Our bylaws provide for a majority voting standard in uncontested director elections, so a nominee is elected to the Board of Directors if the votes for that director exceed the votes against (with abstentions and broker non-votes not counted as for or against the election). If a nominee does not receive more for votes than against votes, the director must offer his or her resignation, which the Board of Directors must determine whether to accept and publicly disclose that determination.
<b>Executive Sessions</b>	At least twice per year, our Board of Directors holds executive sessions of non-employee directors, who are all independent as defined under The Nasdaq Stock Market, Inc. Marketplace Rules, or Nasdaq Rules. Our Presiding Director, James A. Champy, presides at these executive sessions. In addition, the committees of our Board of Directors also regularly hold executive sessions with their advisors without management present.

<b>No Hedging Policy</b>	We prohibit all hedging transactions or short sales involving Company securities by our directors and employees, including our executive officers.
<b>No Pledging Policy</b>	Since January 2013, we have prohibited our directors and executive officers from holding any Company securities in a margin account, and from any future pledging of their Company securities as collateral for a loan.
<b>Equity Award Grant Date Policy</b>	<p>We do not time or select the grant dates of any stock options or stock-based awards in coordination with our release of material non-public information, nor do we have any program, plan or practice to do so. In addition, the Compensation Committee has adopted specific written policies regarding the grant dates of stock option and stock-based awards made to our directors, executive officers and employees. See</p> <p style="padding-left: 40px;">Director Compensation and INFORMATION ABOUT EXECUTIVE COMPENSATION Compensation Discussion and Analysis Equity Award Grant Date Policy below for more information.</p>

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Policy/Practice	Summary
<b>Executive Stock Ownership Guidelines</b>	<p>Under our guidelines, the target stock ownership levels are two times annual base salary for the Chief Executive Officer and one times annual base salary for other executive officers. The Chief Executive Officer has four years from the date of his appointment as CEO to achieve his targeted level. Executive officers other than the CEO have five years from the date he or she becomes an executive officer to achieve their targeted level. Shares subject to unexercised options, whether or not vested, will not be counted for purposes of satisfying these guidelines. RSUs (whether or not vested) are counted for purposes of satisfying the guidelines. All of our executive officers were in compliance with our stock ownership guidelines as of the end of the fiscal year ended November 3, 2018, or fiscal 2018.</p>
<b>Adoption of Proxy Access Right</b>	<p>Our Board of Directors approved a bylaw amendment implementing proxy access, which allows shareholders that meet standard eligibility requirements to submit director candidates for election in the Company's proxy statement.</p>

You can access our bylaws, the current charters for our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, our Corporate Governance Guidelines, our Code of Business Conduct and Ethics, our Related Person Transaction Policy and our Equity Award Grant Date Policy at [investor.analog.com/corporate-governance.cfm](http://investor.analog.com/corporate-governance.cfm) or by writing to:

Investor Relations Department

Analog Devices, Inc.

One Technology Way

Norwood, Massachusetts 02062

Phone: 781-461-3282

Email: [investor.relations@analog.com](mailto:investor.relations@analog.com)

## **ENGAGEMENT WITH OUR SHAREHOLDERS**

Since our inception as a public company, we have maintained an active engagement program with our shareholders, meeting with them extensively throughout the year as part of our investor outreach efforts. In fiscal 2018, we held

more than 330 meetings with our shareholders, including the majority of our top 25 shareholders, to discuss the Company's performance and prospects, as well as trends affecting the semiconductor industry. We also continued our specific outreach effort with our institutional investors to discuss corporate governance issues affecting the Company. During 2018, we reached out to our top 25 shareholders, representing approximately 63% of outstanding shares with an invitation to have discussions with their corporate governance teams. Of the shareholders who accepted our engagement invitation, topics covered in these meetings included:

Board composition: diversity, qualifications, skills and leadership structure

Board evaluations and refreshment

Corporate governance trends, including environmental, social and governance considerations

Executive compensation policies and design

In the spirit of continuous improvement, we have reviewed with our Board of Directors the key takeaways from these meetings with the goal of continuing to evolve our corporate governance practices to best meet the needs of the Company and our shareholders. We intend to continue our shareholder outreach efforts on an on-going basis and look forward to other meetings with our valued shareholders.

## **CORPORATE RESPONSIBILITY**

We have a long history of leadership in corporate responsibility, and pursue corporate social responsibility and sustainability along four axes – economic, environmental, social, and governance and ethics.

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***Economic Sustainability.*** ADI works to ensure that our technological innovations continue to have impact and our employees, customers, partners and investors continue to share in the success of ADI. This is executed through our best-in-class financial model, global operations, and smart supply chain management. Economic sustainability considers the economic conditions of all of our stakeholders: employees, their families and communities, the communities where we operate, and world we all live in.

***Environmental Sustainability.*** At ADI, we are committed to operating in a way that minimizes impacts to the environment. We establish environmental performance objectives using a five-year planning horizon, and make annual updates to our objectives, targets, and programs. Progress is reviewed quarterly at the corporate level and monthly at the site level, and senior management allocates resources appropriately to help keep programs on plan.

***Social Sustainability.*** ADI's stakeholder ecosystem extends beyond the typical focus on investors, employees, and customers to the communities and world in which we operate. We strive to be a positive influence in our communities by living up to the highest ethical standards, pursuing socially minded business practices, providing rewarding career and employment opportunities, and giving back to our communities in concert with our employees' individual efforts.

***Governance and Ethical Sustainability.*** Ethical behavior has been a core tenet of our Company's values since our earliest days. Our employees, across all locations and job functions, have internalized the value of ethical behavior, routinely going beyond mere compliance with applicable laws and regulations. Our long history of leadership in the area of governance and ethics has resulted in a trusted reputation among our customers, investors, and employees, as well as the communities where we operate. That is a trust that we have worked hard to earn and one we don't take lightly.

For more information about our corporate responsibility efforts, please refer to our Sustainability Report available on the Analog Devices web site.

Greenhouse gas emissions and non-hazardous waste and water recycling data excludes legacy Linear Technology sites.

Greenhouse gas emissions data compared to 2015 levels. Non-hazardous waste and water recycling for calendar year 2017.

## **DETERMINATION OF INDEPENDENCE**

Under applicable Nasdaq Rules, a director of Analog Devices will only qualify as an independent director if, in the opinion of our Board of Directors, that person does not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board of Directors has established



guidelines (within our Corporate Governance Guidelines) to assist it in determining whether a director has a relationship with Analog Devices that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. These guidelines are posted on our website under [investor.analog.com/corporate-governance.cfm](http://investor.analog.com/corporate-governance.cfm). For relationships not covered by the guidelines, the determination of whether such a relationship exists is made by the members of our Board of Directors who are independent (as defined above). Our Board of Directors has determined that none of Messrs. Champy, Evans, Novich and Sicchitano, Ms. Golz and Drs. Chandrakasan, Frank, Little and Su has a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an independent director as defined under Rule 5605(a)(2) of the Nasdaq Rules. The Board of Directors has determined that Mr. Roche, our President and Chief Executive Officer, and Mr. Stata, our Chairman and founder, are not independent under the Nasdaq Rules because Mr. Roche is a current employee and Mr. Stata is our founder. The Board of Directors considered the Company's annual laboratory membership and sponsorship of university research projects with MIT (of which Anantha P. Chandrakasan is the Dean of the School of Engineering and James A. Champy is a board member) and Karen Golz's former affiliation with Ernst & Young and determined that those relationships would not interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

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### **DIRECTOR CANDIDATES**

Shareholders of record of Analog Devices may recommend director candidates for inclusion by the Board of Directors in the slate of nominees that the Board of Directors recommends to our shareholders for election. The qualifications of recommended candidates will be reviewed by the Nominating and Corporate Governance Committee. If the Board of Directors determines to nominate a shareholder-recommended candidate and recommends his or her election as a director by the shareholders, the name will be included in Analog Devices' proxy card for the shareholders' meeting at which his or her election is recommended.

Shareholders may recommend individuals for the Nominating and Corporate Governance Committee to consider as potential director candidates by submitting their names and background and a statement as to whether the shareholder or group of shareholders making the recommendation has beneficially owned more than 5% of Analog Devices common stock for at least one year as of the date the recommendation is made, to the Analog Devices Nominating and Corporate Governance Committee, c/o Margaret K. Seif, Secretary, Analog Devices, Inc., One Technology Way, Norwood, Massachusetts 02062. The Nominating and Corporate Governance Committee will consider a recommendation only if appropriate biographical information and background material is provided on a timely basis.

The process followed by the Nominating and Corporate Governance Committee to identify and evaluate candidates includes requests to Board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by members of the Nominating and Corporate Governance Committee and the Board of Directors. From time to time, the Nominating and Corporate Governance Committee may also seek input from director search firms for identification and evaluation of candidates. Assuming that appropriate biographical and background material is provided for candidates recommended by shareholders on a timely basis, the Nominating and Corporate Governance Committee will evaluate director candidates recommended by shareholders by following substantially the same process, and applying substantially the same criteria, as it follows for director candidates submitted by Board members.

Shareholders also have the right to directly nominate director candidates, without any action or recommendation on the part of the Nominating and Corporate Governance Committee or the Board of Directors, by following the procedures set forth in ADI's amended and restated bylaws and described in the response to the question **How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2020 annual meeting of shareholders?** above.

In considering whether to recommend any candidate for inclusion in the Board of Directors' slate of recommended director nominees, including candidates recommended by shareholders, the Nominating and Corporate Governance Committee will apply the criteria set forth in our Corporate Governance Guidelines. These criteria include the candidate's integrity, business acumen, experience, commitment, and diligence, the presence of any conflicts of interest and the ability of the candidate to act in the interests of all shareholders. The Nominating and Corporate Governance Committee seeks nominees with a broad diversity of experience, professions, skills, geographic representation and backgrounds. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. Analog Devices believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board of Directors to fulfill its responsibilities. While we do not have a policy regarding Board diversity, the Nominating and Corporate Governance

Committee includes gender, racial and ethnic diversity as part of its search criteria, consistent with the requirement for relevant and diverse experience, skills and industry familiarity.

#### **COMMUNICATIONS FROM SHAREHOLDERS AND OTHER INTERESTED PARTIES**

The Board of Directors will give appropriate attention to written communications on issues that are submitted by shareholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by committee charters, the Chairman of the Nominating and Corporate Governance Committee will, with the assistance of Analog Devices' internal legal counsel, (1) be primarily responsible for monitoring communications from shareholders and other interested parties and (2) provide copies or summaries of such communications to the other directors as he considers appropriate.

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Communications will be forwarded to all directors if they relate to substantive matters and include suggestions or comments that the Chairman of the Nominating and Corporate Governance Committee considers to be important for the directors to review. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to personal grievances, commercial solicitations, and matters as to which Analog Devices tends to receive repetitive or duplicative communications.

Shareholders and other interested parties who wish to send communications on any topic to the Board of Directors (including the Presiding Director or the independent directors as a group) should address such communications to James A. Champy, Presiding Director, c/o Secretary, Analog Devices, Inc., One Technology Way, Norwood, Massachusetts 02062.

## **BOARD OF DIRECTORS LEADERSHIP STRUCTURE**

Our Corporate Governance Guidelines provide that the roles of Chief Executive Officer and Chairman of the Board of Directors should be separate, unless otherwise determined by a majority of the Board of Directors, and we currently separate these roles. Our Chief Executive Officer is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while our Chairman of the Board of Directors provides guidance to the Chief Executive Officer, sets the agenda for Board meetings and presides over meetings of the full Board of Directors. Because our Board of Directors has determined that Mr. Stata, our Chairman and founder, is not an independent director under the Nasdaq Rules, our Board of Directors has appointed James A. Champy as Presiding Director to preside at all executive sessions of directors without management present. The Board of Directors meets in executive session at each regular meeting.

## **BOARD OF DIRECTORS MEETINGS AND COMMITTEES**

The Board of Directors has responsibility for reviewing our overall performance, rather than day-to-day operations. The Board of Directors' primary responsibility is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its shareholders. The Board of Directors provides for the succession of the Chief Executive Officer, nominates for election at annual shareholder meetings individuals to serve as directors of Analog Devices, and elects individuals to fill any vacancies on the Board of Directors. It reviews corporate objectives and strategies, and evaluates and approves significant policies and proposed major commitments of corporate resources. It participates in decisions that have a potential major economic impact on Analog Devices. Management keeps the directors informed of Company activity through regular written reports and presentations at Board and committee meetings.

The Board of Directors met 12 times in fiscal 2018 (including by telephone conference). During fiscal 2018, each of our directors attended 75% or more of the total number of meetings of the Board of Directors and the committees on which he or she served. The Board of Directors has standing Audit, Compensation, and Nominating and Corporate Governance Committees. All members of all three committees are independent, non-employee directors. Each committee has a charter that has been approved by the Board of Directors and is reviewed annually. In addition, each Committee conducts an annual self-evaluation of its own performance. Mr. Roche is the only current director who is, or has been in the past three years, an employee of Analog Devices. Messrs. Roche and Stata do not serve on any standing Board committee and do not participate in the portion of any Board or committee meeting during which their compensation is evaluated. The independent directors met in executive session without Messrs. Stata or Roche at each in-person Board meeting in fiscal 2018.

Our Corporate Governance Guidelines set forth our policy that directors are expected to attend annual meetings of shareholders. All of our then-serving directors attended the 2018 Annual Meeting of Shareholders.

### **Audit Committee**

The current members of our Audit Committee are Messrs. Sicchitano (Chair) and Evans, Ms. Golz and Dr. Little. The Board of Directors has determined that each of Messrs. Sicchitano and Evans, Ms. Golz and Dr. Little qualifies as an audit committee financial expert under the rules of the SEC and is independent as defined under the Nasdaq Rules and the independence requirements under Rule 10A-3(b)(1) of the

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Exchange Act. In addition, our Board of Directors has determined that each member of the Audit Committee is able to read and understand financial statements, including the Company's consolidated balance sheet and its consolidated statements of income, comprehensive income, shareholders' equity and cash flows and related notes as required under the Nasdaq Rules. The Board of Directors has certified that it has at least one member of the audit committee who has past employment experience in finance or accounting as required by the Nasdaq Rules. None of Messrs. Sicchitano and Evans, Ms. Golz or Dr. Little serves on the audit committees of more than two other public companies.

The primary purpose of the Audit Committee is to assist the Board of Directors' oversight of (i) the integrity of our financial statements and the Company's systems of internal control over financial reporting and disclosure controls and procedures, (ii) the qualifications and independence of our independent registered public accounting firm, and (iii) the performance of our internal audit function and independent registered public accounting firm. The Audit Committee has the authority to engage any independent legal, accounting and other advisors that it deems necessary or appropriate to carry out its responsibilities. These independent advisors may be the regular advisors to the Company. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of those advisors as established by the Audit Committee. The Audit Committee selected and appointed Ernst & Young LLP, our independent registered public accounting firm, and did not retain any other advisors during fiscal 2018. The Audit Committee met 9 times during fiscal 2018 (including by telephone conference). The responsibilities of our Audit Committee and its activities during fiscal 2018 are described in the Report of the Audit Committee below.

**Compensation Committee**

The current members of our Compensation Committee are Mr. Novich (Chair) and Drs. Frank and Su. The Board of Directors has determined that each of Mr. Novich and Drs. Frank and Su is independent as defined under the Nasdaq Rules and the independence requirements under Rule 10C-1 of the Exchange Act. The Compensation Committee evaluates and sets the compensation of our Chief Executive Officer and our other executive officers, and makes recommendations to our Board of Directors regarding the compensation of our directors. The Compensation Committee oversees the evaluation of senior management. In connection with its oversight and administration of ADI's cash and equity incentive plans, the Compensation Committee authorizes the granting of stock options, RSUs and other stock incentives (within guidelines established by our Board of Directors and in accordance with our Stock Option and Stock-Based Award Grant Date Policies) to our officers. In accordance with the terms of our Amended and Restated 2006 Stock Incentive Plan, which we refer to as the 2006 Stock Incentive Plan, the Amended and Restated 2005 Equity Incentive Plan, which we refer to as the 2005 Plan, and the Amended and Restated 2010 Equity Incentive Plan, which we refer to as the 2010 Plan (the latter two of which were assumed by us in the Linear Technology acquisition), the Compensation Committee has delegated to our Chief Executive Officer the power to grant and modify options, RSUs and other stock awards to employees who are not executive officers or directors, subject to specified thresholds, parameters and applicable law. Our Compensation Committee held 12 meetings (including by telephone conference) during fiscal 2018.

*Compensation Committee Consultants.* The Compensation Committee has the authority, in its sole discretion, to retain or obtain the advice of any independent legal, accounting or other advisors it deems necessary or appropriate to carry out its responsibilities. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of these advisors as established by the Compensation Committee. The Compensation Committee retained Pearl Meyer and Partners, or Pearl Meyer, an independent compensation consultant, during fiscal 2018. Pearl Meyer reports directly to the Compensation Committee and assists the

Compensation Committee in evaluating and designing our executive and director compensation program and policies. In fiscal 2018, the Compensation Committee instructed Pearl Meyer to assist in the following matters:

defining a peer group of companies;

comparing our executive and director compensation arrangements to those of our defined peer group;

assisting the Compensation Committee in defining a comparator group of companies for the 2018 performance-based RSUs;

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providing market data and advice regarding executive and director compensation plan design, design of the executive performance incentive plan and equity incentive mix and design;

conducting a detailed analysis of the competitiveness and appropriateness of the Company's total executive compensation opportunity in comparison to our defined peer group; and

conducting a risk assessment of our executive compensation program.

In connection with its work for the Compensation Committee, Pearl Meyer is invited to attend the Compensation Committee's meetings and, upon request of the Compensation Committee, attends executive sessions of the Compensation Committee. Pearl Meyer is retained only by the Compensation Committee and does not provide any other consulting services to Analog Devices. The Compensation Committee also solicits advice from time to time from our outside counsel, WilmerHale. The Compensation Committee assesses the independence of its advisors on an annual basis. The Compensation Committee requested and received an independence letter from each of Pearl Meyer and WilmerHale providing information to assist the Compensation Committee in selecting and receiving advice from such advisor after considering the independence factors that are identified in the Nasdaq rules. The Compensation Committee determined that the engagement of these advisors did not raise any conflicts of interest for all work performed for the Compensation Committee during fiscal 2018. The activities of our Compensation Committee and the services Pearl Meyer performed for the Compensation Committee during fiscal 2018 are further described in **INFORMATION ABOUT EXECUTIVE COMPENSATION – Compensation Discussion and Analysis** below.

