

# A Generation Ahead



# Financial Highlights

(In Thousands, Except Per Share Amounts)

	<b>FY 2013</b>	<b>FY 2012</b>
Net Revenues	\$ 2,168,652	\$ 2,240,736
Operating Income	\$ 580,732	\$ 627,773
Net Income	\$ 487,536	\$ 530,079
Diluted Earnings Per Share	\$ 1.79	\$ 1.95
Cash Dividends Paid Per Share	\$ 0.88	\$ 0.76

## Net Revenues By End Markets

(Percent of Total Net Revenues)

Communications and Data Center	46%	45%
Industrial, Aerospace and Defense	34%	35%
Broadcast, Consumer and Automotive	16%	15%
Other	4%	5%

## Net Revenues By Geography

(Percent of Total Net Revenues)

North America	30%	31%
Asia Pacific	35%	33%
Europe	25%	26%
Japan	10%	10%



# 2013 Form 10K

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**United States**  
**Securities and Exchange Commission**  
**Washington, D.C. 20549**  
**FORM 10-K**

(Mark One)

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the fiscal year ended March 30, 2013**
- Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission File Number 000-18548**

**Xilinx, Inc.**

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

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**2100 Logic Drive, San Jose, CA**

(Address of principal executive offices)

**77-0188631**

(I.R.S. Employer  
Identification No.)

**95124**

(Zip Code)

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

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

Title of each class	Name of each exchange on which registered
Common stock, \$0.01 par value	The NASDAQ Global Select Market

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

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

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

The aggregate market value of the voting stock held by non-affiliates of the registrant based upon the closing price of the registrant's common stock on September 29, 2012 as reported on the NASDAQ Global Select Market was approximately \$7,673,124,000. Shares of common stock held by each executive officer and director and by each person who owns 5% or more of the outstanding common stock have been excluded in that such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of May 10, 2013, the registrant had 263,863,503 shares of Common Stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Parts of the Proxy Statement for the Registrant's Annual Meeting of Stockholders to be held on August 14, 2013 are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**Xilinx, Inc.**  
**Form 10-K**  
**For the Fiscal Year Ended March 30, 2013**  
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## PART I

### FORWARD-LOOKING STATEMENTS

*This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be found throughout this Annual Report and particularly in Items 1. "Business" and 3. "Legal Proceedings" which contain discussions concerning our development efforts, strategy, new product introductions, backlog and litigation. Forward-looking statements involve numerous known and unknown risks and uncertainties that could cause actual results to differ materially and adversely from those expressed or implied. Such risks include, but are not limited to, those discussed throughout this document as well as in Item 1A. "Risk Factors." Often, forward-looking statements can be identified by the use of forward-looking words, such as "may," "will," "could," "should," "expect," "believe," "anticipate," "estimate," "continue," "plan," "intend," "project" and other similar terminology, or the negative of such terms. We disclaim any responsibility to update or revise any forward-looking statement provided in this Annual Report or in any of our other communications for any reason.*

### ITEM 1. BUSINESS

Xilinx, Inc. (Xilinx, the Company or we) designs and develops programmable devices and associated technologies, including:

- integrated circuits (ICs) in the form of programmable logic devices (PLDs), including programmable System on Chips (SoCs) and three dimensional ICs, or 3D ICs;
- software design tools to program the PLDs;
- targeted reference designs;
- printed circuit boards; and
- intellectual property (IP), which consists of Xilinx and various third-party verification and IP cores.

In addition to its programmable platforms, Xilinx provides design services, customer training, field engineering and technical support.

Our PLDs include field programmable gate arrays (FPGAs), complex programmable logic devices (CPLDs) that our customers program to perform desired logic functions, and programmable SoCs, which combine industry standard ARM<sup>®</sup> processor-based systems with programmable logic in a single device. We also design and develop 3D ICs, which stack FPGA logic die or a combination of FPGA and 28 Gigabits/second (28G) transceiver die in a single package to exceed the capacity and bandwidth of monolithic devices, but with manufacturing and time-to-volume advantages of smaller die. Our products are designed to provide high integration and quick time-to-market for electronic equipment manufacturers in end markets such as wired and wireless communications, industrial, scientific and medical, aerospace and defense, audio, video and broadcast, consumer, automotive and data processing.

