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LITTELFUSE INC /DE
Form 8-K
February 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20579

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) -- February 2, 2007

LITTELFUSE, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| DELAWARE (State of other jurisdiction of incorporation) | 0-20388 (Commission File Number) | 36-3795742 (IRS Employer Identification No.) |
|---|--|--|

800 East Northwest Highway, Des Plaines, IL 60016
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 824-1188

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

- (d) On February 2, 2007, the Board of Directors of Littelfuse, Inc. (the "Company") elected William P. Noglows to fill a vacancy on the Board. No arrangement or understanding exists between Mr. Noglows and the Company, or to the Company's knowledge, any other person or persons pursuant to which Mr. Noglows was selected as a director.

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Mr. Noglows will receive director's compensation for service on the Board of Directors and the foregoing committees as discussed in Exhibit 99.7 to the Company's Current Report on Form 8-K dated May 5, 2006. Mr. Noglows is currently the Chairman, President and Chief Executive Officer of Cabot Microelectronics Corporation.

- (b) Also on February 2, 2007, Bruce A. Karsh, a director of the Company since 1991, indicated to the Company's Board of Directors that he will not stand for re-election at the Company's annual meeting of stockholders in April 2007.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On February 2, 2007, the Company amended its Bylaws to increase the number of directors to seven from six and to thereafter provide the Board of Directors with the authority to change the number of directors which shall constitute the whole Board of Directors from time to time by resolution of a majority of the total number of authorized directors. The Bylaws as amended are attached as Exhibit 3(II) hereto.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (d) Exhibits

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|---|
| 3(II) | Littelfuse, Inc. Bylaws, as amended to date |

SIGNATURE

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

LITTELFUSE, INC.

Date: February 8, 2007

By: /s/ Philip G. Franklin

Philip G. Franklin
Vice President, Operations
Support and Chief Financial Officer