## **Nominating and Corporate Governance Committee**

The current members of our Nominating and Corporate Governance Committee are Mr. Champy (Chair) and Dr. Frank. The Board of Directors has determined that each of Mr. Champy and Dr. Frank is independent as defined under the Nasdaq Rules. The primary responsibility of the Nominating and Corporate Governance Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board of Directors, recommend to the Board of Directors the persons to be nominated by the Board of Directors for election as directors at any meeting of shareholders and the persons to be elected by the Board to fill any vacancies on the Board, recommend to the Board of Directors the directors to be appointed to each committee of the Board of Directors, develop and recommend to the Board of Directors a set of corporate governance principles and oversee the evaluation of the Board of Directors. The Nominating and Corporate Governance Committee also leads the Board of Directors succession planning efforts with respect to senior executives and oversight of our Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee has the authority to engage any independent legal and other advisors it deems necessary or appropriate to carry out its responsibilities. These independent advisors may be the regular advisors to the Company. The Nominating and Corporate Governance Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of these advisors as established by the Nominating and Corporate Governance Committee. For information relating to nominations of directors by our shareholders, see **Director Candidates** above. Our Nominating and Corporate Governance Committee held five meetings during fiscal 2018 (including by telephone conference).



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The following table summarizes management's and the Board of Directors' role in risk management and oversight:

<b>Management</b>	Our management team is responsible for day-to-day risk management activities. Members of management report to the Board of Directors (or the appropriate committee in the case of risks that are under the purview of a particular committee) regarding risk identification, risk management and risk mitigation strategies.
<b>Board of Directors</b>	The Board of Directors' role in the Company's risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, culture and human capital management and strategic and reputational risks.
<b>Audit Committee</b>	The Audit Committee discusses ADI's policies with respect to risk assessment and risk management as they apply to ADI's financial statement integrity and reporting and internal controls. The Audit Committee also receives regular reports from our Director of Internal Audit on internal audit matters and receives reports at least annually from our Chief Information Officer on information security, technology and data privacy and protection. The Chief Information Officer also provides an annual report to the full Board of Directors regarding cybersecurity risk.
<b>Compensation Committee</b>	The Compensation Committee considers whether ADI's executive compensation program and non-executive director compensation practices encourage excessive or inappropriate risk taking.
<b>Nominating and Corporate Governance Committee</b>	The Nominating and Corporate Governance Committee leads the Board with respect to the adequacy of the Company's governance structure and process and of succession planning for the Company's Board of Directors, Chief Executive Officer and other executive officers.

**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee of the Board of Directors assisted the Board of Directors oversight of (i) the integrity of our financial statements and the Company's systems of internal control over financial reporting and disclosure controls and procedures, (ii) the qualifications and independence of our independent registered public accounting firm, and (iii) the performance of our internal audit function and independent registered public accounting firm. The Audit Committee also met privately with our independent registered public accounting firm and our Director of Internal Audit to discuss our financial statements and disclosures, accounting policies and their application, internal controls over financial reporting, and other matters of importance to the Audit Committee, the independent registered public accounting firm and the internal auditors. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements contained in our Annual Report on Form 10-K and the quarterly financial statements during fiscal 2018, including the specific disclosures in the section titled Management's Discussion and Analysis of Financial Condition and Results of Operations. These discussions also addressed the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. The Audit Committee reported on these meetings to our Board of Directors. The Audit Committee also selected and appointed our independent registered public accounting firm, reviewed the performance of the independent registered public accounting firm during the annual audit and on assignments unrelated to the audit, assessed the independence of the independent registered public accounting firm, and reviewed and approved the independent registered public accounting firm's fees. The Audit Committee also has adopted policies and procedures for the pre-approval of audit and non-audit services for the purpose of maintaining the independence of our independent registered public accounting firm. The Audit Committee operates under a written charter adopted by our Board of Directors.

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The Audit Committee reviewed with our independent registered public accounting firm, who are responsible for expressing an opinion on the conformity of the audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards. In addition, the Audit Committee has discussed with the independent registered public accounting firm (i) the matters to be discussed as required by AS 1301: *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board (PCAOB) and (ii) the independent registered public accounting firm's independence from Analog Devices and its management, including the matters in the written disclosures and the letter we received from the independent registered public accounting firm required by the PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, regarding the independent registered public accounting firm's communications with the Audit Committee on independence. The Audit Committee considered the appropriateness of the provision of non-audit services by the independent registered public accounting firm relative to their independence.

Based on its review and discussions referred to above, the Audit Committee recommended to our Board of Directors (and the Board of Directors approved) that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended November 3, 2018. The Audit Committee also selected Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending November 2, 2019.

**Audit Committee**

Kenton J. Sicchitano, *Chairman*

Bruce R. Evans

Karen M. Golz

Mark M. Little

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND OTHER MATTERS**

The following table presents the aggregate fees billed for services rendered by Ernst & Young LLP, our independent registered public accounting firm, for fiscal 2018 and fiscal 2017.

	Fiscal 2018	Fiscal 2017
Audit Fees	\$ 5,132,000	\$ 6,115,000
Audit-Related Fees	95,000	249,000
Tax Fees	5,465,000	6,251,000
Total Fees	\$ 10,692,000	\$ 12,615,000

*Audit Fees.* These are fees related to professional services rendered in connection with the audit of our consolidated financial statements, the audit of the effectiveness of our internal control over financial reporting, the reviews of our

interim financial statements included in each of our Quarterly Reports on Form 10-Q, international statutory audits, reviews and comfort letter procedures related to our filings on Form S-3, assistance with registration statements and other periodic filings, and accounting consultations that relate to the audited financial statements and are necessary to comply with U.S. generally accepted accounting principles.

*Audit-Related Fees.* These are fees for assurance and related services and consisted primarily of audits of employee benefit plans, accounting matters not related to the annual audit, and attestation services that are not required by statute or regulation.

*Tax Fees.* These are fees for tax advice and services, including services relating to the acquisition of Linear Technology, professional services related to tax return preparation services for our expatriates, international tax returns, tax advice and planning and assistance with international tax audits. Included in this amount are fees of \$376,000 in fiscal 2018, and \$406,000 in fiscal 2017, for tax compliance services for our international affiliates and tax return preparation services for our expatriate employees on international assignments. Ernst & Young LLP does not provide tax services to any person in a financial reporting oversight role at Analog Devices.

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### **Audit Committee's Pre-Approval Policy and Procedures**

The Audit Committee of our Board of Directors has adopted policies and procedures for the pre-approval of audit and non-audit services for the purpose of maintaining the independence of our independent registered public accounting firm. We may not engage our independent registered public accounting firm to render any audit or non-audit service unless either the service is approved in advance by the Audit Committee or the engagement to render the service is entered into pursuant to the Audit Committee's pre-approval policies and procedures. On an annual basis, the Audit Committee may pre-approve services that are expected to be provided to Analog Devices by the independent registered public accounting firm during the following 12 months. At the time the pre-approval is granted, the Audit Committee must (1) identify the particular pre-approved services in a sufficient level of detail so that management will not be called upon to make a judgment as to whether a proposed service fits within the pre-approved services and (2) establish a monetary limit with respect to each particular pre-approved service, which limit may not be exceeded without obtaining further pre-approval under the policy. At regularly scheduled meetings of the Audit Committee, management or the independent registered public accounting firm must report to the Audit Committee regarding each service actually provided to Analog Devices.

If the cost of any service exceeds the pre-approved monetary limit, that service must be approved (1) by the entire Audit Committee if the cost of the service exceeds \$100,000 or (2) by the Chairman of the Audit Committee if the cost of the service is less than \$100,000 but greater than \$10,000. If the cost of any service exceeds the pre-approved monetary limit, individual items with a cost of less than \$10,000 each do not require further pre-approval, provided that the total cost of all individual items does not exceed \$40,000 and an update of all items in this category is provided to the Audit Committee at each quarterly scheduled meeting. However, if the cost of all the individual items will exceed \$40,000, the Chairman of the Audit Committee must receive a summary of those items with a request for approval of any amounts to be incurred in excess of \$40,000.

The Audit Committee has delegated authority to the Chairman of the Audit Committee to pre-approve any audit or non-audit services to be provided to Analog Devices by the independent registered public accounting firm for which the cost is less than \$100,000. During fiscal 2018 and fiscal 2017, all services provided to Analog Devices by Ernst & Young LLP were pre-approved in accordance with the pre-approval policies and procedures described above.

### **DIRECTOR COMPENSATION**

Our non-employee director compensation program is designed to attract and retain experienced and knowledgeable directors and to provide equity-based compensation to align the interests of our directors with those of our shareholders. Each non-employee director receives an annual cash retainer and an annual equity award in the form of RSUs. To reflect their additional responsibilities, the Chairs and members of all committees receive an additional cash retainer. The Presiding Director also receives an additional cash retainer. Mr. Roche, as an employee director, does not receive any additional compensation for his services as director.

The Board of Directors has delegated to the Compensation Committee the responsibility to review and recommend to the Board of Directors any proposed changes to non-employee director compensation. Annually, the Compensation Committee reviews with Pearl Meyer, the Compensation Committee's independent compensation consultant, non-employee director compensation information for our peer group to check the alignment of our non-employee director compensation package with market practice and current trends. The Compensation Committee then makes recommendations to the full Board with respect to compensation of our non-employee directors, and the full Board

reviews these recommendations and makes a final determination.

In fiscal 2018 we granted 100% of the value of the annual equity award to each of our non-employee directors in the form of time-based RSUs. These RSUs vest in full on the earlier of the first anniversary of the date of grant or the date of the Company's next annual meeting. On March 14, 2018, we granted each non-employee director 2,155 RSUs for services to be provided during fiscal 2018. On July 16, 2018, Ms. Golz, who joined the Board in June 2018, was granted 1,504 RSUs for services to be provided during fiscal 2018.

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The following table details the total compensation earned by our non-employee directors in fiscal 2018.

**2018 DIRECTOR COMPENSATION**

Name	Fees Earned or		All Other	Total
	Paid in Cash	Stock Awards	Compensation	
	(\$)(1)	(\$)(2)(3)	(\$)(4)	(\$)
James A. Champy	105,000	198,669		303,669
Anantha P. Chandrakasan(5)				
Bruce R. Evans	80,000	198,669		278,669
Edward H. Frank	82,500	198,669		281,169
Karen M. Golz(6)	31,648	144,008		175,656
Mark M. Little	80,000	198,669		278,669
Neil Novich	90,000	198,669		288,669
Kenton J. Sicchitano	95,000	198,669		293,669
Ray Stata	250,000	198,669	13,884	462,553
Lisa T. Su	77,500	198,669		276,169

- (1) This amount includes a \$70,000 annual board retainer. An additional annual retainer of \$25,000 was paid to the chair of the Audit Committee, an additional annual retainer of \$20,000 was paid to the chair of the Compensation Committee and an additional annual retainer of \$15,000 was paid to the chair of the Nominating and Corporate Governance Committee. The Presiding Director also received an additional annual retainer of \$20,000. The members of the Audit Committee (other than the chair) received an additional annual retainer of \$10,000, the members of the Compensation Committee (other than the chair) received an additional annual retainer of \$7,500, and the members of the Nominating and Corporate Governance Committee (other than the chair) received an additional annual retainer of \$5,000. For fiscal 2018, Mr. Stata, as Chairman of the Board of Directors, received a total annual retainer of \$250,000. All cash retainers are paid in quarterly installments each on the 15th day of December, March, June and September of each fiscal year and are pro-rated for a partial year of service. Each director can elect to defer receipt of his or her fees under our Deferred Compensation Plan, or DCP. For more information relating to our DCP, see **INFORMATION ABOUT EXECUTIVE COMPENSATION Non-Qualified Deferred Compensation Plan** below. Dr. Frank elected to defer receipt of his fees under the DCP in fiscal 2018.
- (2) These amounts represent the aggregate grant date fair value of awards for grants of RSUs to each listed director in fiscal 2018. These amounts do not represent the actual amounts paid to or realized by the directors during fiscal 2018. We recognize the fair value as of the grant date for RSUs over the number of days of service required for the award to become vested.



- (3) The aggregate number of stock options and RSUs outstanding held by each non-employee director (representing unexercised stock options and unvested RSUs) at November 3, 2018 is as follows:

Name	Number of Shares Subject to Option Awards Held as of November 3, 2018	Number of RSUs that have Vested as of November 3, 2018
James A. Champy	53,210	2,155
Anantha P. Chandrakasan		
Bruce R. Evans	12,890	2,155
Edward H. Frank	23,340	2,155
Karen M. Golz		1,504
Mark M. Little	1,040	2,155
Neil Novich	53,210	2,155
Kenton J. Sicchitano	46,000	2,155
Ray Stata	39,120	2,155
Lisa T. Su	25,760	2,155

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The following table includes the assumptions, rounded to the nearest hundredth, which we used to calculate the grant date fair value amounts included in the "Stock Awards" column for fiscal 2018 Director Compensation.

Grant Date		Assumptions		Grant Date
		Risk-Free		Fair Value
		Interest	Dividend	
		Rate	Yield	Per Share
		(%)	(%)	(\$)
3/14/2018	RSUs	2.03	2.04	92.19
7/16/2018	RSUs	1.97	2.39	95.75

The grant date fair value of RSUs represents the value of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting. For a more detailed description of the assumptions used for purposes of determining grant date fair value, see Note 3 to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates - Stock-Based Compensation, included in our Annual Report on Form 10-K for the year ended November 3, 2018.

- (4) The amount represents payment of medical and dental insurance premiums on behalf of Mr. Stata and his spouse. In fiscal 2018, Mr. Stata's spouse also accompanied him on the Company's leased airplane for travel to California to receive a leadership award from The Global Semiconductor Alliance. There was no incremental cost to the Company associated with such travel.
- (5) Mr. Chandrakasan joined the Board on January 1, 2019 and therefore did not receive any compensation in fiscal 2018.

(6) Ms. Golz was appointed as a director in June 2018.

We also reimburse our directors for travel to Board meetings and other related expenses.

**Stock Ownership Guidelines for Non-Employee Directors**

Under our stock ownership guidelines, the target share ownership level for non-employee directors is at least four times the directors' annual cash retainer. Directors have four years to achieve their targeted level. Shares subject to unexercised options, whether or not vested, and any shares that have been pledged as collateral for a loan will not be counted for purposes of satisfying these guidelines. Unvested RSUs are counted for purposes of satisfying the guidelines. All of our non-employee directors were in compliance with our stock ownership guidelines as of the end of

fiscal 2018.

### **Equity Award Policy for Non-Employee Directors**

During fiscal 2018, our equity award grant policy for non-employee directors provided for the following:

Each newly elected non-employee director elected other than at an annual meeting of shareholders is automatically granted under the 2006 Stock Incentive Plan an RSU award for a number of shares of our common stock approved by the Board of Directors, on the 15th day of the month following the month of the date of initial election as a director, or if Nasdaq is closed on that day, the next succeeding business day that Nasdaq is open.

On an annual basis, each non-employee director elected or re-elected at an annual meeting of shareholders is automatically granted under the 2006 Stock Incentive Plan an RSU award for a number of shares of our common stock approved by the Board of Directors, on the date of our annual meeting of shareholders, or if Nasdaq is closed on that day, the next succeeding business day that Nasdaq is open.

For fiscal 2018, RSUs granted to our non-employee directors under the 2006 Stock Incentive Plan vest on the earlier of the date of the Annual Meeting and the first anniversary of the date of grant, subject to acceleration as described below. The RSU awards vest in full upon the occurrence of a Change in Control Event (as defined in the 2006 Stock Incentive Plan) or the director's death. If the director ceases to serve as a director by reason of his or her disability, as determined by the Board of Directors, each outstanding and

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unvested RSU will vest in full at the time he or she ceases to be a director. In addition, upon the occurrence of a Change in Control Event or in the event of the director's death, disability or retirement after age 60, each vested option will continue to be exercisable for the balance of its term.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

### **Transactions with Related Persons**

During fiscal 2018, Mr. Stata, our founder and Chairman of the Board, received a cash retainer for service on the Board of \$250,000. Following his retirement as an employee in 2012, the Company agreed to provide medical and dental benefits to Mr. Stata and his spouse during their lifetimes on the same basis as provided to U.S. employees of the Company. The value of those medical and dental benefits in 2018 was \$13,884. On March 14, 2018, we granted 2,155 RSUs to Mr. Stata. This award is identical to the award granted to our other non-employee directors on March 14, 2018 and vests on the earlier of the date of the Annual Meeting or the first anniversary of the grant date.

The Company contributes annually to Massachusetts Institute of Technology (MIT) to fund university research projects. In fiscal 2018, the Company made approximately \$2.4 million in total contributions to MIT of which \$120,000 funded a graduate student working in Dr. Chandrakasan's laboratory.

### **Policies and Procedures for Related Person Transactions**

Our Board of Directors has adopted written policies and procedures for the review of any transaction, arrangement or relationship in which Analog Devices is a participant, the amount involved exceeds \$120,000, and one of our executive officers, directors, director nominees or 5% shareholders (or their immediate family members, each of whom we refer to as a related person) has a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a related person transaction, the related person must report the proposed related person transaction to our General Counsel. The policy calls for the proposed related person transaction to be reviewed and, if deemed appropriate, approved by the Nominating and Corporate Governance Committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If our General Counsel determines that advance review and approval is not practicable, the Nominating and Corporate Governance Committee will review, and, in its discretion, may ratify the related person transaction at the next meeting of the Nominating and Corporate Governance Committee. The policy also permits the Chairman of the Nominating and Corporate Governance Committee to review and, if deemed appropriate, approve proposed related person transactions that arise between committee meetings, subject to ratification by the Nominating and Corporate Governance Committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the Nominating and Corporate Governance Committee after full disclosure of the related person's interest in the transaction. As appropriate for the circumstances, the Nominating and Corporate Governance Committee will review and consider:

the related person's interest in the related person transaction;

the approximate dollar value of the amount involved in the related person transaction;

the approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;

whether the transaction was undertaken in the ordinary course of our business;

whether the terms of the transaction are no less favorable to us than the terms that could have been reached with an unrelated third party;

the purpose of, and the potential benefits to us of, the transaction; and

any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

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The Nominating and Corporate Governance Committee may approve or ratify the transaction only if the Nominating and Corporate Governance Committee determines that, under all of the circumstances, the transaction is in Analog Devices' best interests. The Nominating and Corporate Governance Committee may, in its sole discretion, impose any conditions on us or the related person in connection with approval of the related person transaction.