We sell our products and services through independent domestic and foreign distributors and through direct sales to original equipment manufacturers (OEMs) and electronic manufacturing service providers (EMS). Sales are generated either by these independent distributors, independent sales representative or our direct sales organization.

Xilinx was founded and incorporated in California in February 1984. In April 1990, the Company was reincorporated in Delaware. Our corporate facilities and executive offices are located at 2100 Logic Drive, San Jose, California 95124, and our website address is [www.xilinx.com](http://www.xilinx.com).

### Industry Overview

There are three principal types of ICs used in most digital electronic systems: processors, which generally are utilized for control and computing tasks; memory devices, which are used for storing program instructions and data; and logic devices, which generally are used to manage the interchange and manipulation of digital signals within a system. Xilinx designs and develops PLDs, a type of logic device. Alternatives to PLDs may include application specific integrated circuits (ASICs) and application specific standard products (ASSPs). PLDs, ASICs and ASSPs may be utilized in many of the same types of electronic systems. However, differences in unit pricing, development cost, product performance, reliability, power consumption, capacity, features and functionality, ease of use and time-to-market determine which devices are best-suited for specific applications.

PLDs have key competitive advantages over ASICs and ASSPs, including:

- Faster time-to-market and increased design flexibility. Both of these advantages are enabled by Xilinx desktop software which allows users to implement and revise their designs quickly. In contrast, ASICs and ASSPs require significant development time and offer limited, if any, flexibility to make design changes.
- PLDs are standard components. This means that the same device can be sold to many different users for a myriad of applications. In sharp contrast, ASICs and ASSPs are customized for an individual user or a specific application.

PLDs are generally disadvantaged in terms of relative device size when compared to chips that are designed to perform a fixed function in a single or small set of applications. ASICs and ASSPs tend to be smaller than PLDs performing the same fixed function, resulting in a lower unit cost. However, there is a high fixed cost associated with ASIC and ASSP development that is not applicable to PLD customers. This fixed cost of ASIC and ASSP development is expected to significantly increase on next generation technology nodes. From a total cost of development perspective, ASICs and ASSPs have generally been more cost effective when used in high-volume production; and PLDs have generally been more cost effective when used in low- to mid-volume production. However, we expect PLDs to be able to address higher volume applications and gain market share from ASIC and ASSP suppliers as the fixed cost of ASIC and ASSP development increases on next generation technology nodes.

An overview of typical PLD end market applications for our products is shown in the following table:



<b>End Markets</b>	<b>Sub-Segments</b>	<b>Applications</b>
Communications & Data Center	Wireless	<ul style="list-style-type: none"> <li>• 3G/4G Base Stations</li> <li>• Wireless Backhaul</li> </ul>
	Wireline	<ul style="list-style-type: none"> <li>• Enterprise Routers and Switches</li> <li>• Metro Optical Networks</li> <li>• Data Centers</li> </ul>
Industrial, Aerospace & Defense	Industrial, Scientific and Medical	<ul style="list-style-type: none"> <li>• Factory Automation</li> <li>• Medical Imaging</li> <li>• Test and Measurement Equipment</li> </ul>
	Aerospace and Defense	<ul style="list-style-type: none"> <li>• Satellite Surveillance</li> <li>• Radar and Sonar Systems</li> <li>• Secure Communications</li> </ul>
Broadcast, Consumer & Automotive	Consumer	<ul style="list-style-type: none"> <li>• Digital Televisions</li> <li>• Digital SLR Cameras</li> <li>• Set-Top Boxes</li> </ul>
	Automotive	<ul style="list-style-type: none"> <li>• Infotainment Systems</li> <li>• Driver Information Systems</li> <li>• Driver Assistance Systems</li> </ul>
	Audio, Video and Broadcast	<ul style="list-style-type: none"> <li>• Cable Head-End Systems</li> <li>• Post Production Equipment</li> <li>• Broadcast Cameras</li> </ul>
Other	Storage and Servers	<ul style="list-style-type: none"> <li>• Security and Encryption</li> <li>• Computer Peripherals</li> </ul>
	Office Automation	<ul style="list-style-type: none"> <li>• Copiers</li> <li>• Printers</li> </ul>

### **Strategy and Competition**

Our strategy for expansion is the displacement of ASICs and ASSPs in the development of next generation electronic systems. The costs and risks associated with application-specific devices can only be justified for high-volume or highly-specialized commodity products. Programmable platforms, alternatively, are becoming critical for our customers to meet increasingly stringent product requirements - cost, power, performance and density - in a business environment characterized by increased complexity, shrinking market windows, rapidly changing market demands, capped engineering budgets, escalating ASIC and ASSP non-recurring engineering costs and increased economic and development risk.

