

XILINX INC  
Form 8-K/A  
November 08, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A**

**AMENDMENT NO. 1**

**TO**

**CURRENT REPORT**

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

**Date of Report (date of earliest event reported): November 7, 2007**

**XILINX, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**0-18548**  
(Commission File  
Number)

**77-0188631**  
(IRS Employer  
Identification No.)

**2100 Logic Drive, San Jose, California**  
(Address of principal executive offices)

**95124**  
(Zip Code)

Registrant's telephone number, including area code: **(408) 559-7778**

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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

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On November 7, 2007, Xilinx, Inc. (the "Company") entered into an amended executive succession agreement with Wim Roelandts, its President, CEO and Chairman of the Board, which amended and restated the Company's August 7, 2007 executive succession agreement with Mr. Roelandts to: 1) make certain technical amendments to the payment terms in the agreement in view of Internal Revenue Code Section 409A; 2) outline the timing of the performance-based payment; and 3) increase the transition bonus amount by \$200,000.

The amended and restated executive succession agreement shall be filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended September 29, 2007.

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**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 hereunto duly authorized.

XILINX, INC.

Date: November 8, 2007

By: */s/ Jon A. Olson*  
Jon A. Olson  
Senior Vice President, Finance  
and Chief Financial Officer

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