In addition to the transactions that are excluded by the instructions to the SEC's related person transaction disclosure rule, the Board of Directors has determined that the following transactions do not create a material direct or indirect interest on behalf of related persons and, therefore, are not related person transactions for purposes of this policy:

interests arising solely from the related person's position as an executive officer of another entity (whether or not the person is also a director of that entity), that is a participant in a transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in the entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction and do not receive any special benefits as a result of the transaction, and (c) the amount involved in the transaction equals less than the greater of \$200,000 or 5% of the annual gross revenues of the company receiving payment under the transaction; or

the transactions that are specifically contemplated by provisions of Analog Devices' charter or bylaws. The policy provides that the transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in its charter.

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**PROPOSAL 2**

**ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

We are requesting shareholder approval of the compensation of the executive officers named in our Summary Compensation Table below, who we refer to as our named executive officers or NEOs. We are required to provide our shareholders with the opportunity to vote to approve, on an advisory (non-binding) basis, the compensation of our NEOs as disclosed in this proxy statement in accordance with the SEC's rules. At the 2017 annual meeting of shareholders, our shareholders voted in favor of holding future say on pay votes every year. In accordance with the results of that vote, our Board of Directors determined to submit say on pay proposals to our shareholders every year.

Our Board of Directors is asking shareholders to approve the following non-binding advisory resolution:

**RESOLVED, that the compensation paid to the Company's NEOs, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and accompanying narrative disclosures in this proxy statement, is hereby approved.**

As required by the Dodd-Frank Act, this is an advisory vote, which means that this proposal is not binding on us. Our Compensation Committee, however, values the opinions expressed by our shareholders and will carefully consider the outcome of the vote when making future compensation decisions for our NEOs. You may vote for, against or abstain from voting on this matter.

At our 2018 annual meeting of shareholders, our compensation program for our NEOs received the support of 96.8% of the total votes cast.

As described in detail in the Compensation Discussion and Analysis section of this proxy statement, ADI's executive compensation program is significantly performance-based and designed to attract, retain and motivate strong executives to lead our complex, global organization and to align their interests with those of our shareholders. We seek to provide total compensation to our executives that is competitive with our peers, and we believe that our executive compensation program is designed to encourage the most talented individuals to grow their careers at ADI.

ADI has a longstanding philosophy and practice of paying executives for performance. In order to align our pay practices with shareholder interests, we tie a significant percentage of each executive's compensation to the Company's performance, in the form of variable cash incentive bonus payments and equity awards that rise in value only if our stock price increases. In fiscal 2018, a year in which ADI exceeded both our profitability and year-over-year revenue growth targets, aggregate payments under our executive performance incentive bonus plan were made at 183% of target, compared to 248% in fiscal 2017 and 85% in the fiscal year ended October 29, 2016, or fiscal 2016.

We believe that our executive compensation program is working as intended and appropriately aligns executive pay with Company performance.

*Our Board of Directors unanimously recommends that you vote **FOR** approval of the compensation of our named executive officers as disclosed in this proxy statement.*

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**Table of Contents****INFORMATION ABOUT EXECUTIVE COMPENSATION****COMPENSATION DISCUSSION AND ANALYSIS**

We intend to provide compensation for our executives that is competitive with our peers, with an opportunity for increased compensation if the Company's performance warrants. We have designed our compensation program to make a substantial percentage of our executive pay variable, subject to increase when corporate targets are overachieved and reduction when corporate targets are not reached. The elements of our executives' total compensation are base salary, variable cash incentive awards, long-term equity compensation awards, and retirement and other employee benefits.

This Compensation Discussion and Analysis, or CD&A, and the tables and narrative that follow provide important information about our executive officer compensation program for fiscal 2018. In this proxy statement, the terms "named executive officers" or "NEOs" refer to the following individuals who served as executive officers during fiscal 2018:

Named Executive Officer	Position
Vincent Roche	President and Chief Executive Officer
Prashanth Mahendra-Rajah	Senior Vice President, Finance and Chief Financial Officer
Martin Cotter	Senior Vice President, Worldwide Sales and Digital Marketing
John Hassett	Senior Vice President, Global Operations and Technology
	Senior Vice President, Power Products <sup>2</sup>

Steve Pietkiewicz

### **Compensation Processes and Philosophy**

Our executive compensation program is designed to attract and retain top executive talent and align the interests of our executives and our shareholders. We accomplish this through the following steps:

Our Chief Executive Officer's compensation is described in more detail below under Chief Executive Officer Compensation. Our other NEOs' compensation is described in more detail below under Compensation for Other Named Executive Officers.

<sup>2</sup> In connection with the acquisition of Linear Technology Corporation, or Linear Technology, we made commitments covering the compensation and benefits of legacy Linear Technology employees, including Mr. Pietkiewicz, through May 5, 2018, the end of the second quarter of our fiscal 2018. For a summary of Mr. Pietkiewicz's compensation for the first half of fiscal 2018, please refer to Compensation for Other Named Executive Officers Compensation of Steve Pietkiewicz, Senior Vice President, Power Products below and in the tabular disclosures.

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***Pay and Governance Practices***

Our pay and governance practices are designed to align our executives' interests with our shareholders. For example:

**WHAT WE DO**

Our cash incentive bonus awards for legacy ADI executives are based solely on our financial performance

We have a specific policy regarding the grant dates of stock options, RSUs and other stock-based awards for our directors, executive officers and employees

We have stock ownership guidelines for all officers and directors

We prohibit hedging transactions and short sales involving ADI securities

We prohibit holding ADI securities in margin accounts

We prohibit pledging ADI securities as collateral for a loan

Annual say on pay vote

***Pay for Performance***

A significant portion of the total target compensation for our executives is in the form of variable, performance-based incentive compensation, with only a small portion of the total target compensation provided in the form of fixed compensation. We believe this provides our executives an opportunity to earn above peer average compensation if ADI delivers strong results, and conversely, if the Company delivers weaker results, our executives would earn less compensation. The target pay mix for our NEOs (other than Mr. Pietkiewicz) for fiscal 2018 is shown below:

\*\* Does not equal 100% due to rounding.

**WHAT WE DO NOT DO**

Ø We do not guarantee salary increases or non-performance-based bonuses

Ø We do not modify our performance targets during the performance period, even in challenging years

Ø We do not provide new tax gross-ups for executive officers

Ø With the exception of restricted stock awards assumed in connection with the Linear Technology acquisition, we do not pay dividends on unvested equity awards

Ø We do not provide extensive perquisites to our executives

The pay mix charts above are based on target compensation consisting of the annual rate of base salary and short-term and long-term incentive targets approved by the Compensation Committee. The pay

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mix for the other NEOs in the chart above excludes Mr. Pietkiewicz as he remained on the legacy Linear Technology variable cash incentive bonus program for the first half of fiscal 2018. It also excludes the equity awards granted to Messrs. Cotter and Hassett in September 2018 in recognition of their meaningful contributions in fiscal 2018 in driving our top line revenue growth and profit expansion. If those equity awards were taken into account, the percentage of performance-based incentives would increase for such NEOs. For more information about the components of the performance and incentive pay mix for our Named Executive Officer Compensation, see Compensation Discussion and Analysis Components of Executive Compensation.

**Variable Cash Incentive Bonus Payments.** For fiscal 2018, we linked a significant portion of our executives' cash compensation to ADI's performance, measured by our OPBT margin and year-over-year revenue growth on a quarterly basis, through our executive performance incentive plan. The performance metrics and targets for our executive performance incentive plan for the first half of fiscal 2018 excluded the results of Linear Technology as the legacy Linear Technology employees remained on their legacy profit sharing incentive program for that time period. For the second half of fiscal 2018, we aligned the compensation of our executives and legacy ADI and Linear Technology employees, so the performance metrics and targets for the second half of fiscal 2018 included the results of Linear Technology and were identical for eligible employees and executives alike, to drive consistent business goals. For fiscal 2018, the Compensation Committee set target percentages of 150% of base salary for our Chief Executive Officer and between 90%-100% of base salary for our remaining NEOs. The Compensation Committee selected these target bonus percentages to ensure that a substantial portion of each executive's cash compensation is directly linked to our business performance. For a description of Mr. Pietkiewicz's variable cash incentive bonus payment for the first half of fiscal 2018, see Compensation for Other Named Executive Officers Compensation for Steve Pietkiewicz, Senior Vice President, Power Products below.

In setting performance targets for our executive performance incentive plan, multiple factors are considered including our actual past business results, estimates of multi-year performance from our long-term strategic planning, and the performance of market competitors. Based on our evaluation of these factors, we develop a range of performance scenarios and then set goals at threshold, target and maximum performance levels. Based on analyses of our peer group performance over the past three years, as presented by our Compensation Committee's independent consultant, Pearl Meyer, our OPBT margin targets (30% for the first and second quarters of fiscal 2018 and 39% for the third and fourth quarters of fiscal 2018) were well above our peer group median performance, while our annual growth rate targets (8% for the first and second quarters of fiscal 2018 and 5% for the third and fourth quarters of fiscal 2018) were well aligned with our peer group median performance. We increased the OPBT margin targets and decreased the annual growth rate targets for the third and fourth quarters of fiscal 2018 as compared to the first and second quarters of fiscal 2018 to align both with the financial profile of the combined company following the acquisition of Linear Technology and our Company's post-acquisition long-term financial model, which we announced at our Investor Day in June 2017.

**Equity Awards.** We also link pay and performance by providing a significant amount of our executives' compensation in the form of equity awards, the value of which is directly tied to our stock price performance over the long term. In fiscal 2018, approximately 62% of the average total target compensation of our NEOs (excluding Mr. Pietkiewicz) was in the form of equity. In fiscal 2018, the form and mix of equity awards delivered as part of our annual equity award program for our NEOs was as follows:

*Performance-Based RSUs.* Approximately 33% of the value was delivered in the form of performance-based RSUs, under which the number of shares of ADI common stock received following vesting will be based on ADI's total

shareholder return, or TSR, performance (defined as share price appreciation plus cumulative cash dividend payments) measured against the median TSR of a defined comparator group of companies over a three-year period. These performance-based RSUs for our executives ensure a direct link between the value of our long-term incentives and the value that is created for our shareholders.

*Time-Based RSUs.* Approximately 33% of the value was delivered in the form of time-based RSUs, which increase or decrease in value depending on our share performance.

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*Stock Options.* Approximately 33% of the value of our executives' equity was delivered in the form of stock options that provide a direct link between these awards and the appreciation of the stock owned by our shareholders.

***Benchmarking***

In making its compensation determinations, including base salary, cash incentive bonus award targets and long-term equity compensation, the Compensation Committee annually reviews the total compensation that each of our executives is eligible to receive against the compensation levels of comparable positions of a peer group of companies. The composition of the peer group is also reviewed annually by the Compensation Committee. In fiscal 2017, the Compensation Committee engaged Pearl Meyer to conduct a review of the composition of the Company's peer group for fiscal 2018. The Compensation Committee has sought to select peer companies that are publicly traded, headquartered in the United States, compete with us for talent, and are similar to ADI in their product and services offerings, business model, revenue size and market capitalization. As a result of rapid consolidation in the semiconductor industry over the last several years, in addition to companies that meet the criteria outlined above, the peer group for 2018 included companies outside of the semiconductor industry. These additional companies are similar in size and have similar gross margins and research and development spend as the Company, include peers of peers and peers of other companies in our sector, and we often compete with them for talent.

The peer group used by the Compensation Committee in fiscal 2018 to evaluate executive compensation was the same as the peer group used in fiscal 2017 and consisted of the following companies:

### 2018 Peer Group

Advanced Micro Devices, Inc.

Maxim Integrated Products, Inc.

Agilent Technologies, Inc.

Microchip Technology Inc.

Applied Materials, Inc.

NetApp, Inc.

NVIDIA Corporation

Boston Scientific Corporation

Broadcom Limited

Qorvo, Inc.

Juniper Networks, Inc.

Skyworks Solutions Inc.

Lam Research Corporation

Texas Instruments Inc.

Marvell Technology Group Ltd.

Xilinx Inc.

	2017 Market Capitalization	2017 Revenues
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Analog Devices	\$27.9 billion	\$5.1 billion
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2018 Peer Group Median	\$16.3 billion	\$5.0 billion
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For officers in positions for which the fiscal 2018 peer group companies do not publicly disclose compensation data, the Compensation Committee reviewed data collected from Radford's Global Technology Survey. This survey depicts executive compensation levels across a wide spectrum of technology sector companies comparable in annual revenue size.



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**Components of Executive Compensation**

For fiscal 2018, compensation for our executive officers consisted of the following principal elements:

In connection with the acquisition of Linear Technology, we made commitments covering the compensation and benefits of legacy Linear Technology employees, including Mr. Pietkiewicz, through May 5, 2018, the end of the second quarter of our fiscal 2018. For a summary of Mr. Pietkiewicz's compensation for the first half of fiscal 2018, please refer to Compensation for Other Named Executive Officers Compensation for Steve Pietkiewicz, Senior Vice President, Power Products below and in the tabular disclosures.

***Base Salary***

We use salaries for similar positions within our peer group as an important factor in setting a base salary that can attract and retain talent. When setting the fiscal 2018 base salary for each individual NEO, the Compensation Committee also considered other factors, including the scope of the role and the performance and experience of the individual.

***Fiscal 2018 Executive Performance Incentive Plan***

In November 2017 and January 2018, the Compensation Committee approved the terms of our executive performance incentive plan for the first and second quarters of fiscal 2018 and for the third and fourth quarters of fiscal 2018, respectively. The plans are designed to be variable, depending on ADI's operating results.

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All executive officers, including our NEOs (other than Mr. Pietkiewicz), participated in our first half of fiscal 2018 executive performance incentive plan. All executive officers, including our NEOs, participated in our second half of fiscal 2018 executive performance incentive plan. We calculated and paid bonuses under the fiscal 2018 plans as follows:

**Individual Target Bonus Percentage.** For fiscal 2018, the Compensation Committee set target percentages of 150% of base salary for our Chief Executive Officer and between 90%-100% of base salary for our other NEOs. The Compensation Committee selected these target bonus percentages to ensure that a substantial portion of each NEO's cash compensation is performance-based and linked directly to our business performance, and to ensure that total compensation is competitive with those in similar positions within our peer group. Setting our Chief Executive Officer's target at 150% also ties the majority of his cash compensation directly to Company performance.

**Bonus Payout Factor.** For fiscal 2018, we based the Bonus Payout Factor for the applicable quarterly bonus period on our OPBT margin and year-over-year revenue growth compared to the same quarter in the prior year. While our executive performance incentive plan contains quarterly performance targets, the Compensation Committee designed this plan to drive long-term performance. The targets are directly linked to our long-term corporate strategy of profitable growth, which drives shareholder value. We believe this combination ensures that we encourage a long-term focus on our business objectives, while measuring and rewarding progress against those objectives on a quarterly basis.

The Compensation Committee may adjust the OPBT margin and year-over-year revenue growth metrics in its sole discretion to exclude special items such as (but not limited to) restructuring-related expense, acquisition-related expense, amortization of intangibles, gain or loss on disposition of businesses, non-recurring royalty payments, and other similar non-cash or non-recurring items. The Compensation Committee may, in its discretion, exclude these items in order to prevent payments under the plan from being adversely or advantageously affected by special items. For purposes of determining the Bonus Payout Factor for each quarter of fiscal 2018, OPBT margin was adjusted to exclude acquisition-related expenses, acquisition-related transaction costs, restructuring-related expenses and accelerated stock-based compensation expense, consistent with the non-GAAP adjustments included in our fiscal 2018 quarterly earnings releases. The Compensation Committee also normalized the financial results of the first quarter of fiscal 2018, which was a 14-week quarter, to a 13-week quarter. The financial results for Linear Technology were also excluded when determining the Bonus Payout Factors for the first and second quarters of fiscal 2018 while Mr. Pietkiewicz and the other legacy Linear Technology employees remained on the legacy Linear Technology incentive compensation plans. We aligned the compensation of our executives and legacy ADI and Linear Technology employees commencing the second half of fiscal 2018, and as such, the financial results of Linear Technology were included in the Bonus Payout Factor calculations for the second half of fiscal 2018. ADI executive and employee bonuses for the second half of fiscal 2018 were calculated using the same plan targets.

The Compensation Committee reviews and approves our performance targets, and historically these targets have not been re-set during the performance period, regardless of Company performance or economic conditions. We believe that this approach fosters accountability for our business results and is in keeping with our core belief that variable compensation expense, which increases when our performance is good and contracts when it is poor, gives us maximum flexibility to operate our business. While the OPBT margin and year-over-year revenue growth targets are typically set annually, we measure performance against those targets on a quarterly basis, applying the corresponding Bonus Payout Factor to base salary for that quarter, and pay the bonus amounts on a semi-annual basis following the end of the second and fourth quarters.

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In setting performance targets for our executive performance incentive plans, multiple factors are considered including our actual past business results, estimates of multi-year performance from our long-term strategic planning, and the performance of market competitors. Based on our evaluation of these factors, we develop a range of performance scenarios and then set goals at threshold, target and maximum performance levels. Based on analyses of our peer group performance over the past three years, as presented by our Compensation Committee's independent consultant, Pearl Meyer, our OPBT margin targets (30% for the first and second quarters of fiscal 2018 and 39% for the third and fourth quarters of fiscal 2018) were well above our peer group median performance, while our annual growth rate targets (8% for the first and second quarters of fiscal 2018 and 5% for the third and fourth quarters of fiscal 2018) were well aligned with our peer group median performance. We increased the OPBT margin targets and decreased the annual growth rate targets for the third and fourth quarters of fiscal 2018 as compared to the first and second quarters of fiscal 2018 to align both with the financial profile of the combined company following the acquisition of Linear Technology and our Company's post-acquisition long-term financial model, which we announced at our Investor Day in June 2017.

Fiscal 2018 was a year in which we had excellent financial results and exceeded our profitability and year-over-year growth targets. For a summary of our fiscal 2018 financial results, see page 48 of this proxy statement. For fiscal 2018, the calculated OPBT Margin, Year-Over-Year Revenue Growth and Bonus Payout Factor under our executive performance incentive program for each quarter were as follows:

	<b>OPBT Margin (50% weight)</b>		<b>Revenue Growth (50% weight)</b>		<b>Quarterly Bonus</b>
	<b>OPBT</b>	<b>Bonus Payout</b>	<b>YOY Revenue</b>	<b>Bonus Payout</b>	<b>Bonus</b>
	<b>Margin</b>	<b>Factor</b>	<b>Growth</b>	<b>Factor</b>	<b>Payout Factor</b>
	<b>(by quarter)</b>	<b>(by quarter)</b>	<b>(by quarter)</b>	<b>(by quarter)</b>	<b>(average)</b>
Q1	39.4%	2.88	4.6%	0.58	1.73
Q2	40.0%	3.00	10.7%	1.27	2.14
Q3	42.7%	2.23	7.8%	1.56	1.90
Q4	43.0%	2.33	3.6%	0.72	1.53

Aggregate payments under our executive performance incentive plan were made at 183% of target, compared to 248% in fiscal 2017 and 85% in fiscal 2016.