With every new generation of FPGAs, our strategy is to increase the performance, density and system-level functionality and integration, while driving down cost and power consumption at each manufacturing process node. This enables us to provide simpler, smarter programmable platforms and design methodologies allowing our customers to focus on innovation and differentiation of their products.

Our PLDs compete in the logic IC industry, an industry that is intensely competitive and characterized by rapid technological change, increasing levels of integration, product obsolescence and continuous price erosion. We expect increased competition from our primary PLD competitors, Altera Corporation (Altera), Lattice Semiconductor Corporation (Lattice) and Microsemi Corporation (Microsemi) and from new companies that may enter the traditional programmable logic market segment. In addition, we expect continued competition from the ASIC market, which has been ongoing since the inception of FPGAs, as well as competition from the ASSP market. Other competitors include manufacturers of:

- high-density programmable logic products characterized by FPGA-type architectures;
- high-volume and low-cost FPGAs as programmable replacements for ASICs and ASSPs;
- ASICs and ASSPs with incremental amounts of embedded programmable logic;

- high-speed, low-density CPLDs;
- high-performance digital signal processing (DSP) devices;
- products with embedded processors;
- products with embedded multi-gigabit transceivers; and
- other new or emerging programmable logic products.

We believe that important competitive factors in the logic IC industry include:

- product pricing;
- time-to-market;
- product performance, reliability, quality, power consumption and density;
- field upgradability;
- adaptability of products to specific applications;
- ease of use and functionality of software design tools;
- availability and functionality of predefined IP;
- inventory and supply chain management;
- access to leading-edge process technology and assembly capacity; and
- ability to provide timely customer service and support.

### **Silicon Product Overview**

A brief overview of the silicon product offerings is listed in the table below. These products comprise the majority of our revenues. Additionally, some of our more mature product families have been excluded from the table, although they continue to generate revenues. We operate and track our results in one operating segment for financial reporting purposes.

## Product Families

PLDs	Date Introduced
Virtex®-7	June 2010
Kintex®-7	June 2010
Artix®-7	June 2010
Zynq®-7000	March 2011
Virtex-6	February 2009
Spartan®-6	February 2009
Virtex-5	May 2006

See information under the caption "Results of Operations - Net Revenues" in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for information about our revenues from our product families.

### *28-nanometer (nm) Product Families*

The 7 series devices that comprise our 28-nm product families are fabricated on a high-K metal gate, high performance, low power 28-nm process technology. These devices are based on a scalable and optimized architecture, which enables design, IP portability and re-use across all families as well as provides designers the ability to achieve the appropriate combination of I/O support, performance, feature quantities, packaging and power consumption to address a wide range of applications. The 7 series devices consist of the following three families:

- Virtex-7 FPGAs, including 3D ICs, are optimized for applications requiring the highest capacity, performance, DSP and serial connectivity with transceivers operating up to 28G. Target applications include 400G and 100G line cards, high-performance computing and test and measurement applications.
- Kintex-7 FPGAs represent Xilinx's first mid-range FPGA family. These devices maximize price-performance and performance per watt. Target applications include wireless LTE infrastructure, video display technology and medical imaging.
- Artix-7 FPGAs offer the lowest power and system cost at higher performance than alternative high volume FPGAs. These devices are targeted to high volume applications such as handheld portable ultrasound devices, multi-function printers and software defined radio.

The Zynq-7000 family is the first family of Xilinx programmable SoCs. This new class of product combines an industry-standard ARM dual-core Cortex™-A9 MPCore™ processing system with Xilinx 28-nm architecture. There are five devices in the Zynq-7000 SoC family that allow designers to target cost sensitive as well as high-performance applications from a single platform using industry-standard tools. These devices are designed to enable incremental market opportunities in applications such as industrial motor control, driver assistance and smart surveillance systems, and smart heterogeneous wireless networks.

