

TERADYNE, INC  
Form 8-K  
May 29, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 22, 2012

**TERADYNE, INC.**

(Exact Name of Registrant as Specified in Charter)

Massachusetts  
(State or Other Jurisdiction

of Incorporation)

001-06462  
(Commission

File Number)

04-2272148  
(IRS Employer

Identification No.)

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**600 Riverpark Drive, North Reading, MA**  
(Address of Principal Executive Offices)  
**Registrant's telephone number, including area code (978) 370-2700**

**01864**  
(Zip Code)

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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(b). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 22, 2012, Teradyne, Inc. (the Company) was notified of the decision by Jeffrey R. Hotchkiss, President, Systems Test Group, to retire as an executive officer of the Company effective June 29, 2012.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

Teradyne, Inc. (the Company) held its 2012 Annual Meeting of Stockholders on May 22, 2012 (the Annual Meeting). At the Annual Meeting, the stockholders voted on the following proposals:

1. To elect the eight nominees named in the Company's proxy statement filed with the Commission on April 12, 2012 to the Board of Directors to serve as directors for a one-year term. Each nominee for director was elected by a vote of the stockholders as follows:

| <i>Nominee</i>      | <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|---------------------|------------------|----------------------|------------------------|-------------------------|
| James W. Bagley     | 148,116,119      | 4,648,499            | 32,987                 | 17,347,638              |
| Michael A. Bradley  | 148,522,175      | 4,242,664            | 32,766                 | 17,347,638              |
| Albert Carnesale    | 145,946,055      | 6,803,183            | 48,367                 | 17,347,638              |
| Daniel W. Christman | 134,850,543      | 17,896,841           | 50,221                 | 17,347,638              |
| Edwin J. Gillis     | 151,103,662      | 1,647,055            | 46,888                 | 17,347,638              |
| Timothy E. Guertin  | 150,053,973      | 2,695,044            | 48,588                 | 17,347,638              |
| Paul J. Tufano      | 152,227,672      | 523,183              | 46,750                 | 17,347,638              |
| Roy A. Vallee       | 145,665,197      | 7,086,232            | 46,176                 | 17,347,638              |

2. To conduct an advisory vote on the compensation of the Company's named executive officers. The compensation of the Company's named executive officers was approved on an advisory basis by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|------------------|----------------------|------------------------|-------------------------|
| 150,816,271      | 1,921,290            | 60,044                 | 17,347,638              |

3. To ratify the selection of the firm of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The proposal was approved by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> |
|------------------|----------------------|------------------------|
| 164,266,825      | 5,809,872            | 68,546                 |

**SIGNATURES**

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

TERADYNE, INC.

Dated: May 29, 2012

By: /s/ Gregory R. Beecher  
Name: Gregory R. Beecher  
Title: V.P., Chief Financial Officer and Treasurer