**Funding of Executive Performance Incentive Plan.** For fiscal 2018, the Compensation Committee structured and administered the Company's executive compensation plans and arrangements in a manner intended to allow for deductions under Section 162(m) of the Internal Revenue Code. Our Executive Section 162(m) Plan, or the 162(m) plan, is a separate plan approved by shareholders that allows for the annual bonus compensation paid to certain of our executive officers under our executive performance incentive plan to become eligible for deduction when it may not otherwise be deductible as a result of Section 162(m) as in effect for fiscal 2018. Pursuant to the 162(m) plan, at the beginning of fiscal 2018, the Compensation Committee designated Messrs. Roche, Cotter, Hassett and Pietkiewicz as participants in the 162(m) plan and allocated to each designated participant a portion of the annual incentive pool which is funded with 2% of the Company's profits as described in the plan. Under the 162(m) plan, the Compensation Committee may use its discretion to decrease, but not increase, the amounts that may be paid to the participants out of their allocation of the funded incentive pool. The Compensation Committee exercised this discretion for fiscal 2018 by applying the performance goals of our executive performance incentive plan to the participants' allocation of the funded incentive pool. For fiscal 2018, the 162(m) plan funded the incentive pool with an aggregate of \$38.1 million, of which an aggregate of \$4.4 million was distributed to the NEO participants based on achievement of the performance goals under our executive performance incentive plan. Pursuant to the 2017 Tax Cuts and Jobs Act, signed into law on December 22, 2017 (the Tax Act), for fiscal 2019 and future years, the exemption to the deduction limitations under Section 162(m) for our executive performance incentive plans is no longer available.

### ***Equity Compensation***

Our equity compensation program is a broad-based, long-term employee rewards program that is intended to attract, retain and motivate our employees, officers and directors and to align their interests with

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those of our shareholders. We believe that our equity program is critical to our efforts to hire and retain the best talent in the extremely competitive analog semiconductor industry. All equity awards granted to our executive officers are made under the Company's 2006 Equity Incentive Plan.

For fiscal 2018, the value of our annual equity awards to our NEOs was comprised of approximately 33% of performance-based RSUs, which have a three-year performance period and vest in one installment 14 days after the third anniversary of the grant date subject to the achievement of applicable performance metrics; approximately 33% of time-based RSUs that vest in four equal installments on the anniversaries of the grant date; and approximately 33% of stock options that vest in four equal installments on the anniversaries of the grant date. Because the value of the awards is based on our stock price and our stock price appreciation, stock options, time-based RSUs and performance-based RSUs encourage recipients to focus on achievement of longer-term goals, such as strategic opportunities, technological innovation and shareholder return.

*Performance-Based Restricted Stock Units.* Our equity compensation program includes performance-based RSUs for our executives to ensure that a direct link exists between the value of our long-term incentives and the value that is created for our shareholders. The number of shares of ADI common stock received by an executive officer following vesting of the performance-based RSUs will range from 0% to a maximum of 200% of the target amount based on ADI's TSR performance measured against the median TSR of an established comparator group over a three-year period, capped at a maximum of 100% of the initial number of performance-based RSUs granted if the Company's TSR is negative. The performance parameters established by the Compensation Committee are equal to 100% plus or minus two times the difference between the Company's TSR and the comparator group median TSR. Attainment among performance parameters is subject to interpolation on a linear basis. The performance-based RSUs granted on March 11, 2015 had a three-year performance period that ended on March 11, 2018. The comparative peer group consisted of Broadcom Limited, Marvell Technology Group Ltd., Maxim Integrated Products, Inc., Microchip Technology Inc., Nvidia Corp., Qorvo, Inc., Skyworks Solutions, Inc., Texas Instruments Inc. and Xilinx, Inc. On a three-year cumulative basis, our TSR performance was 50.83%, compared to the median comparative peer group TSR of 78.46%. The median comparative peer group TSR performance exceeded the Company's TSR performance, which resulted in a payout percentage of 44.74% of target.

The comparator group designated for the performance-based RSUs granted in fiscal 2018 consisted of the companies represented in the Philadelphia Semiconductor Index (SOX Index) as of the grant date that are included in the SOX Index for the entire performance period. The Compensation Committee chose this comparator group because it consists of publicly traded companies, which compete in the semiconductor industry, are representative of likely alternative investment opportunities for our investors, compete with us for talent, and are similar to ADI in their product and services offerings and business models. Consistent with our Compensation Committee's desire to tie pay to performance, the value of each of these awards is directly linked to the long-term performance of our stock price.

*Stock Options.* We use stock options as a way to reward long-term value creation.

*Time-Based Restricted Stock Units.* In a volatile stock market, time-based RSUs continue to provide value when stock options may not, which the Compensation Committee believes will be useful in retaining talented executives and employees in uncertain economic times. In this way, we use time-based RSUs as a retention tool and to enable our executives to accumulate stock ownership in the Company.

We set a goal each year to keep the shareholder dilution related to our equity compensation program to a certain percentage, calculated as the total number of shares of common stock underlying new equity grants made during the year, divided by the total number of outstanding shares of our common stock at the beginning of the year. Our gross and net dilution rate have been consistently lower than that of our peers over the past several years. For fiscal 2018, our gross dilution percentage was 0.6%, compared to an average of 1.1% for our peer group, and our net dilution percentage was 0.4%, compared to an average of 0.8% for our peers. For the last five years, our gross dilution percentage was 1.0% on average, compared to 1.6% on average for our peer group, and our net dilution percentage was 0.8% on average, compared to 1.0% on average for our peer group. For the fiscal year ending November 2, 2019, our Board of Directors set the maximum aggregate number of shares of common stock with respect to which awards may be

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granted under the 2006 Stock Incentive Plan and the 2010 Stock Incentive Plan, in the aggregate, at 3.7 million shares, which equals approximately 1.0% of our outstanding common stock at the end of fiscal 2018.

### ***Executive Stock Ownership Guidelines***

Under our guidelines, the target stock ownership levels are two times annual base salary for the Chief Executive Officer and one times annual base salary for other executive officers. The Chief Executive Officer has four years from the date of his appointment as CEO to achieve his targeted level. Executive officers other than the CEO have five years from the date he or she becomes an executive officer to achieve their targeted level. Shares subject to unexercised options, whether or not vested, will not be counted for purposes of satisfying these guidelines. RSUs (whether or not vested) are counted for purposes of satisfying the guidelines. All of our executive officers were in compliance with our stock ownership guidelines as of the end of fiscal 2018.

### ***Retirement and Other Employee Benefits***

We maintain broad-based benefits for all employees, including health and dental insurance, life and disability insurance and retirement plans. Executives are eligible to participate in all of our employee benefit plans on the same basis as our other employees. The retirement and other employee benefit component of our executive compensation program is designed to attract excellent candidates by providing financial protection and security, and reward our executives for the total commitment we expect from them in service to ADI.

We maintain a Deferred Compensation Plan, or DCP, under which our executive officers and directors, along with a group of highly compensated management and engineering employees, are eligible to defer receipt of some or all of their cash compensation. This plan offers many of the same investment options as our 401(k) plan. Under our DCP, we provide all participants (other than non-employee directors) with Company contributions equal to 8% of eligible deferred contributions.

In the United States during fiscal 2018, we contributed to our 401(k) plan on behalf all legacy ADI participants, including our NEOs (other than Steve Pietkiewicz), amounts equal to 5% of the employee's eligible compensation, plus matching contributions up to an additional 3%, subject to Internal Revenue Service, or IRS, limits. For those employees who also participated in the DCP described above, any compensation that was deferred under that plan was not considered eligible compensation for purposes of our Company contributions under the 401(k) plan. We also provided employees who are eligible to participate in the 401(k) plan but whose compensation is greater than the amount that may be taken into account in any plan year as a result of IRS limits (\$275,000 for fiscal 2018), with a taxable payment equal to 8% of the employee's 401(k)-eligible compensation in excess of the IRS limit.

### ***Limited Perquisites***

We do not award extensive perquisites to our executive officers. In fiscal 2018, we provided a voluntary health services benefit to executives and reimbursement for financial and tax planning services of up to \$15,000 for the Chief Executive Officer and up to \$10,000 for the other executive officers. These items are detailed in the Summary Compensation Table below.

We also maintain an expatriate program that provides certain benefits to our employees who accept expatriate assignments. Our executive officers are entitled to the same benefits under the Company's expatriate program as other



Company employees. Under the Company's expatriate program, such benefits include providing gross-ups on taxable foreign assignment assistance and making tax equalization payments on behalf of (or to) expatriate employees who, as a result of their expatriate assignment, incur tax liabilities in excess of what they would have incurred had they not accepted the expatriate assignment.

On occasion, and with the approval of our CEO, an officer or director may have his or her family members accompany him or her on the Company's leased airplane when traveling on business. The

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executive or director may incur taxable income for any such travel in accordance with applicable tax rules. We do not gross-up or in any way compensate the officer or director for any income tax owed for any such travel.

***Compensation Recovery***

Under the Sarbanes-Oxley Act, in the event of misconduct that results in a financial restatement that would have reduced a previously paid incentive amount, we can recoup those improper payments from our Chief Executive Officer and Chief Financial Officer. We will implement a broader clawback policy that is compliant with the regulations mandated under the Dodd-Frank Act when the regulations are adopted by the SEC and corresponding listing standards become effective.

**Fiscal 2018 Financial and Strategic Results**

<sup>3</sup> Total Shareholder Return calculation is share price appreciation plus cumulative cash dividend payments for the three-and five-year periods ended November 3, 2018, utilizing the 90 day average of the beginning and ending closing prices.

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**Chief Executive Officer Compensation**

Mr. Roche has served as our Chief Executive Officer since May 2013. Under his leadership, the Company has successfully executed its financial, strategic and operational objectives intended to drive long-term profitable growth and increase shareholder value. In addition to the financial and strategic results achieved in fiscal 2018 outlined above, the Company has achieved the following exceptional results over the past five years under his leadership:

Increased annual revenue from \$2.6 billion to \$6.2 billion through both organic growth and strategic acquisitions;

Nearly tripled operating cash flow from \$912 million to \$2.4 billion and free cash flow from \$790 million to \$2.1 billion;<sup>4</sup>

Increased the Company's enterprise value by 280% from \$10.9 billion to \$41.6 billion;

Increased total shareholder return by 128%; and

Acquired and successfully integrated Hittite Microwave Corporation and Linear Technology, which added RF and microwave and power management technologies, giving the Company a top two market share position across all key technologies and building blocks in the analog market.<sup>5</sup>

In determining Mr. Roche's compensation as Chief Executive Officer for fiscal 2018, the Compensation Committee considered all elements of Mr. Roche's compensation and compared his total target compensation to the median of Chief Executive Officer compensation within our peer companies. They also considered Mr. Roche's experience, tenure, and performance executing the Company's strategy and driving long-term shareholder value. The design of Mr. Roche's fiscal 2018 compensation provides incentives that link realized compensation with Company performance and is comprised of the following:

Annual base salary of \$1,000,000, an increase of 11% compared to Mr. Roche's fiscal 2017 annual base salary of \$900,000;

Annual target bonus of 150% of base salary, calculated in accordance with the terms of the Company's executive performance incentive plan, which remain unchanged from fiscal 2017; and

A performance-based RSU grant with a Black-Scholes value of \$2,669,030 (26,366 shares), a time-based RSU grant with a Black-Scholes value of \$2,280,923 (26,366 shares), and an option grant with a

Black-Scholes value of \$2,305,013 (110,661 shares). The number of shares, if any, earned under the performance-based RSU grant will vest three years and fourteen days after its grant date, subject to the level of attainment of the performance parameters. Mr. Roche's time-based RSU grant will each vest 25% per year on each of the first four anniversaries of the date of grant. Mr. Roche's option grant will vest 25% per year on each of the first four anniversaries of the date of grant. These vesting terms are identical to those generally contained in equity grants made to our employees in fiscal 2018.

<sup>4</sup> Free cash flow is a non-GAAP financial measure. See Appendix A for additional information regarding non-GAAP financial measures and reconciliations of non-GAAP financial measures to their most directly comparable GAAP financial measures.

<sup>5</sup> Data based on Gartner reports and Company estimates based on fiscal 2016 and 2017 data. RF/microwave is based on Company estimates and excludes consumer and cellular infrastructure power amplifiers.

Table of Contents**Compensation for Other Named Executive Officers*****Base Salary and Individual Target Bonus Percentages***

During fiscal 2018, the Compensation Committee authorized base salaries and target bonus percentages for our NEOs (other than our Chief Executive Officer), as specified in the table below:

Name of Executive	2018 Base Salary	2017 Base Salary	% Increase	2018 Individual Target Bonus as % of Base Salary	2017 Individual Target Bonus as % of Base Salary	% Increase
Prashanth Mahendra-Rajah Senior Vice President, Finance and Chief Financial Officer	\$550,000	\$550,000	0%	100%	100%	0%
Martin Cotter Senior Vice President, Worldwide Sales & Digital Marketing	\$450,000	\$425,000	5.9%	90%	80%	12.5%
John Hassett Senior Vice President, Global Operations and Technology	\$465,000	\$440,000	5.7%	100%	80%	25%
Steve Pietkiewicz Senior Vice President, Power Products	\$400,000	\$375,000	6.7%	90%	N/A	N/A

In March 2018, effective May 2018, the Compensation Committee increased the base salaries of Messrs. Cotter, Hassett and Pietkiewicz and the individual target bonus for Messrs. Cotter and Hassett after consideration of factors including their performance, tenure, job responsibilities and market data, including benchmark information from our

peer group. For fiscal 2017 and the first half of fiscal 2018, Mr. Pietkiewicz's performance incentive compensation was paid in accordance with the contractual commitments made by the Company in connection with the acquisition of Linear Technology for all Linear Technology employees. For the second half of fiscal 2018, the Compensation Committee set Mr. Pietkiewicz's individual target bonus at 90%. Please refer to Compensation for Other Named Executive Officers Compensation for Steve Pietkiewicz, Senior Vice President, Power Products below for further information on Mr. Pietkiewicz's fiscal 2018 compensation.

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The size of the equity awards approved by our Compensation Committee for our executives reflect the executive's individual responsibilities and other factors including their performance, tenure and market data, including benchmark information from our peer group. In fiscal 2018, the Compensation Committee authorized grants of equity awards to our NEOs (other than our Chief Executive Officer), as follows:

Name of Executive	Stock Options	Time-based RSUs	Performance-based RSUs
Prashanth Mahendra-Rajah	34,779	8,287	8,287
Martin Cotter	20,552	8,231	4,897
John Hassett	20,552	8,231	4,897
Steve Pietkiewicz	23,713	9,678	5,650

In granting awards to Messrs. Mahendra-Rajah, Cotter, Hassett and Pietkiewicz, the Compensation Committee considered the equity compensation levels of comparable executives in our peer group. The time-based RSUs granted by the Compensation Committee to Messrs. Cotter and Hassett both include 3,334 RSUs granted in September 2018 in recognition of their meaningful contributions in fiscal 2018 driving the Company's top line growth and profit expansion. The time-based RSUs granted by the Compensation Committee to Mr. Pietkiewicz includes 4,028 RSUs granted in June 2018 in connection with the alignment of the compensation of our executives and legacy ADI and Linear Technology employees and in recognition of his contributions to the business. Please refer to Compensation for Other Named Executive Officers Compensation of Steve Pietkiewicz, Senior Vice President, Power Products below.

***Compensation of Steve Pietkiewicz, Senior Vice President, Power Products***

The Company acquired Linear Technology on March 10, 2017. In connection with the acquisition, we made commitments covering the compensation and benefits of legacy Linear Technology employees, including Mr. Pietkiewicz, through May 5, 2018, the end of our second quarter of fiscal 2018. Pursuant to these commitments, Mr. Pietkiewicz's compensation for the first half of fiscal 2018 was comprised of the components outlined below. For the second half of fiscal 2018, the components of Mr. Pietkiewicz's compensation were the same as the other NEOs as described above.



*Base Salary.* Similar to the legacy Analog Devices executives, this is annual fixed cash compensation. In connection with Mr. Pietkiewicz's promotion to Senior Vice President, Power Products during fiscal 2017, the Compensation Committee set his annual base salary at \$375,000. In March 2018, the Compensation Committee increased Mr. Pietkiewicz's base salary to \$400,000, effective May 2018, after consideration of factors including his performance history, tenure, job responsibilities and market data, including benchmark information from our peer group.

*Profit Sharing.* The Company funded a profit sharing program for all eligible legacy Linear Technology employees based on the profitability of Linear Technology through May 5, 2018. The profit sharing payments made to Mr. Pietkiewicz for the first half of fiscal 2018 were calculated in the same manner as for the rest of the legacy Linear Technology eligible employees, and the percentage of base salary the payments represented were the same for all such employees. For the first half of fiscal 2018, Mr. Pietkiewicz received profit sharing distributions equal to \$63,826, of which \$9,351 was contributed to Mr. Pietkiewicz's 401(k).

*Performance Bonus Opportunity.* In addition to the profit sharing opportunity, for the first half of fiscal 2018, Mr. Pietkiewicz was eligible for a target cash bonus opportunity under the Linear Technology Corporation Executive Bonus Plan. For the first half of fiscal 2018, Mr. Pietkiewicz received payments equal to \$411,612 under this bonus plan.

*Compensation Alignment.* As part of the alignment of the compensation programs of our legacy ADI and Linear Technology employees, and in recognition of his contributions to the business, Mr. Pietkiewicz, along with certain other participants of the Linear Technology Corporation

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Executive Bonus Plan, received one-time cash and equity awards. In fiscal 2018, the Compensation Committee approved the following equity and cash awards for Mr. Pietkiewicz:

*Equity-Based Awards.* In June 2018, Mr. Pietkiewicz was granted 4,028 time-based RSUs that vest in equal installments over four years. In June 2019, subject to Mr. Pietkiewicz's continued employment with the Company, he will receive an RSU award with a grant date value of \$389,900 that will vest in equal installments over four years.

*Cash Awards.* In each of June 2018 and December 2018 (the Company's fiscal 2019), Mr. Pietkiewicz received a cash award in the amount of \$194,950.