### *40-nm and 45-nm Product Families*

The Virtex-6 FPGA family consists of 13 devices and is the sixth generation in the Virtex series of FPGAs. Virtex-6 FPGAs are fabricated on a high-performance, 40-nm process technology. There are three Virtex-6 families, and each is optimized to deliver different feature mixes to address a variety of markets as follows:

- Virtex-6 LXT FPGAs - optimized for applications that require high-performance logic, DSP and serial connectivity with low-power 6.6G serial transceivers.
- Virtex-6 SXT FPGAs - optimized for applications that require ultra high-performance DSP and serial connectivity with low-power 6.6G serial transceivers.
- Virtex-6 HXT FPGAs - optimized for communications applications that require the highest-speed serial connectivity with up to 11.2G serial transceivers.

The latest generation in the Spartan FPGA series, the Spartan-6 FPGA family, is fabricated on a low-power 45-nm process technology. The Spartan-6 family is the PLD industry's first 45-nm high-volume FPGA family, consisting of 11 devices in two product families:

- Spartan-6 LX FPGAs - optimized for applications that require the lowest cost.
- Spartan-6 LXT FPGAs - optimized for applications that require LX features plus 3.125G serial transceivers.

#### *65-nm Product Families*

The Virtex-5 FPGA family consists of 26 devices in five product families: Virtex-5 LX FPGAs for logic-intensive designs, Virtex-5 LXT FPGAs for high-performance logic with serial connectivity, Virtex-5 SXT FPGAs for high-performance DSP with serial connectivity, Virtex-5 FXT FPGAs for embedded processing with serial connectivity and Virtex-5 TXT FPGAs for high-bandwidth serial connectivity.

#### *Other Product Families*

Prior generation Virtex families include Virtex-4, Virtex-II Pro, Virtex-II, Virtex-E and the original Virtex family. Spartan family FPGAs include 90-nm Spartan-3 FPGAs, the Spartan-3E family and the Spartan-3A family. Prior generation Spartan families include Spartan-IIE, Spartan-II, Spartan XL and the original Spartan family.

CPLDs operate on the lowest end of the programmable logic density spectrum. CPLDs are single-chip, nonvolatile solutions characterized by instant-on and universal interconnect. CPLDs combine the advantages of ultra low power consumption with the benefits of high performance and low cost. Prior generations of CPLDs include the CoolRunner™ and XC9500 product families.

#### *EasyPath™ FPGAs*

EasyPath FPGAs offer customers a fast, simple method of cost-reducing FPGA designs. EasyPath FPGAs use the same production masks and fabrication process as standard FPGAs and are tested to a specific customer application to improve yield and lower costs. As a result, EasyPath FPGAs provide customers with significant cost reduction when compared to the standard FPGA devices without the conversion risk, engineering effort, or the additional time required to move to an ASIC. The latest generation of EasyPath FPGAs and EasyPath-7 FPGAs provide lower total product cost of ownership for cost-reducing high performance FPGAs.

### **Design Platforms and Services**

#### *Programmable Platforms*

We offer three types of programmable platforms that support our customers' designs and reduce their development efforts:

The Base Platform is the delivery vehicle for all of our new silicon offerings used to develop and run customer-specific software applications and hardware designs. Released at launch, the Base Platform is comprised of: FPGA silicon; Vivado® Design Suite design environment; integration support of optional third-party synthesis, simulation, and signal integrity tools; reference designs; development boards and IP.

The Domain-Specific Platform targets one of the three primary Xilinx FPGA user profiles: the embedded processing developer; the DSP developer; or the logic/connectivity developer. It accomplishes this by augmenting the Base Platform with a targeted set of integrated technologies, including: higher-level design methodologies and tools; domain-specific IP including embedded, mixed signal, video, DSP and connectivity; domain-specific development hardware and reference designs; and operating systems and software.

The Market-Specific Platform enables software or hardware developers to quickly build and run their specific application or solution. Built for specific markets such as automotive, consumer, aerospace and defense, communications, audio, video and broadcast, industrial, or scientific and medical, the Market-Specific Platform integrates both the Base and Domain-Specific Platforms with higher targeted applications elements such as IP, reference designs and boards optimized for a particular market.