*Retirement and Other Employee Benefits.* We maintain broad-based benefits for legacy Linear Technology employees, including health and dental insurance, life and disability insurance, and retirement plans. For fiscal 2018, Mr. Pietkiewicz was eligible to participate in all of our employee benefit plans on the same basis as our other legacy Linear Technology employees, subject to applicable plan limits.

## **Severance, Retention and Change in Control Benefits**

### ***Change in Control Benefits***

We have entered into change in control retention agreements with each of our executive officers and other key employees. Among other things, these retention agreements provide for severance benefits if the employee's service with us is terminated within 24 months after a change in control (as defined in each agreement) that was approved by our Board of Directors.

We designed the change in control retention agreements to help ensure that our executive team is able to evaluate objectively whether a potential change in control transaction is in the best interests of ADI and our shareholders, despite possible risks to their future employment. We believe that retaining the services of our key executives during a change in control scenario is critical. These agreements help ensure the continued services of our executive officers throughout the change in control transaction by giving them incentives to remain with us rather than seeking alternative employment or being recruited to a competitor during a highly uncertain time. The Compensation Committee reviewed prevalent market practices in determining the severance amounts and the events that trigger payments under the agreements. The Compensation Committee determined that the amounts and triggering events were appropriate and designed to encourage decision-making that is in the best interests of ADI. In fiscal 2018, the Compensation Committee asked Pearl Meyer, its independent compensation consultant, to review our severance, retention and change in control arrangements and Pearl Meyer determined that those arrangements were competitive with existing market practice in the semiconductor industry and that it was appropriate to maintain the program for fiscal 2018. Change in control retention agreements entered into between the Company and eligible employees since 2009 do not contain excess parachute payment tax gross-up provisions.

Mr. Pietkiewicz is also currently a party to a Linear Technology Change in Control Agreement that provides for severance benefits to Mr. Pietkiewicz in specified circumstances following termination of his employment on or before March 10, 2019. These benefits are described further below in **Change in Control Benefits** Mr. Pietkiewicz's

Linear Technology Corporation Change in Control Severance Agreement.

Under our 2006 Stock Incentive Plan, in the event of a change in control, all of our employees, including our NEOs, if they remain employed by ADI, would have one-half of the shares of common stock subject to their then outstanding unvested options accelerate and become immediately exercisable and one-half of their unvested RSUs would vest. The remaining one-half of their unvested options and RSUs would continue to vest in accordance with the original vesting schedules, and any remaining unvested options and RSUs would vest if, on or prior to the first anniversary of the change in control, his or her employment is terminated without cause or for good reason (as defined in the plan). We have provided more detailed information about these benefits, along with estimates of their value under various circumstances, under the caption Potential Payments Upon Termination or Change in Control below.

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### ***Severance Benefits***

When the employment of an executive officer terminates in a situation that does not involve a change in control, the officer is entitled to receive the same benefits as any other terminated employee in that geographical location.

### **Equity Award Grant Date Policy**

Our Compensation Committee has adopted specific policies regarding the grant dates of stock options, RSUs and other stock-based awards for our executive officers and employees. In each case, the exercise price of stock options equals the closing price of our common stock on the grant date.

New Hire Grants: The grant date of all awards to newly hired executive officers and employees is the 15<sup>th</sup> day of the month after the date on which the individual commences employment with us (or the next succeeding business day that Nasdaq is open).

Annual Grants: The grant date of all annual awards is the earlier to occur of (i) the scheduled date of the annual meeting of shareholders, or (ii) the first business day of April that Nasdaq is open. In connection with the harmonization of the compensation programs of Analog Devices and Linear Technology, the Board of Directors approved moving the grant date for the fiscal 2018 annual awards from March 14, 2018 to March 29, 2018, to align the grant date with the one-time shift in timing of the Company's worldwide annual employee compensation review process.

Other Grants: All other awards granted to existing executive officers and employees throughout the year (off-cycle awards) have a grant date of the 15<sup>th</sup> day of the month (or the next succeeding business day that Nasdaq is open) provided the award is approved on or prior to such grant date.

Foreign Registrations: Any awards requiring registration or approval in a foreign jurisdiction will have a grant date of the 15<sup>th</sup> day of the month (or the next succeeding business day that Nasdaq is open) following the effective date of that registration or approval.

Blackout Periods: Our Compensation Committee does not approve off-cycle awards to our executive officers during the quarterly and annual blackout periods under our insider trading policy. The quarterly and annual blackout periods begin three weeks before the end of each fiscal quarter and end at the beginning of the second full trading day after we announce our quarterly earnings.

We describe the equity award grant date policy for our non-employee directors above under Corporate Governance Director Compensation.

### **Tax and Accounting Considerations**

Section 162(m) of the Internal Revenue Code, generally disallows a tax deduction to public companies for compensation in excess of \$1 million paid to certain of the Company's executives. Pursuant to the Tax Act, for fiscal years beginning after December 31, 2017, the group of executives whose compensation is subject to the deduction limitation is broader than under prior law. For fiscal years beginning on or before December 31, 2017, certain compensation, including qualified performance-based compensation, was not subject to the deduction limit if certain requirements were met. Pursuant to the Tax Act, subject to certain transition rules, for fiscal years beginning after December 31, 2017, the performance-based compensation exception to the deduction limitations under Section 162(m) is no longer available. For fiscal 2018 (which began before the Tax Act changes to Section 162(m) became effective), the Compensation Committee structured the annual bonus compensation program for its executives in a manner intended to be exempt from the deduction limitation under Section 162(m) as performance-based compensation. For fiscal 2019 and future tax years, subject to the transition rules, all compensation in excess of \$1 million paid to the specified executives will not be deductible.

Mr. Roche has a change in control retention agreement that contains provisions regarding Section 280G of the Internal Revenue Code. Since 2009, any new executive compensation arrangements for new executives do not contain tax gross up provisions for excess parachute payments.

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We expense in our financial statements the compensation that we pay to our executive officers, as required by U.S. generally accepted accounting principles. As one of many factors, the Compensation Committee considers the financial statement impact in determining the amount of, and allocation among the elements of, compensation. We account for stock-based compensation under our 2006 Stock Incentive Plan and the 2005 Plan and the 2010 Plan (the latter two of which we assumed in the Linear Technology acquisition), as well as all predecessor plans, in accordance with U.S. generally accepted accounting principles.

**Risk Considerations in Our Compensation Program**

In fiscal 2018, our Compensation Committee reviewed our incentive compensation programs, discussed the concept of risk as it relates to our compensation program, considered various mitigating factors and reviewed these items with its independent consultant, Pearl Meyer. In addition, our Compensation Committee asked Pearl Meyer to conduct an independent risk assessment of our executive compensation program. Based on these reviews and discussions, the Compensation Committee does not believe that any risks arising from our employee compensation policies and practices are reasonably likely to have a material adverse effect on our company. Our Compensation Committee believes that any such risks are mitigated by the following factors, among others:

We structure our pay to consist of both fixed and variable compensation with short- and long-term horizons. We feel that the variable elements of compensation, which represented 90% and 81% of the total target compensation for our CEO and other NEOs (excluding Mr. Pietkiewicz), respectively, for fiscal 2018, are a sufficient percentage of overall compensation to motivate executives to produce superior short- and long-term corporate results and to achieve Company goals, while the fixed element is also sufficiently high that the executives are not encouraged to take unnecessary or excessive risks in doing so.

We believe that our focus on both OPBT margin and year-over-year revenue growth through our executive performance incentive plan, and stock price performance through our equity compensation program, provides a check on excessive risk taking. That is, even if our executives could inappropriately increase OPBT margin or revenue by excessively reducing expenses or adding new revenue sources that are inconsistent with our business model, this could ultimately harm our stock price and the value of their equity awards. Conversely, if our executives were to add revenue sources at low margins in order to generate a higher growth multiple and increased stock prices, it could decrease OPBT margin and the value of their cash bonus payments. Our OPBT margin and year-over-year revenue targets are applicable to our executives and employees alike, which we believe encourages consistent behavior across the organization, and reflect goals that are challenging, but not so high that they require performance outside of what the Compensation Committee believes is reasonable for us or could motivate our executives and employees to take actions in which we assume unreasonable levels of risk.

We cap our bonus payout factors. Even if we dramatically exceed our OPBT margin or year-over-year revenue growth targets, bonus payments are limited. In fiscal 2018, the bonus payment factor cap was 300% of target. Conversely, we also have a floor on the OPBT margin target so that profitability below a certain level will result in no bonus payments, regardless of revenue growth levels. We believe this avoids

incentivizing management to drive revenue levels without regard to profitability.

Our stock ownership guidelines provide an incentive for management to consider ADI's long-term interests because a portion of their personal investment portfolio consists of ADI stock.

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**Table of Contents****SUMMARY COMPENSATION TABLE**

The following table contains certain information about the compensation that our named executive officers earned in fiscal 2018, fiscal 2017 and fiscal 2016.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)(1)	Non-Equity				Total (\$)
				Stock Awards (\$)(2a)	Option Awards (\$)(2b)	Incentive Plan Compensation (\$)(3)	All Other Compensation (\$)(4)	
<b>Vincent Roche</b> President and Chief Executive Officer	2018	984,615		4,949,953	2,305,013	2,682,173	85,937	11,007,691
	2017	878,000		4,316,355	1,978,473	3,268,693	70,240	10,511,761
	2016	827,692		3,572,511	1,633,514	1,050,092	66,215	7,150,024
<b>Prashanth Mahendra-Rajah</b> Senior Vice President, Finance and Chief Financial Officer	2018	571,154		1,555,801	724,429	1,040,769	92,608	3,984,761
	2017	35,962	500,000	3,746,541		82,712	65,895	4,431,110
	2016							
<b>Martin Cotter</b> Senior Vice President, Worldwide Sales & Digital Marketing	2018	445,673		1,208,486	428,088	687,348	108,627	2,878,222
	2017							
	2016							
<b>John Hassett</b> Senior Vice President, Global Operations and Technology	2018	469,423		1,208,486	428,088	762,186	49,668	2,917,851
	2017	423,077		2,132,825	338,200	839,803	39,948	3,773,853
	2016							
<b>Steve Pietkiewicz</b> Senior Vice President, Power Products	2018	408,786		1,451,045	493,930	771,403	242,397	3,367,561
	2017	215,926		3,288,608	476,470	553,183	41,010	4,575,197
	2016							



- (1) The amount reported for Mr. Mahendra-Rajah for fiscal 2017 represents a hiring bonus paid pursuant to his offer letter dated August 4, 2017.
  
- (2)
  - a. Amounts represent the aggregate grant date fair value of time-based and performance-based RSUs granted in fiscal 2018, 2017 and 2016 and the Linear Integration performance-based restricted stock units, or the Linear Integration PRSUs, granted to our executives (excluding our CEO) in fiscal 2017.
  
  - b. Amounts represent the aggregate grant date fair value of stock options granted in fiscal 2018, 2017 and 2016.

These amounts do not represent the actual amounts paid to or realized by the NEO for these awards during the respective fiscal years. We recognize the value as of the grant date for stock options and time-based and performance-based RSUs over the number of days of service required for the grant to become vested.

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The following table includes the assumptions, rounded to the nearest hundredth, that we used to calculate the grant date fair value reported for fiscal years 2018, 2017 and 2016 on a grant-by-grant basis, the grant date fair value of performance-based RSUs, assuming the achievement of the maximum level of performance conditions and the grant date fair value of the Linear Integration PRSUs granted in fiscal 2017.

Name	Grant Date	Options/ Restricted Stock Units Granted (#)	Exercise Price (\$)	Assumptions				Fair Value (\$)	Grant Date Fair Value at Maximum Achievement Le vel for Performance Based RSUs (\$)
				Volatility (%)	Expected Life (Years)	Risk-Free Interest Rate (%)	Dividend Yield (%)		
Vincent Roche	3/9/2016	32,796*				1.07	3.06	49.98	
	3/9/2016	32,796**		25.11		1.07	3.01	58.95	3,866,648
	3/9/2016	127,305	54.93	34.36	5.1	1.41	3.06	12.83	
	3/8/2017	25,026*				1.65	2.16	78.22	
	3/8/2017	25,026**		25.97		1.64	3.00	94.25	4,717,401
	3/8/2017	114,356	83.48	26.42	5.0	2.08	2.16	17.30	
	3/29/2018	26,366*				2.54	2.11	86.51	
	3/29/2018	26,366**		25.63		2.37	2.08	101.23	5,338,060
	3/29/2018	110,661	91.13	27.77	5.0	2.64	2.11	20.83	
Prashanth Mahendra-Rajah	10/16/2017	23,756*				1.66	2.05	85.31	
	10/16/2017	20,013***				1.76	1.97	85.94	2,063,901
	3/29/2018	8,287*				2.54	2.11	86.51	
	3/29/2018	8,287**		25.63		2.37	2.08	101.23	1,677,786
	3/29/2018	34,779	91.13	27.77	5.0	2.64	2.11	20.83	
Martin Cotter	3/29/2018	4,897*				2.54	2.11	86.51	
	3/29/2018	4,897**		25.63		2.37	2.08	101.23	991,447
	3/29/2018	20,552	91.13	27.77	5.0	2.64	2.11	20.83	
	9/17/2018	3,334*				2.87	2.10	86.72	
John Hassett	3/8/2017	4,278*				1.65	2.16	78.22	
	3/8/2017	4,278**		25.97		1.64	3.00	94.25	806,403
	3/8/2017	19,548	83.48	26.42	5.0	2.08	2.16	17.30	
	7/17/2017	16,232***				176.00	1.97	85.94	1,673,974

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	3/29/2018	4,897*				2.54	2.11	86.51	
	3/29/2018	4,897**		25.63		2.37	2.08	101.23	991,447
	3/29/2018	20,552	91.13	27.77	5.0	2.64	2.11	20.83	
	9/17/2018	3,334*				2.87	2.10	86.72	
Steve Pietkiewicz	6/15/2017	6,715*				1.49	2.26	74.48	
	6/15/2017	30,391	79.75	26.10	5.0	1.76	2.26	15.68	
	7/17/2017	15,218***				1.76	1.97	85.94	1,569,402
	10/16/2017	17,356*				1.66	2.05	85.31	
	3/29/2018	5,650*				2.54	2.11	86.51	
	3/29/2018	5,650**		25.63		2.37	2.08	101.23	1,143,899
	3/29/2018	23,713	91.13	27.77	5.0	2.64	2.11	20.83	
	6/15/2018	4,028*				2.75	1.89	96.90	

Entries above with single asterisks (\*) are time-based RSUs, entries with double asterisks (\*\*) are performance-based RSUs, entries with triple asterisks (\*\*\*) are Linear Integration PRSUs and entries without asterisks are stock options. The grant date fair value of time-based RSUs represents the value of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting. The grant date fair value of the performance-based RSUs was calculated using the Monte Carlo simulation model which utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant to calculate the fair market value. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions, including the possibility that the market condition may not be satisfied, and the resulting fair value of the award. The grant date fair value of Linear Integration PRSUs represents the value of our common stock as of

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October 28, 2017, reduced by the present value of dividends expected to be paid on our common stock prior to vesting based upon the then-probable outcome of the performance conditions. The grant date fair value of stock options is computed using a Black-Scholes valuation methodology. For a more detailed description of the assumptions used for purposes of determining grant date fair value, see Note 3 to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates Stock-Based Compensation, included in our Annual Report on Form 10-K for the year ended November 3, 2018.

(3) Reflects the amounts earned under our executive performance incentive plan in fiscal 2018, 2017 and 2016. For Mr. Pietkiewicz, amounts earned in fiscal 2017 and the first half of fiscal 2018 were under the legacy Linear Technology profit sharing program and Linear Technology Corporation Executive Bonus Plan. See Compensation Discussion and Analysis above for a discussion of how these amounts were determined.

(4) The amounts shown in the All Other Compensation column are comprised of the following:

Name	Fiscal Year	Company									
		401(k) and DCP Payments (a)	Service Award (b)	Health Executive Services (c)	Healthcar Savings Account (d)	Relocation Expenses (e)	Expatriate Assignment Payment (f)	Cash Awards (g)	Tax Planning (h)	Dividend Payments on RSAs (i)	
Vincent Roche	2018	\$ 78,769	\$ 988	\$	\$	\$	\$	\$	\$	\$ 6,180	\$
	2017	\$ 70,240	\$	\$	\$	\$	\$	\$	\$	\$	\$
	2016	\$ 66,215	\$	\$	\$	\$	\$	\$	\$	\$	\$
Prashanth Mahendra-Rajah	2018	\$ 45,692	\$	\$ 2,850	\$ 2,400	\$ 36,629	\$	\$	\$	\$ 5,037	\$
	2017	\$ 2,433	\$	\$	\$	\$ 63,462	\$	\$	\$	\$	\$
Martin Cotter	2018	\$ 35,654	\$	\$ 2,950	\$	\$	\$ 70,023	\$	\$	\$	\$
John Hassett	2018	\$ 37,554	\$ 6,610	\$ 4,304	\$ 1,200	\$	\$	\$	\$	\$	\$
	2017	\$ 33,846	\$ 740	\$ 4,162	\$ 1,200	\$	\$	\$	\$	\$	\$
Steve Pietkiewicz	2018	\$ 9,351	\$	\$	\$	\$	\$	\$ 194,950	\$	\$	\$ 38,096
	2017	\$ 9,508	\$	\$	\$	\$	\$	\$	\$	\$	\$ 31,502

(a) Amounts paid to Messrs. Roche, Mahendra-Rajah, Cotter, Hassett and Pietkiewicz consist of the Company

contribution into 401(k) and DCP accounts up to the permissible IRS limit and the taxable Company contribution in excess of IRS limits described under Retirement and Other Employee Benefits above.

- (b) Paid in connection with our Employee Service Award Program.
- (c) Amounts paid to Mr. Mahendra-Rajah in connection with his relocation from Belgium to the United States.
- (d) Amounts relate to reimbursement of costs and tax equalization payments associated with an expatriate assignment.
- (e) Represents dividends paid on unvested restricted stock awards assumed as part of the Company's acquisition of Linear Technology.

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The following table presents information on plan-based awards in fiscal 2018 to our NEOs:

Name	Grant Date	Estimated Possible Payouts Under Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards Number of Shares (3)	All Other Option Awards Number of Securities (4)	Price of Awards (\$ Per Share) (5)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Vincent Roche	N/A		1,476,923	4,430,769							
	3/29/2018				26,366	52,732					2,669,030(6)
	3/29/2018						26,366				2,280,923(7)
	3/29/2018							110,661	91.13		2,305,013(8)
Prashanth Mahendra-Rajah	N/A		571,154	1,713,462							
	3/29/2018				8,287	16,574					838,893(6)
	3/29/2018						8,287				716,908(7)
	3/29/2018							34,779	91.13		724,429(8)
Martin Cotter	N/A		401,106	1,203,318							
	3/29/2018				4,897	9,794					495,723(6)
	3/29/2018						4,897				423,639(7)
	3/29/2018							20,552	91.13		428,088(8)
	9/17/2018							3,334			289,124(7)
John Hassett	N/A		469,423	1,408,269							
	3/29/2018				4,897	9,794					495,723(6)
	3/29/2018						4,897				423,639(7)
	3/29/2018							20,552	91.13		428,088(8)
	9/17/2018							3,334			289,124(7)
Steve Pietkiewicz	N/A	465,387	740,173	1,289,747							
	3/29/2018				5,650	11,300					571,950(6)
	3/29/2018						5,650				488,782(7)
	6/15/2018						4,028				390,313(7)
	3/29/2018							23,713	91.13		493,930(8)

(1) The amounts shown for Messrs. Roche, Mahendra-Rajah, Cotter, and Hassett in the threshold, target and maximum columns reflect the minimum, target and maximum amounts payable under our executive performance incentive plan, respectively. Amounts in the maximum column above reflect 300% of the executive's target

bonus, which is the cap under the plan. Mr. Pietkiewicz did not participate in the executive performance incentive plan for the first and second quarters of fiscal 2018 as he participated in the Linear Technology profit sharing program and Linear Technology Corporation Executive Bonus Plan during that time period. As part of the alignment of the compensation of our legacy ADI and Linear Technology executives and employees, Mr. Pietkiewicz ceased participating in the Linear Technology profit sharing program and Linear Technology Corporation Executive Bonus at the end of the Company's second quarter of fiscal 2018 and participated in the Corporation's executive performance incentive plan for the third and fourth quarters of fiscal 2018. Amounts for Mr. Pietkiewicz represent the minimum, target and maximum amounts payable under the Linear Technology profit sharing program and the Linear Technology Executive Bonus Plan for the first and second quarters of fiscal 2018 and the minimum, target and maximum amounts payable under the executive performance incentive plan for the third and fourth quarters of fiscal 2018. The actual amounts earned in fiscal 2018 are reflected in the Summary Compensation Table above and were as follows:

	<b>Actual Payout under Non-Equity Incentive Plans for Fiscal 2018</b>
<b>Name</b>	
Vincent Roche	\$ 2,682,173
Prashanth Mahendra-Rajah	\$ 1,040,769
Martin Cotter	\$ 687,348
John Hassett	\$ 762,186
Steve Pietkiewicz	\$ 771,403

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See Compensation Discussion and Analysis above for a discussion of how these amounts were determined under our executive performance incentive plan.

- (2) Represents performance-based RSUs granted under our 2006 Stock Incentive Plan. Performance-based RSUs have both a market condition and a service condition and vest, so long as the executive continues to be employed with us, after the applicable three-year performance period. The number of shares of the Company's common stock to be issued upon vesting of performance-based RSUs will range from 0% to 200% of the target amount, based on the comparison of the Company's total shareholder return (TSR) to the median TSR of a specified peer group over a three-year period.
- (3) Represents time-based RSUs granted under our 2006 Stock Incentive Plan. The time-based RSUs vest, so long as the executive continues to be employed with us, in four equal installments on each of the first, second, third and fourth anniversaries of the grant date. Dividends are not payable on unvested RSUs.
- (4) Represents stock options granted under our 2006 Stock Incentive Plan. These options become exercisable, so long as the executive continues to be employed with us, in four equal annual installments on each of the first, second, third and fourth anniversaries of the grant date.
- (5) The exercise price per share is equal to the closing price per share of our common stock on the date of grant.
- (6) This amount does not represent the actual amount paid to or realized by the executives for these awards during the fiscal year. This amount represents the grant date fair value of the performance-based RSUs. The grant date fair value of the performance-based RSUs was calculated using the Monte Carlo simulation model which utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant to calculate the fair market value. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions, including the possibility that the market condition may not be satisfied, and the resulting fair value of the award. The grant date fair value per share of the performance-based RSU awards granted to Messrs. Roche, Mahendra-Rajah, Cotter, Hassett and Pietkiewicz on March 29, 2018 was \$101.23.
- (7) This amount does not represent the actual amount paid to or realized by the executives for these awards during the fiscal year. This amount represents the grant date fair value of the time-based RSUs. The grant date fair of the time-based RSUs is the value of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting. The grant date fair value per share of the time-based RSU awards granted to Messrs. Roche, Mahendra-Rajah, Cotter, Hassett and Pietkiewicz on March 29, 2018 was \$86.51. The grant date fair value per share of the time-based RSU awards granted to Mr. Pietkiewicz on June 15, 2018 was \$96.90. The grant date fair value per share of the time-based RSU awards granted to Messrs. Cotter and Hassett on September 17, 2018 was \$86.72.



- (8) This amount does not represent the actual amount paid to or realized by the executives for these awards during the fiscal year. The grant date fair value of these stock options granted on March 29, 2018 was \$20.83 per share and was computed using a Black-Scholes valuation methodology. We estimated the full grant date fair value of these stock options using the following assumptions: 2.64% risk free interest rate; 2.11% dividend yield; 27.77% expected volatility; and a 5-year expected life.

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The following table provides information with respect to outstanding stock options and unvested time-based and performance-based RSUs for each of our named executive officers as of November 3, 2018:

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Exercised Options (#)	Option Exercise Price (\$)	Option Expiration Date (2)	Number of Shares or Units/ Awards of Stock That Have Not Vested (#)(3)	Market Value of Shares or Units/ Awards of Stock That Have Not Vested (\$)(4)	Equity Incentive Plan Awards: Number of Unearned Shares, or Other Rights That Have Not Vested (#)(5)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, or Other Rights That Have Not Vested (\$)(4)
Vincent Roche	3/12/2014	14,174	18,876	51.73	3/12/2024				
	3/11/2015	55,436	45,908	57.29	3/11/2025				
	3/9/2016	33,083	61,059	54.93	3/9/2026	32,796	2,859,155	32,796	2,859,155
	3/8/2017	22,871	91,485	83.48	3/8/2027	25,026	2,181,767	25,026	2,181,767
	3/29/2018		110,661	91.13	3/29/2028	26,366	2,298,588	26,366	2,298,588
Prashanth Mahendra-Rajah	10/16/2017					15,838	1,380,757	20,013	1,744,733
	3/29/2018		34,779	91.13	3/29/2028	8,287	722,461	8,287	722,461
Martin Cotter	1/5/2010	4,000		31.62	1/5/2020				
	1/4/2011	9,330		37.52	1/4/2021				
	3/15/2012	18,380		39.79	3/15/2022				
	3/15/2013	17,720		46.48	3/12/2023				
	3/12/2014	11,592	2,898	51.73	3/12/2024				
	3/11/2015	6,450	4,300	57.29	3/11/2025				
	3/9/2016	3,474	5,213	54.93	3/9/2026	2,238	195,109		
	10/17/2016	10,799	16,200	61.70	10/17/2026	4,493	391,700		
3/8/2017	3,518	14,076	83.48	3/8/2027	3,851	335,730	3,851	335,730	

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	7/17/2017							15,218	1,326,705
	3/29/2018	20,552	91.13		3/29/2028	4,897	426,920	4,897	426,920
	9/17/2018					3,334	290,658		
John Hassett	3/12/2014	5,632	4,408	51.73	3/12/2024				
	3/11/2015	13,158	8,772	57.29	3/11/2025				
	3/9/2016	8,147	12,222	54.93	3/9/2026	5,248	457,521	5,248	457,521
	3/8/2017	3,909	15,639	83.48	3/8/2027	4,278	372,956	4,278	372,956
	7/17/2017							16,232	1,415,106
	3/29/2018	20,552	91.13		3/29/2028	4,897	426,920	4,897	426,920
	9/17/2018					3,334	290,658		
Steve Pietkiewicz	3/10/2017(6)					22,013	1,919,093		
	6/15/2017	6,078	24,313	79.75	6/15/2027	6,715	585,414		
	7/17/2017							15,218	1,326,705
	10/16/2017					13,885	1,210,494		
	3/29/2018	23,713	91.13		3/29/2028	5,650	492,567	5,650	492,567
	6/15/2018					4,028	351,161		

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- (1) The unexercisable options held by these officers vest, subject to continued employment, as follows:

Grant Date	Vest Date	Prashanth				
		Vincent Roche	Mahendra -Rajah	Martin Cotter	John Hassett	Steve Pietkiewicz
3/12/2014	3/12/2019	18,876		2,898	4,408	
3/11/2015	3/11/2019	22,954		2,150	4,386	
	3/11/2020	22,954		2,150	4,386	
3/9/2016	3/9/2019	20,353		1,738	4,074	
	3/9/2020	20,353		1,737	4,074	
	3/9/2021	20,353		1,738	4,074	
10/17/2016	10/17/2019			5,400		
	10/17/2020			5,400		
	10/17/2021			5,400		
3/8/2017	3/8/2019	22,871		3,519	3,910	
	3/8/2020	22,871		3,519	3,909	
	3/8/2021	22,871		3,519	3,910	
	3/8/2022	22,872		3,519	3,910	
6/15/2017	6/15/2019					6,078
	6/15/2020					6,078
	6/15/2021					6,078
	6/15/2022					6,079
3/29/2018	3/29/2019	27,665	8,694	5,138	5,138	5,928
	3/29/2020	27,665	8,695	5,138	5,138	5,928
	3/29/2021	27,665	8,695	5,138	5,138	5,928
	3/29/2022	27,666	8,695	5,138	5,138	5,929

- (2) The expiration date of each stock option award is ten years after its grant date.
- (3) The time-based RSUs granted before March 2018 as part of the annual award cycle vest in one installment on the third anniversary of the grant date. The time-based RSUs granted in 2018 vest in four equal installments on the first, second, third and fourth anniversaries of the grant date.
- (4)

The market value was calculated based on \$87.18, the closing price per share of our common stock on November 3, 2018, the last trading day of fiscal 2018.

- (5) For awards granted on March 8, 2017, the number of shares, if any, earned under the performance-based RSU award will vest in one installment fourteen days after the third anniversary of the grant date. For the Linear Integration PRSUs granted on July 17, 2017 and October 16, 2017, the number of shares, if any, earned will vest in one installment on July 17, 2020.
- (6) In connection with the Linear Technology acquisition and in accordance with the terms of the merger agreement, the Company issued equity and cash awards to certain Linear Technology employees, including Mr. Pietkiewicz, in replacement of outstanding Linear Technology equity awards. These awards vest, subject to continued employment as follows:

Grant Date	Vest Date	Shares(#)	Cash(\$)
3/10/2017	1/21/2019	1,323	262,200
	4/21/2019	1,393	276,000
	7/21/2019	5,969	
	4/21/2020	1,392	276,000
	7/21/2020	5,968	
	7/21/2021	5,968	
	<b>Total:</b>	<b>22,013</b>	<b>814,200</b>

**Table of Contents****OPTION EXERCISES AND STOCK VESTED DURING FISCAL 2018**

The following table provides information on the aggregate value realized by each named executive officer upon the exercise of stock options and the vesting of restricted stock units/awards, time-based RSUs and performance-based RSUs during fiscal 2018:

Officer Name	Option Awards Value Realized		Stock Awards Value Realized	
	Number of Shares Acquired on Exercise	on Exercise \$(1)	Number of Shares Acquired on Vesting	on Vesting \$(2)
	Vincent Roche	190,000	8,461,851	45,325
Prashanth Mahendra-Rajah			7,918	679,048
Martin Cotter	6,270	428,232	2,075	198,225
John Hassett	47,550	2,299,574	4,230	404,092
Steve Pietkiewicz (3)			12,618	1,176,493

- (1) Value realized represents the difference between the closing price per share of our common stock on the date of exercise and the exercise price per share, multiplied by the number of shares acquired on exercise.

- (2) Value realized represents the closing price per share of our common stock on the vesting date, multiplied by the number of shares vested.
- (3) In addition to the amounts reflected in the table, during fiscal 2018 Mr. Pietkiewicz received \$630,200 upon the vesting of cash awards, which were granted by the Company in connection with the Linear Technology acquisition, and in accordance with the terms of the merger agreement, in replacement of outstanding Linear Technology equity awards.

#### **NON-QUALIFIED DEFERRED COMPENSATION PLAN**

Since 1995, our executive officers and directors, along with some of our management and engineering employees, have been eligible to participate in our Deferred Compensation Plan, or DCP. We established the DCP to provide participants with the opportunity to defer receiving all or a portion of their compensation, which includes salary, bonus, commissions and director fees. Under our DCP, we provide all participants (other than non-employee directors) with Company contributions equal to 8% of eligible deferred contributions.

We credit each participant's account with earnings on the deferred amounts. These earnings represent the amounts that the participant would have earned if the deferred amounts had been invested in one or more of the various investment options selected by the participant. Under the terms of the DCP, only the payment of the compensation earned is deferred; we do not defer the expense in our financial statements related to the participant's deferred compensation and investment earnings. We charge the salary, bonuses, commissions, director fees and investment earnings on deferred balances to our income statement as an expense in the period in which the participant earned the compensation. Our balance sheet includes separate line items for Deferred Compensation Plan Investments and Deferred Compensation Plan Liabilities.

We hold DCP assets in a separate Rabbi trust segregated from other assets. We invest in the same investment alternatives that the DCP participants select for their DCP balances. Participants whose employment with us terminates due to retirement after reaching age 62 with ten years of service, disability or death will be paid their DCP balance in either a lump sum or in installments over ten or fewer years, based on the elections they have made. Participants (other than key employees, including our NEOs) who terminate their employment with us for any other reason will receive payment of their DCP balance in the form of a lump sum upon their termination of employment. Payments to our NEOs and key employees will be delayed six months and as otherwise required by relevant tax regulations.

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Mr. Pietkiewicz did not participate in the DCP in fiscal 2017 or fiscal 2018 because the DCP was not available to legacy Linear Technology employees during that time. The following table shows the non-qualified deferred compensation activity for the NEOs during fiscal 2018:

**Non-Qualified Deferred Compensation for Fiscal 2018**

<b>Name</b>	<b>Executive Contributions in Last Fiscal Year (\$)</b>	<b>Analog Devices Contributions in Last Fiscal Year (\$)(1)</b>	<b>Aggregate Earnings in Last Fiscal Year (\$)(2)</b>	<b>Aggregate Withdrawals/ Distributions (\$)</b>	<b>Aggregate Balance at Last Fiscal Year End (\$)(3)</b>
Vincent Roche	3,000,709	6,492	212,175		7,682,077
Prashanth Mahendra-Rajah	81,459	1,016	736		85,952
Martin Cotter	28,722	2,298	438		31,458
John Hassett					
Steve Pietkiewicz					

- (1) These amounts are included in the Summary Compensation Table above in the All Other Compensation column.
- (2) These amounts are excluded from the Summary Compensation Table above in accordance with SEC regulations, as we did not pay above-market earnings on deferred compensation in fiscal 2018.
- (3) Of the amounts in this column, the following amounts have also been reported in the Summary Compensation Table for fiscal 2017 and 2016:

<b>Name</b>	<b>Previously Reported for Fiscal 2017 (\$)</b>	<b>Previously Reported for Fiscal 2016 (\$)</b>
Vincent Roche	1,885,842	72,776
Prashanth Mahendra-Rajah	2,741	
Martin Cotter		
John Hassett		
Steve Pietkiewicz		

**CHANGE IN CONTROL BENEFITS****Change in Control Retention Agreements**



We have entered into change in control retention agreements with each of our executive officers and other key employees. These agreements provide for severance benefits if any of the following occurs:

within 24 months after a change in control (as defined in each agreement) that was approved by our Board of Directors, we terminate the employee's employment with us for a reason other than cause (as defined in the agreement) or the employee's death or disability;

within 24 months after a change in control that was approved by our Board of Directors, the employee terminates his or her employment for good reason (as defined in the agreement); or

within 12 months after a change in control that was not approved by our Board of Directors, we or the employee terminate the employee's employment with us for a reason other than cause (as defined in the agreement) or the employee's death or disability.

For purposes of our change in control retention agreements, a change in control occurs when:

any person or entity becomes the beneficial owner of 30% or more of the combined voting power of our outstanding securities;

our shareholders approve specified mergers of ADI with another entity; or

our shareholders approve a plan of liquidation or sale of all, or substantially all, of ADI's assets.

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These agreements provide for the following severance benefits in the event of termination following a change in control approved by the Board of Directors:

a lump-sum payment equal to 200% (299% in the case of certain employees who are parties to the agreements, including each of our NEOs) of the sum of the employee's annual base salary (as of the date of termination or the date of the change in control, whichever is higher) plus 200% (299% in the case of certain employees who are parties to the agreements, including each of our NEOs) of the total cash bonuses paid or awarded to him or her in the four fiscal quarters preceding his or her termination;

payment of all legal fees and expenses incurred by the employee as a result of such termination (including all such fees and expenses, if any, incurred in disputing such termination or in seeking to obtain or enforce any right or benefit provided by the agreement or in connection with tax audit or proceeding to the extent attributable to the application of Section 4999 of the Internal Revenue Code to any payment or benefit provided under the agreement); and

the continuation of life, disability, dental, accident and group health insurance benefits for a period of 24 months.

If payments to the employee under his or her agreement (together with any other payments or benefits, including the accelerated vesting of stock options or restricted stock awards that the employee receives in connection with a change in control) would trigger the provisions of Sections 280G and 4999 of the Internal Revenue Code, the change in control employee retention agreements provide for the payment of an additional amount so that the employee receives, net of excise taxes, the amount he or she would have been entitled to receive in the absence of the excise tax imposed by Section 4999 of the Internal Revenue Code. In September 2009, our Compensation Committee eliminated this provision from any new employee retention agreements.

Each agreement provides that, in the event of a potential change in control (as defined in each agreement), the employee will not voluntarily resign as an employee, subject to certain conditions, for at least six months after the change in control occurs. The Compensation Committee reviews these agreements each year, and the agreements automatically renew each year unless we give the employee three months' notice that his or her agreement will not be extended.

Mr. Pietkiewicz's Analog Devices Change in Control Retention Agreement also provides that if a termination of his employment occurs under circumstances that would entitle him to receive severance benefits under such agreement as well as severance benefits under his Linear Technology Corporation Change of Control Severance Agreement (described below), then he is entitled to receive the greater of the severance benefits provided for in the Analog Devices Change in Control Retention Agreement and any similar severance benefits (accrued compensation, base salary, cash bonuses and insurance benefits) of the Linear Technology Corporation Change in Control Severance Agreement, as applicable.