## *Design Tools*

To accommodate the various design methodologies and design flows employed by the wide range of our customers' user profiles such as system designers, algorithm designers, software coders and logic designers, we provide the appropriate design environment tailored to each user profile for design creation, design implementation and design verification. During April 2012, Xilinx introduced the next-generation Vivado™ Design Suite designed to improve developer productivity resulting in faster design integration and implementation. The Vivado suite hallmarks include an easy-to-use IP-centric design flow and significant improvement in run times. The standards-based Vivado tools include high-level synthesis to provide a more direct flow in retargeting DSPs and general purpose processor designs into our FPGAs, IP Integrator to rapidly stitch together cores at higher levels of abstraction, and a new analytical place-and-route engine which significantly improves run times. The Vivado suite supports both Xilinx 7 series FPGAs and Zynq-7000, our programmable SoCs.

The previous generation tool suite, the Integrated Software Environment (ISE®) Design Suite, supports Xilinx 7 series FPGAs, programmable SoCs and all previous generation FPGAs, enabling customers to transition to the Vivado Design Suite when the timing is right for their design needs. Both the Vivado Design Suite and ISE Design Suite operate with a wide range of third-party Electronic Design Automation software point-tools offerings.

## *Intellectual Property*

Xilinx and various third parties offer hundreds of no charge and fee-bearing IP core licenses covering Ethernet, memory controllers, Interlaken and PCIe® interface, as well as an abundance of domain-specific IP in the areas of embedded, DSP and connectivity, and market-specific IP cores. In addition, our products and technology leverage industry standards such as ARM AMBA® AXI-4 interconnect technology, IP-XACT and IEEE P1735 encryption to facilitate plug-and-play FPGA design and take advantage of the large ecosystem of ARM IP developers.

## *Development Boards, Kits and Configuration Products*

In addition to the broad selection of legacy development boards presently offered, we have introduced a new unified board strategy that enables the creation of a standardized and coordinated set of base boards available both from Xilinx and our ecosystem vendors, all utilizing the industry-standard extensions that enable customization for market specific applications. Adopting this standard for all of our base boards enables the creation of a scalable and extensible delivery mechanism for all Xilinx programmable platforms.

We also offer comprehensive development kits including hardware, design tools, IP and reference designs that are designed to streamline and accelerate the development of domain-specific and market-specific applications.

Finally, Xilinx offers a range of configuration products including one-time programmable and in-system programmable storage devices to configure Xilinx FPGAs. These PROM (programmable read-only memory) products support all of our FPGA devices.

## *Third-Party Alliances*

Xilinx and certain third parties have developed and continue to offer a robust ecosystem of IP, boards, tools, services and support through the Xilinx alliance program. Xilinx also works with these third parties to promote our programmable platforms through third-party tools, IP, software, boards and design services.

## *Engineering Services*

Xilinx engineering services provide customers with engineering resources to augment their design teams and to provide expert design-specific advice. Xilinx tailors its engineering services to the needs of its customers, ranging from hands-on training to full design creation and implementation.

## **Research and Development**

Our research and development (R&D) activities are primarily directed toward the design of new ICs, the development of new software design automation tools for hardware and embedded software, the design of logic IP, the adoption of advanced semiconductor manufacturing processes for ongoing cost reductions, performance and signal integrity improvements and lowering PLD power consumption. As a result of our R&D efforts, we have introduced a number of new products during the past several years including the Virtex-7, Kintex-7, Artix-7 and Zynq-7000 families. We have made enhancements to our IP core offerings and introduced Vivado tools, our next generation software design suite. We extended our collaboration with our foundry suppliers in the development of 65-nm, 45-nm, 40-nm and 28-nm manufacturing technology, enabling us to be the first

company in the PLD industry to ship 45-nm high-volume as well as 28-nm FPGA devices. Additionally, our investment in R&D has allowed us to ship the industry's first 28-nm PLD with embedded ARM technology as well as the industry's first 3D IC devices.

Our R&D challenge is to continue to develop new products that create value-added solutions for customers. In fiscal 2013, 2012 and 2011, our R&D expenses were \$475.5 million, \$435.3 million and \$392.5 million, respectively. We believe technical leadership and innovation are essential to our future success and are committed to maintaining a significant level of R&D investment.