**Mr. Pietkiewicz's Linear Technology Corporation Change in Control Severance Agreement**

Mr. Pietkiewicz is also party to a Linear Technology Corporation Change in Control Agreement, which provides that, if the Company terminates his employment without cause (as defined in the agreement) or he terminates his employment for good reason (also as defined in the agreement) and, in either case, such termination occurs on or before March 10, 2019 (the second anniversary of Linear Technology's change in control), then, subject to Mr. Pietkiewicz signing and not revoking a separation agreement and mutual release of claims and his continued compliance with the terms of his confidential information and invention assignment agreement, he will receive:

A lump sum payment (less applicable withholding taxes) equal to 100% of Mr. Pietkiewicz's annual base salary as in effect immediately prior to his termination date or, if greater, at the level in effect immediately prior to the change of control of Linear Technology;

A lump sum payment (less applicable withholding taxes) equal to 100% of Mr. Pietkiewicz's bonus amount, which is generally defined as the annualized average of the bonuses paid to Mr. Pietkiewicz over two years of completed bonus periods prior to his termination (or prior to the

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Linear Technology change of control, if a higher average), or if Mr. Pietkiewicz has held his current position for less than the duration of those bonus periods, then the annualized average of the bonuses paid to Mr. Pietkiewicz for those bonus periods during which he held that position actually completed prior to his termination (or prior to the Linear Technology change of control, if a higher average);

Accelerated vesting of 75% of Mr. Pietkiewicz's then-unvested equity awards that were assumed by the Company in connection with the acquisition of Linear Technology; and

Reimbursement of Mr. Pietkiewicz's COBRA premiums for himself and his eligible dependents for a maximum period of 12 months, if he elects continuation coverage pursuant to COBRA.

**Potential Payments Upon Termination or Change in Control**

Payments upon a change in control for our NEOs are calculated based upon the change-in-control retention agreements described above under "Change in Control Benefits" "Change in Control Retention Agreements" or "Change in Control Benefits" Mr. Pietkiewicz's Linear Technology Corporation Change in Control Severance Agreement. Under our 2006 Stock Incentive Plan, in the event of a change in control, employees who have outstanding and unvested awards under our 2006 Stock Incentive Plan, including our NEOs, if they remain employed by ADI, would have one-half of the shares of common stock subject to their then-outstanding unvested options accelerate and become immediately exercisable and one-half of their unvested time- and performance-based RSUs would vest. The remaining one-half of the unvested options and time- and performance-based RSUs would continue to vest in accordance with the original vesting schedules, and any remaining unvested options or time- and performance-based RSUs would vest if, on or prior to the first anniversary of the change in control, his or her employment is terminated without cause or for good reason (as defined in the plan).

Upon a change in control approved by the Board of Directors, if we terminate an executive officer's employment for cause or if the executive officer terminates his or her employment other than for good reason, then the executive officer will receive his or her full base salary and all other compensation through the date of termination at the rate in effect at the time that the termination notice is given and we will have no further obligations to the executive officer. When the employment of an executive officer terminates in a situation that does not involve a change in control, the officer is entitled to receive the same benefits as any other terminating employee. This applies regardless of the reason for termination.

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The following tables quantify the amounts that would be payable to the NEOs named in the Summary Compensation Table upon termination of their employment. The amounts shown assume that the terminations were effective on the last day of our fiscal year, or November 3, 2018. The tables do not include the accumulated benefit under our DCP that would be paid to our NEOs described above under Non-Qualified Deferred Compensation Plan, or any other employee benefits, except to the extent that the officer is entitled to an additional benefit as a result of the termination. In addition, the tables do not include the value of vested but unexercised stock options held by each executive as of November 3, 2018. The actual amounts that would be paid out would depend on which options were exercised and, therefore, can only be determined at the time of the executive officer's termination of employment.

	Termination by us without Cause or by the Named Executive Officer with Good Reason Following a Change in Control					Termination by us without Cause or by the Named Executive Officer with Good Reason Before March 10, 2019 Steve Piekiewicz
	Vincent Roche (1)(2)(3)(4) (5)(6)	Prashanth Mahendra- Rajah (1)(2)(3)(4)(5)	Martin Cotter (1)(2)(3)(4)(5)	John Hassett (1)(2)(3)(4)(5)	Steve Piekiewicz (1)(2)(3)(4)(5)	Piekiewicz (7)
Cash Severance	\$ 2,990,000	\$ 1,644,500	\$ 1,345,500	\$ 1,390,350	\$ 1,196,000	\$ 400,000
Cash Bonus	\$ 8,314,671	\$ 2,681,801	\$ 2,095,934	\$ 2,264,843	\$ 3,106,129	\$ 771,403
Value of Accelerated Vesting of Stock Awards	\$ 19,028,011	\$ 4,570,412	\$ 4,593,711	\$ 5,091,041	\$ 6,078,874	\$ 1,439,320
Value of Accelerated Vesting of Cash Awards	\$	\$	\$	\$	\$ 610,650	\$ 610,650
Value of Medical and Other Benefits	\$ 25,990	\$ 40,592	\$ 25,990	\$ 28,416	\$ 47,138	\$ 23,569
Excise Tax Gross Up	\$ 7,965,362					
<b>Total</b>	<b>\$ 38,324,034</b>	<b>\$ 8,937,305</b>	<b>\$ 8,061,135</b>	<b>\$ 8,774,650</b>	<b>\$ 11,038,791</b>	<b>\$ 3,244,942</b>

- (1) Cash severance based upon a multiplier of 299% of the executive officer's base salary.
- (2) Cash bonus based upon a multiplier of 299% of the sum of the executive officer's total cash bonuses awarded to him in the four fiscal quarters preceding termination.
- (3) The value of accelerated unvested options as of November 3, 2018 is calculated by taking the difference between the closing price of our common stock on Nasdaq on the last trading day of the fiscal year (\$87.18 on November 2, 2018) and the option exercise price and multiplying it by the number of accelerated options. For time- and performance-based RSUs/RSAs the value represents the closing price of our common stock on the last trading day of the fiscal year multiplied by the number of accelerated units. For performance-based RSUs, the number of accelerated units assumes vesting at the target level. Accelerated cash awards are equal to 100% of the award.

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- (4) As of November 3, 2018, upon termination by us without cause or by the NEO for good reason after a change in control event, the officer would be entitled to acceleration of vesting of all outstanding unvested stock options or time-based and performance-based RSUs granted under the Company's 2006 Stock Incentive Plan. RSAs assumed by the Company in connection with the acquisition of Linear Technology for Mr. Pietkiewicz were granted under the Linear 2010 Equity Plan and 75% would accelerate upon termination without cause or by Mr. Pietkiewicz for good reason following a change in control. The number of accelerated units/awards would be as follows:

Name	Number of			
	Number of Unvested Cash Awards that Accelerate upon Termination After a Change in Control	Number of Unvested Option Awards that Accelerate upon Termination After a Change in Control	RSAs that Accelerate upon Termination After a Change in Control	Number of Unvested Performance Based RSUs that Accelerate upon Termination After a Change in Control at Target Achievement
Vincent Roche		327,989	84,188	84,188
Prashanth Mahendra-Rajah		34,779	24,125	28,300
Martin Cotter		63,239	18,813	23,966
John Hassett		61,593	17,757	30,655
Steve Pietkiewicz	610,650	48,026	46,787	20,868

- (5) Amounts include life, disability, dental, accident and group health insurance benefit continuation for 24 months after a termination in connection with a change in control. The annual benefit costs for each executive are: \$12,995 for Messrs. Roche and Cotter, \$20,296 for Mr. Mahendra-Rajah, \$14,208 for Mr. Hassett and \$23,569 for Mr. Pietkiewicz.
- (6) In calculating the excise tax gross-up amounts, we take into account Mr. Roche's earnings from ADI for the prior five years. We include the change in control cash severance and bonus, valuations of unvested stock options that become vested upon a change in control (using the fiscal 2018 year-end closing stock price), valuations of time-based and performance-based RSUs that become vested upon a change in control (using the fiscal 2018 year-end closing stock price), and our estimated cost of medical and other benefits. Whether Mr. Roche will receive a gross-up amount will depend primarily on his earnings in the previous five years, which will vary depending on stock option exercise activity and amounts of salary and incentives deferred under the DCP. Since

2009, our executive compensation arrangements for new executives do not contain tax gross up provisions for excess parachute payments.

- (7) Under the terms of the Linear Technology Corporation Change in Control Agreement, if the Company terminates Mr. Pietkiewicz's employment without cause or he terminates his employment for good reason on or before March 10, 2019 (the second anniversary of Linear Technology's change in control), then he will receive: a lump sum payment equal to 100% of his annual base salary as in effect immediately prior to his termination date; a lump sum payment equal to 100% of his bonus amount; accelerated vesting of 75% of his unvested equity awards assumed by the Company in connection with the acquisition of Linear Technology; and life, disability, dental, accident and group health insurance benefit continuation for 12 months after a termination in connection with a change in control.

#### **CEO PAY RATIO**

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our median employee and the annual total compensation of Vincent Roche, the Company's President and Chief Executive Officer.

This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our human resources system of records and the methodology described below. Because the SEC rules for identifying the median 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 that reflect their compensation practices, the pay ratio



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reported by other companies may not be comparable to the pay ratio reported below, 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.

To identify the median employee and to determine such employee's annual total compensation, we used the following methodology and material assumptions, adjustments and estimates:

We selected November 1, 2018, as the date upon which we would identify the median employee.

We used our global employee population as of this date.

To identify the median employee, we used annual base salary and target bonus (or sales incentive) at a target of 1.0x of annual base salary. Base salaries were annualized for all permanent employees who were employees for less than the full fiscal year and not on an unpaid leave of absence as of the identification date.

We identified and calculated the elements of the median employee's total compensation for fiscal 2018 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

We applied the exchange rate that we utilize in our accounting system, as of our fiscal year end (November 3, 2018), to convert foreign currency to U.S. dollars.

For fiscal 2018, the annual total compensation of the median employee of Analog Devices (other than our Chief Executive Officer) was \$53,821. The annual total compensation of our Chief Executive Officer for fiscal 2018 was \$11,007,691, which is the annual total compensation of our Chief Executive Officer reported in the Total column of the Summary Compensation Table appearing on page 55. Based on this information, the ratio of the annual total compensation of our Chief Executive Officer to the median of the annual total compensation of all other employees was approximately 205 to 1.

## **EQUITY AWARD PROGRAM DESCRIPTION**

Our equity award program is a broad-based, long-term employee retention program that is intended to attract, retain and motivate our employees, officers and directors and to align their interests with those of our shareholders. Under our 2006 Stock Incentive Plan, we may grant options to purchase shares of our common stock, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards to all employees, officers, directors, consultants and advisors of ADI. All stock options have a term of ten years, and for employees, generally vest in four equal installments on each of the first, second, third and fourth anniversaries of the date of grant, subject to full or partial acceleration upon death, disability or a change in control. The 2006 Stock Incentive Plan does not permit us to grant options at exercise prices that are below the fair market value of our common stock on the date of grant. Generally, our employee time-based RSUs vest in four equal installments on each of the first, second, third and fourth

anniversaries of the date of grant. Our performance-based RSUs have three year performance periods under which the number of shares of ADI common stock received following vesting, if any, will be based on ADI's TSR performance measured against the median TSR of a comparator group of companies over the three-year period. RSUs granted under the 2006 Stock Incentive Plan are subject to full or partial acceleration upon death, disability or a change in control.

Under our 2010 Plan, which we assumed as part of the Linear Technology acquisition, we may grant options to purchase shares of our common stock, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards to legacy Linear employees. All stock options have a term of ten years, and for employees, generally vest in four equal installments on each of the first, second, third and fourth anniversaries of the date of grant, subject to full or partial acceleration upon death or disability. The 2010 Plan does not permit us to grant options at exercise prices that are below the fair market value of our common stock on the date of grant. Generally, our employee time-based RSUs vest in four equal installments on each of the first, second, third and fourth anniversaries of the date of grant. RSUs under the 2010 Plan are subject to full or partial acceleration upon death or disability. The Compensation Committee has discretion to determine the treatment of outstanding awards under the 2010 Plan in the event of a change in control.

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As part of the Linear Technology acquisition, we also assumed the 2005 Plan and converted certain outstanding Linear RSU and restricted stock awards based on share exchange ratios determined in accordance with the merger agreement. The resulting Company stock-based award (either an RSU or an RSA) continue to vest on the same schedule provided under the original Linear RSU or Linear RSA, as applicable. The Company is not granting new awards under the 2005 Plan. RSUs and RSAs under the 2005 Plan are subject to full or partial acceleration upon death or disability. The Compensation Committee has discretion to determine the treatment of outstanding awards under the 2005 Plan in the event of a change in control.

We can make equity award grants to executive officers and directors only from shareholder-approved plans after the Compensation Committee reviews and approves the grants. All members of the Compensation Committee are independent directors, as defined by the Nasdaq Rules.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table provides information as of November 3, 2018 about the securities which are either already issued, or authorized for future issuance, under our 2006 Stock Incentive Plan, as well as our 2005 Plan and our 2010 Plan, which were both assumed in connection with the Linear Technology acquisition.

Plan Category	(a)	(b)	(c)
	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by shareholders	9,945,614(1) \$	58.42(2)	11,373,812(3)
Equity compensation plans not approved by shareholders (4)	2,640,005(4) \$		1,560,262
Total	12,585,619 \$	58.42(2)	12,934,074

(1) Includes 2,648,968 RSUs under our 2006 Stock Incentive Plan that were outstanding on November 3, 2018.

(2)

The weighted average exercise price of outstanding options, warrants and rights excludes RSUs, which do not have an exercise price.

- (3) Our 2006 Stock Incentive Plan, which was approved by shareholders in March 2014, allows for the issuance of 34 million shares of our common stock, plus any shares that were subject to outstanding options under our 1998 Stock Option Plan and our 2001 Broad-Based Stock Option Plan as of January 23, 2006 that are subsequently terminated or expire without being exercised. Shares not issued as a result of a net settlement, used to pay withholding tax on options or stock appreciation rights, or surrendered but not issued as new awards under a shareholder approved option exchange program are not available for use under the plan.
- (4) In connection with the acquisition of Linear Technology in March 2017, we assumed the 2005 Plan and the 2010 Plan and issued 2.8 million RSU and RSA awards, in the aggregate, in replacement of outstanding and unvested Linear Technology equity awards under such plans. The 2010 Plan allows for the future issuance of up to 2.9 million additional shares of our common stock.

#### **Employee Service Award Program**

Our Employee Service Award Program is designed to recognize and thank employees for their long-term working relationship with ADI. All regular employees other than executive officers are eligible to receive these awards in the form of shares of our common stock. Our executive officers receive these awards in cash instead of stock. We grant these awards to employees starting with the employee's tenth anniversary

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of employment with us, and after the tenth anniversary, we grant the awards at the end of each subsequent five-year period of employment with us. The value of the award at the employee's tenth anniversary with us is \$1,000 and the value of the award increases by \$500 at each subsequent five-year service milestone. The number of shares awarded to an eligible employee is equal to the dollar value of the award divided by the closing per share price of our common stock as reported on Nasdaq on a specified date. The shares awarded are issued under our 2006 Stock Incentive Plan. Our Board of Directors may terminate, amend or suspend the program at any time at its discretion.

## **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

During fiscal 2018, Mr. Novich and Drs. Frank and Su served as members of our Compensation Committee. No member of our Compensation Committee was at any time during fiscal 2018, or formerly, an officer or employee of ADI or any subsidiary of ADI. No member of our Compensation Committee had any relationship with us during fiscal 2018 requiring disclosure under Item 404 of Regulation S-K under the Exchange Act.

During fiscal 2018, none of our executive officers served as a member of the board of directors or compensation committee (or other committee serving an equivalent function) of any entity that had one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

## **COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with our management. Based on this review and discussion, the Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

### **Compensation Committee**

Neil Novich, *Chairman*

Edward H. Frank

Lisa T. Su

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**PROPOSAL 3**

**RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the Company's independent registered public accounting firm. To execute this responsibility, the Audit Committee engages in an annual evaluation of the independent registered public accounting firm's qualifications, performance and independence and whether the retention of the independent public accounting firm is in the best interest of the Company and our shareholders.

Our Audit Committee has selected the firm of Ernst & Young LLP, independent registered public accounting firm, as our auditors for the 2019 fiscal year. We have engaged Ernst & Young LLP, or its predecessor firms, to serve as our independent registered public accounting firm continuously since 1967. Through Ernst & Young LLP's years of experience with ADI, Ernst & Young LLP has gained institutional knowledge of and deep expertise regarding ADI's global operations, accounting policies and practices, and internal control over financial reporting, which enables efficiency with the annual audit and benefits the Company. In accordance with SEC rules and Ernst & Young LLP policies, the firm's lead engagement partner rotates every five years. Our Audit Committee and its Chairman are directly involved in the selection of Ernst & Young LLP's lead engagement partner. The Audit Committee also has the sole authority to approve all engagement fees paid to our independent registered public accounting firm.

The Audit Committee and the Board of Directors believe that the continued retention of Ernst & Young LLP as our independent registered public accounting firm is in the best interest of the Company and our shareholders, and we are asking our shareholders to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2019 fiscal year. Although shareholder approval of the selection of Ernst & Young LLP is not required by law, our Board of Directors believes that it is advisable to give shareholders an opportunity to ratify this selection. If this proposal is not approved by our shareholders at the Annual Meeting, our Audit Committee will reconsider its selection of Ernst & Young LLP. Even if the selection is ratified, the Audit Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such change would be in the best interests of the Company and our shareholders.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and will also be available to respond to appropriate questions from shareholders.

***Our Board of Directors unanimously recommends that you vote FOR the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2019 fiscal year.***



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**PROPOSAL 4**

**SHAREHOLDER PROPOSAL RELATING TO A DIVERSITY REPORT**

Trillium Asset Management, LLC, located at Two Financial Center, 60 South Street, Suite 1100, Boston, MA 02111, has advised us that they plan to introduce the following resolution at this year's Annual Meeting on behalf of the Episcopal City Mission and Sundance Family Foundation, who have indicated that they beneficially own 2,609 shares and 46 shares of our common stock, respectively. The Company is not responsible for the accuracy or content of the proposal, which is presented as received from the proponent in accordance with SEC rules. As explained below, our Board unanimously recommends that you vote **AGAINST** this shareholder proposal.

**DIVERSITY REPORT**

**WHEREAS:** The business case for workforce diversity is compelling. McKinsey & Company, for example, found in 2015, and in a larger study in 2017 that highly diverse executive teams had higher returns on equity and earnings performance than those with low diversity. Companies in the top quartile for gender diversity on executive teams were 21 percent more likely to have industry-leading profitability. Companies in the top quartile for ethnic/cultural diversity were 33 percent more likely to have industry-leading profitability.