## **Sales and Distribution**

We sell our products to OEMs, EMSs and to electronic components distributors who resell these products to OEMs and EMSs.

We use a dedicated global sales and marketing organization as well as independent sales representatives to generate sales. In general, we focus our direct demand creation efforts on a limited number of key accounts. Distributors and independent sales representatives create demand within the balance of our customer base in defined territories. Distributors also provide inventory, value-added services and logistics for a wide range of our OEM customers.

Whether Xilinx, the independent sales representative, or the distributor identifies the sales opportunity, a local distributor will process and fulfill the majority of all customer orders. In such situations, distributors are the sellers of the products and as such they bear all legal and financial risks generally related to the sale of commercial goods, including such risks as credit loss, inventory shrinkage, theft and foreign currency fluctuations, but excluding indemnity and warranty liability.

In accordance with our distribution agreements and industry practice, we have granted our authorized distributors the contractual right to return certain amounts of unsold product on a periodic basis and also receive price adjustments for unsold product in the case of a change in list prices subsequent to the initial sale. Revenue recognition on shipments to distributors worldwide is deferred until the products are sold to the distributors' end customers.

Avnet, Inc. (Avnet) distributes the substantial majority of our products worldwide. As of March 30, 2013 and March 31, 2012, Avnet accounted for 64% and 67%, respectively, of our total accounts receivable. Resale of product through Avnet accounted for 46%, 48% and 51% of our worldwide net revenues in fiscal 2013, 2012 and 2011, respectively. We also use other regional distributors throughout the world. We believe distributors provide a cost-effective means of reaching a broad range of customers while providing efficient logistics services. Since PLDs are standard products, they do not carry many of the inventory risks posed by ASICs, and they simplify the requirements for distributor technical support. From time to time, we may add or terminate distributors in specific geographies, or move customers to a direct fulfillment model as we deem appropriate given our strategies, the level of distributor business activity and distributor performance and financial condition. See "Note 2. Summary of Significant Accounting Policies and Concentrations of Risk" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data," for information about concentrations of credit risk and "Note 16. Segment Information" for information about our revenues from external customers and domestic and international operations.

No end customer accounted for more than 10% of our net revenues in fiscal 2013, 2012 or 2011.

## **Backlog**

As of March 30, 2013, our backlog from OEM customers and backlog from end customers reported by our distributors scheduled for delivery within the next three months was \$253.0 million, compared to \$261.0 million as of March 31, 2012. Orders from end customers to our distributors are subject to changes in delivery schedules or to cancellation without significant penalty. As a result, backlogs from both OEM customers and end customers reported by our distributors as of any particular period may not be a reliable indicator of revenue for any future period.

## **Wafer Fabrication**

As a fabless semiconductor company, we do not manufacture wafers used for our IC products or PROMs. Rather, we purchase our wafers from independent foundries including United Microelectronics Corporation (UMC), Taiwan Semiconductor Manufacturing Company Limited (TSMC), and Samsung Electronics Co., Ltd. (Samsung). Currently, UMC manufactures the substantial majority of our wafers and TSMC manufactures the wafers for our newest products.

Precise terms with respect to the volume and timing of wafer production and the pricing of wafers produced by the semiconductor foundries are determined by periodic negotiations with each wafer foundry.

Our strategy is to focus our resources on market development and creating new ICs and software design tools rather than on wafer fabrication. We continuously evaluate opportunities to enhance foundry relationships and/or obtain additional capacity from our main suppliers as well as other suppliers of wafers manufactured with leading-edge process technologies, and we adjust loadings at particular foundries to meet our business needs.

### **Sort, Assembly and Test**

Wafers are sorted by the foundry or independent sort subcontractors. Sorted die are assembled by subcontractors. During the assembly process, the wafers are separated into individual die, which are then assembled into various package types. Following assembly, the packaged units are generally tested by Xilinx personnel at our Singapore facility or by independent test subcontractors. We purchase most of our assembly and some of our test services from Siliconware Precision Industries Ltd. in Taiwan and Amkor Technology, Inc. in Korea and the Philippines.

### **Quality Certification**

Xilinx has achieved and currently maintains quality management systems certification to TL9000/ISO9001 for our facilities in San Jose, California; Longmont, Colorado; Singapore and Hyderabad, India. In addition, Xilinx achieved and currently maintains ISO 14001 and OHSAS 18001 environmental health and safety management system certifications in the San Jose and Singapore locations.