Further, the lack of diversity among high tech workers is a central public policy concern according to the U.S. Equal Employment Opportunity Commission. In 2014, the Commission reported that the high-tech sector employed a larger share of whites, Asian Americans, and men, and a smaller share of African-Americans, Hispanics and women than the overall private industry.

Analog Devices states that it has become the world leader in high performance signal processing solutions by ensuring that we not only have the best products in the industry, but the best people. Yet, no information is provided describing how its business strategy of delivering the best product is aligned with a strategy to attract and retain top talent to serve its diverse, global customer base.

Sector peers including Cisco, Palo Alto Networks and Adobe Systems publish EEO-1 data and disclosure inclusion and diversity strategies. Intel set targets for raising the percentage of women and underrepresented minorities in their workforce. Symantec created a sub-goal of increasing its percentage of women in leadership (Director-level and above) to 30 percent by 2020. Financial services sector companies, similarly, have begun setting diversity targets. Citigroup, in August 2018, announced plans to reverse falling diversity by setting public quantitative goals and holding senior leaders accountable for meeting them.

Global companies are increasingly recognizing the importance of diversity and inclusion as business and social imperatives. Leveraging the contributions of a diverse employee population creates an environment in which individual differences and capabilities are valued. Further, operationalizing an effective inclusion and diversity strategy requires inclusive leadership and goal setting. Companies that hold themselves publicly accountable to



diversity goals are more likely to make rapid progress toward achieving those goals.

**RESOLVED:** Shareholders request that Analog Devices prepare a diversity report, at reasonable cost and omitting confidential information, available to investors including:

1. A chart identifying employees according to gender and race in major EEOC-defined job categories, listing numbers or percentages in each category;
2. A description of policies/programs focused on increasing diversity in the workplace.

**Shareholder Supporting Statement:** A report adequate for investors to assess strategy and performance would include disclosures, such as a review of appropriate time-bound benchmarks for judging

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current and future progress, and practices in use to ensure progress can be achieved, for example, the extent to which incentive compensation packages include diversity and inclusion goals for named executive officers.

### COMPANY'S OPPOSITION STATEMENT

**The Analog Devices Board of Directors unanimously recommends that shareholders vote AGAINST this proposal for the following reasons:**

#### **ANALOG DEVICES' COMMITMENT TO DIVERSITY AND INCLUSION**

Analog Devices is a global company with design, development, field application engineering, sales, and manufacturing employees and facilities worldwide. We believe that our more than 15,000 employees worldwide are one of our most valuable assets. We want people whose diverse backgrounds open our innovation aperture and allow ADI to think differently, come at complex problems from many different vantage points, and find the best possible solutions. Consistent with this belief, we are committed to ensuring that our employees are treated with respect and dignity in order to drive a culture of inclusion that values and leverages the uniqueness and broad perspective of each employee. Diversity and inclusion are recognized as critical business imperatives at ADI. When people feel appreciated and included, they can be more creative, innovative and successful, which in turn drives the success of ADI and enhanced value for you, our shareholders. Our more than fifty years of success is a testament to our commitment to developing a highly productive, talented and motivated global workforce.

The integration of diversity and inclusion into our organization is demonstrated by our appointment of a Director of Diversity and Inclusion who reports up through our Senior Director of Talent into the Chief People Officer, an executive officer of ADI, demonstrating cross functional integration and access to the highest governing level of the Company.

#### **DIVERSITY AND INCLUSION PROGRAMS AT ADI**

Our commitment to diversity is reflected in the Company's diversity and inclusion programs and initiatives, which include the following:

**Inclusion Program.** This is a company-wide initiative to educate all our employees about the business benefits of inclusion. Through this initiative, employees receive unconscious bias training, and we will track throughout the year the actions our teams will be taking to be a more inclusive workforce. We believe that by helping our employees begin to recognize, acknowledge and potentially minimize potential blind spots with respect to unconscious biases, we may continue building a culture of inclusion in which diverse perspectives and voices are heard and thrive.

**Pay it Forward.** This is a program open to high performing or high potential women at ADI to help with mobility into higher grades by providing them with a mentor. In exchange, we mobilize these women to help increase the pool size of female applicants by sending them to different university programs, providing them a female intern over the summer, and encouraging the participants to find other ways of paying it forward.

Many participants volunteer with their local schools to help with STEM initiatives and other community-based projects.

**Diversity Networks.** Our global employee diversity networks are voluntary organizations led by a team of employees dedicated to fostering a diverse and inclusive work environment. Open to all employees, the networks aim to assist the Company in fostering the retention, development and success of our employees by connecting employees with one another and providing mentoring, learning and development opportunities. The Company's current diversity networks include the Women's Leadership Network, the Young Professional Network and the LGBT+ Network.

**Respect the Workplace Training.** This is a company-wide training program to help strengthen our culture of respect and inclusion within our organization.

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### **RECOGNITION AS A LEADER IN DIVERSITY AND INCLUSION**

Our commitment to diversity and inclusion has been recognized by outside organizations. Recent recognitions include:

**Forbes 2018 World's Best Employer.** Recipients were chosen from *Forbes'* list of the 2,000 largest publicly traded companies across the globe. Also in 2018, ADI was named to the publication's list of America's Best Employers.

**2018 Thompson Reuters Top 100 Global Tech Leader.** ADI received a placement on Thompson Reuters Top 100 Global Technology Leaders list, a program that identifies the technology industries' most operationally sound and financially successful companies.

**The Boston Globe Top Places to Work.** The Boston Globe named ADI as a Top Place to Work in Massachusetts in both 2017 and 2018. ADI ranked 21st in 2017 and 18th in 2018 in the largest companies category.

**Just Capital 2017 Just 100.** ADI was listed on Just Capital's 2017 Just 100 list that ranks the largest publicly-traded U.S. companies. Companies are evaluated on public attitude towards corporate behaviors.

Most Respected Public Semiconductor Company Achieving \$1 Billion to \$5 Billion in Annual Sales award from **Global Semiconductor Alliance.**

ADI's Vice President of Consumer and Healthcare Systems, Jennifer Lloyd, and Area Sales Director, North America West and Latin American regions, Kay Rhind, were recognized by the YWCA, Silicon Valley, as **2018 Tribute to Women Award honorees** for their respective efforts to promote women's leadership and advancement opportunities in the Silicon Valley region.

### **DATA REQUESTED BY SHAREHOLDER PROPOSAL**

The shareholder proposal requests that we create a report including, among other things, a chart identifying U.S. employees according to gender and race in major EEOC-defined job categories, listing numbers or percentages in each category. As a government contractor, the Company files this information annually with the EEOC (Equal Employment Opportunity Commission) for its U.S.-based employee population on a confidential Form EEO-1. This confidential form requires companies to categorize their U.S. workforce solely by gender and race according to EEOC-defined generalized job categories that are applied across a broad variety of industries and companies.

We agree with our shareholder proponent that reporting diversity metrics is appropriate, however, we also believe that such reporting should be meaningful and reflective of ADI as a truly global employer. For purposes of the EEO-1

report, we ask our U.S. employees to voluntarily self-identify their race and ethnicity, and we do not obtain information on the race and ethnicity of our employees outside of the United States. Because we are a global organization with more than half of our employee population outside the United States, we do not believe that presenting U.S.-only information is useful to investors and other constituents as it is not representative of the diversity of our global employee population. Furthermore, we do not believe that public dissemination of the EEO-1 reported information, which could be manipulated or misinterpreted by third parties, is appropriate, nor would it further promote or enhance ADI's serious commitment to diversity and inclusion in any meaningful way. We do, however, believe that presenting the metrics that our management team considers to be meaningful disclosure for our Company at this time is appropriate and will demonstrate to our shareholders our commitment to diversity in our workplace. We already include gender diversity metrics disclosure in the Social Sustainability section of our website. Led by our new Chief People Officer, our senior leadership team is also in the process of developing additional appropriate metrics to benchmark and monitor ADI's progress against our diversity objectives.

We reviewed our current gender diversity metrics disclosure with our shareholder proponent, who did not accept it as responsive enough to their proposal and did not accept our invitation to meet and work with our Chief People Officer and her team to help develop the additional appropriate metrics.

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**SUMMARY**

In summary, the Company remains fully committed to our ongoing efforts to promote diversity and foster an inclusive environment for all employees throughout the Company, which we agree is critical for continued success. However, we do not believe that this shareholder proposal would advance those goals or serve to enhance our shareholders understanding of our diversity and inclusion efforts and achievements.

*Our Board of Directors unanimously recommends that you vote **AGAINST** this proposal.*

**OTHER MATTERS**

Our Board of Directors does not know of any other matters that may come before the Annual Meeting. However, if any other matters are properly presented at the Annual Meeting, it is the intention of the persons named as proxies to vote, or otherwise act, in accordance with their judgment on such matters.

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**ELECTRONIC VOTING**

If you own your shares of common stock of record, you may vote your shares over the Internet at [www.proxyvote.com](http://www.proxyvote.com) or telephonically by calling 1-800-690-6903 and by following the instructions on the Notice or proxy card. Proxies submitted over the Internet or by telephone must be received by 11:59 p.m. Eastern Time on March 12, 2019.

If the shares you own are held in street name by a bank, broker or other nominee, your bank, broker or other nominee will provide a voting instruction form to you with this proxy statement, which you may use to direct how your shares will be voted. **You must instruct your bank, broker or other nominee how to vote with respect to the election of directors, the say on pay advisory vote and the shareholder proposal; your bank, broker or other nominee cannot exercise its discretion to vote on these matters on your behalf.** Many banks and brokers also offer the option of voting over the Internet or by telephone, instructions for which would be provided by your bank or broker on your voting instruction form.

**We hope that shareholders will attend the Annual Meeting. Whether or not you plan to attend, we urge you to vote your shares over the Internet or by telephone, or complete, date, sign and return the proxy card in the accompanying postage-prepaid envelope if you received a printed proxy card. A prompt response will greatly facilitate arrangements for the Annual Meeting and your cooperation will be appreciated. Shareholders who attend the Annual Meeting may vote their shares personally even though they have previously sent in their proxies.**

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## APPENDIX A

## Reconciliation from GAAP to Non-GAAP Revenue and Earnings Measures

(In thousands, except per-share amounts)

	Twelve Months Ended FY 18 Nov. 3, 2018
GAAP Revenue	\$ 6,200,942
<i>YY Revenue growth %</i>	21.4%
GAAP Gross Margin	\$ 4,233,302
<i>Gross Margin Percentage</i>	68.3%
Acquisition-Related Expenses	180,903
Non-GAAP Gross Margin	\$ 4,414,205
<i>Gross Margin Percentage</i>	71.2%
GAAP Operating Income/Margin	\$ 1,881,735
<i>Percent of Revenue</i>	30.3%
Acquisition-Related Expenses	658,035
Acquisition-Related Transaction Costs	22,197
Accelerated Stock-Based Compensation Expense	3,402
Restructuring-Related Expense	61,318
Non-GAAP Operating Income/Margin	\$ 2,626,687
<i>Percent of Revenue</i>	42.4%
<b>GAAP Diluted EPS</b>	<b>\$ 3.97</b>
Acquisition-Related Expenses	1.76
Acquisition-Related Transaction Costs	0.06
Accelerated Stock-Based Compensation Expense	0.01
Restructuring-Related Expense	0.16
Income Tax Effect of Above Items	(0.09)
Impact of State Tax Valuation Release	(0.03)
Impact of Prior Period Tax Liabilities	0.03
Impact of Uncertain Tax Positions	(0.09)
Impact of Toll Tax	1.84
Impact of Deferred Tax Recalibration	(1.69)



<b>Non-GAAP Diluted EPS (1)</b>	<b>\$</b>	<b>5.94</b>
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(1) The sum of the individual per share amounts may not equal the total due to rounding

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Table of Contents**Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow****(In thousands)**

	<b>Twelve Months Ended</b>	
	<b>FY 18</b>	<b>FY 13</b>
	<b>Nov. 3,</b>	<b>Nov. 2,</b>
	<b>2018</b>	<b>2013</b>
Net cash provided by operating activities	\$ 2,442,361	\$ 912,345
% of revenue	39.4%	34.6%
Capital expenditures	(254,876)	(123,074)
Free cash flow (1)	\$ 2,187,485	\$ 789,271
% of revenue	35.3%	30.0%

(1) Free cash flow is defined as net cash provided by (used in) operating activities, less capital expenditures. Non-GAAP financial measures included in this Proxy Statement are financial measures that are not in accordance with, nor an alternative to, generally accepted accounting principles and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles.

Management uses non-GAAP measures internally to evaluate the Company's operating performance from continuing operations against past periods and to budget and allocate resources in future periods. These non-GAAP measures also assist management in evaluating the Company's core business and trends across different reporting periods on a consistent basis. Management also uses these non-GAAP measures as the primary performance measurement when communicating with analysts and investors regarding the Company's earnings results and believes that the presentation of these non-GAAP measures is useful to investors because it provides investors with the operating results that management uses to manage the Company and enables investors and analysts to evaluate the Company's core business.

Analog Devices believes that non-GAAP measures have material limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP and that these measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP measures. In addition, our non-GAAP measures may not be comparable to the non-GAAP measures reported by other companies. The Company's use of non-GAAP measures, and the underlying methodology when excluding certain items, is not necessarily an indication of the results of operations that may be expected in the future, or that the Company will not, in fact, record such items in future periods. Investors should consider our non-GAAP financial measures in conjunction with the corresponding GAAP measures.

**The following item is excluded from our non-GAAP gross margin, non-GAAP operating income, non-GAAP operating margin, and non-GAAP diluted earnings per share:**

*Acquisition-Related Expenses:* Expenses incurred as a result of current and prior period acquisitions and primarily include expenses associated with the fair value adjustments to inventory, property, plant and equipment and amortization of acquisition related intangibles, which include acquired intangibles such as purchased technology and customer relationships. Expenses also include severance payments, equity award accelerations and the fair value adjustment associated with the replacement of share-based awards related to the Linear Technology acquisition. We excluded these costs from our non-GAAP measures because they relate to specific transactions and are not reflective of our ongoing financial performance.

**The following items are excluded from our non-GAAP operating income, non-GAAP operating margin, and non-GAAP diluted earnings per share:**

*Acquisition-Related Transaction Costs:* Costs directly related to the Linear Technology acquisition, including legal, accounting and other professional fees, as well as integration-related costs. We excluded these costs from our non-GAAP measures because they relate to a specific transaction and are not reflective of our ongoing financial performance.

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*Restructuring-Related Expense:* These expenses are incurred in connection with facility closures, consolidation of manufacturing facilities, severance, and other cost reduction efforts. We excluded these expenses from our non-GAAP measures because apart from ongoing expense savings as a result of such items, these expenses and the related tax effects have no direct correlation to the operation of our business in the future.

*Accelerated Stock-Based Compensation Expense:* The Company recorded stock-based compensation expense for one of its former executive officers due to the accelerated vesting of restricted stock units and stock options resulting from a reduction in the requisite service period for each in accordance with the terms of the applicable agreements. This stock-based compensation expense and the related tax effect have no direct correlation to the operation of our business in the future.

**The following item is excluded from our non-GAAP diluted earnings per share:**

*Tax-Related Items:* Tax adjustments associated with the non-GAAP items discussed above. Discrete tax items including tax expense or benefit related to prior periods; tax benefits related to the release of a tax reserves for an expired tax years; the release of reserves associated with a favorable ruling on petitions with the U.S. Tax Court; tax expense or benefit from changes to state tax valuation allowances; tax expense associated with the remittance of cash held outside of the United States related to the post-acquisition integration of Linear Technology and tax expense related to the impact of the Tax Cuts and Jobs Act of 2017. We excluded these tax-related items from our non-GAAP measures because they are not associated with the tax expense on our current operating results.

Investors should consider our non-GAAP financial measures in conjunction with the corresponding GAAP measures.

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**ANALOG DEVICES, INC.**

**P.O. BOX 9106**

**ATTN: INVESTOR RELATIONS DEPT.**

**ONE TECHNOLOGY WAY**

**NORWOOD, MA 02062-9106**

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. **To sign up for electronic delivery, please follow the instructions below to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on March 12, 2019. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on March 12, 2019. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E54437-P16327

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**ANALOG DEVICES, INC.**

The shares represented by this proxy when properly executed will be voted in the manner directed by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR the election of each Director Nominee, FOR Proposals 2 and 3 and AGAINST Proposal 4.**

**The Board of Directors recommends you vote FOR each of the Director Nominees:**

1. The election to Analog Devices Board of Directors of the eleven nominees named in our Proxy Statement.

<b>Nominees:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1a. Ray Stata			
1b. Vincent Roche			
1c. James A. Champy			
1d. Anantha P. Chandrakasan			
1e. Bruce R. Evans			
1f. Edward H. Frank			
1g. Karen M. Golz			
1h. Mark M. Little			
1i. Neil Novich			
1j. Kenton J. Sicchitano			
1k. Lisa T. Su			

**The Board of Directors recommends you vote FOR Proposals 2 and 3:** **For Against Abstain**

2. Advisory resolution to approve the compensation of our named executive officers.
3. Ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2019.

**The Board of Directors recommends you vote AGAINST Proposal 4:** **For Against Abstain**

4. Shareholder proposal relating to a diversity report.

**NOTE:** To transact such other business as may properly come before the meeting and at any adjournments or postponement at the meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN  
WITHIN BOX]

Date

Signature (Joint Owners)

Date



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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

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**ANALOG DEVICES, INC.**

**Annual Meeting of Shareholders - March 13, 2019 9:00 AM**

**This Proxy is solicited on behalf of the Board of Directors**

The undersigned revokes all previous proxies and hereby appoints Ray Stata, Vincent Roche and Margaret K. Seif, or any of them, as proxies, each with the power to appoint his or her substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this proxy card, all of the shares of common stock of ANALOG DEVICES, INC. that the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at 9:00 AM, Eastern Time on March 13, 2019, at Analog Devices, Inc., 125 Summer St., Boston, MA 02110, and any adjournment, postponement, continuation or rescheduling thereof.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment, postponement, continuation or rescheduling thereof.

Your Internet or telephone vote authorizes the named proxies to vote the shares in the same manner as if you marked, signed, dated and returned your proxy card. If you vote the shares over the Internet or by telephone, please do not return your proxy card.

Unless voting the shares over the Internet or by telephone, please fill in, date, sign and mail this proxy card promptly using the enclosed envelope.

**Continued and to be signed on reverse side**