### **Patents and Licenses**

While our various proprietary intellectual property rights are important to our success, we believe our business as a whole is not materially dependent on any particular patent or license, or any particular group of patents or licenses. As of March 30, 2013, we held over 3,000 issued United States (U.S.) patents, which vary in duration, and over 400 pending U.S. patent applications relating to our proprietary technology. We maintain an active program of filing for additional patents in the areas of, but not limited to, circuits, software, IC architecture, IP cores, system design, testing methodologies and other technologies relating to our products and business. We have licensed some parties to certain portions of our patent portfolio and obtained licenses to certain third-party patents as well.

We have acquired various licenses from third parties to certain technologies that are implemented in IP cores or embedded in our PLDs, such as processors. Those licenses support our continuing ability to make and sell these PLDs to our customers. We also have acquired various licenses to certain third-party proprietary software, open-source software and related technologies, such as compilers, for our design tools. Continued use of such software and technology is important to the operation of the design tools upon which customers depend.

We maintain the Xilinx trade name and trademarks, including the following trademarks that are registered in the U.S. and other countries: Xilinx, the Xilinx logo, Artix, ISE, Kintex, Spartan, Virtex, Vivado and Zynq-7000. Maintaining these trademarks, and the goodwill associated with them, is important to our business. We have also obtained the rights to use certain trademarks owned by consortiums and other trademark owners that are related to our products and business.

We intend to continue to protect our IP rights (including, for example, patents, copyrights and trademarks) vigorously. We believe that failure to enforce our intellectual property rights or failure to protect our trade secrets effectively could have an adverse effect on our financial condition and results of operations. We incurred, and in the future we may continue to incur, litigation expenses to defend against claims of infringement and to enforce our intellectual property rights against third parties. However, any such litigation may or may not be successful.

### **Corporate Responsibility**

Xilinx places a high level of importance on corporate responsibility. Through senior-level sponsorship, regular environmental, health and safety assessments and company-wide performance targets, we strive to achieve a culture that emphasizes contribution to local and global communities through a number of key initiatives:

#### *Company*

We strive to meet or exceed industry and regulatory standards for ethical business practices, product responsibility, and supplier management. All Xilinx's directors, officers and employees are required to comply not only with the letter of the laws, rules and regulations that govern the conduct of our business, but also with the spirit of those laws.

## *Environment*

We monitor regulatory and resource trends and are committed to setting focused targets for key resources and emissions. These targets address several parameters, including product design; chemical, energy, and water use; waste recycling; and emissions. As a company, we focus on reducing natural resource use, the solid and chemical waste of our operations and minimizing our overall environmental impact with regards to the communities around us and consistent with global climate change efforts.

## *Community*

We are committed to growing strategic relationships with a wide range of local organizations and programs that are designed to develop and strengthen communities located around the world. Xilinx develops local community relationships at key sites through funding and involvement that encourages active participation, teamwork, and volunteerism. Xilinx supports opportunities initiated by its employees and that involve participation and empowerment of its employees. We are committed to charitable giving programs that work toward systemic change and measurable results.

## *Workplace*

We provide a safe and healthy work environment where employee diversity is embraced and opportunities for training, growth, and advancement are strongly encouraged. The Xilinx Code of Social Responsibility outlines standards to ensure that working conditions at Xilinx are safe and that workers are treated with respect, fairness and dignity.

## **Employees**

As of March 30, 2013, we had 3,329 employees compared to 3,265 as of the end of the prior fiscal year. None of our employees are represented by a labor union. We have not experienced any work stoppages and believe we maintain good employee relations.

## **Executive Officers of the Registrant**

Certain information regarding the executive officers of Xilinx as of May 23, 2013 is set forth below:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Moshe N. Gavriellov	58	President and Chief Executive Officer (CEO)
Steven L. Glaser	51	Senior Vice President, Corporate Strategy and Marketing
Scott R. Hover-Smoot	58	Corporate Vice President, General Counsel and Secretary
Jon A. Olson	59	Senior Vice President, Finance and Chief Financial Officer (CFO)
Victor Peng	53	Senior Vice President, Programmable Platforms Group
Raja G. Petrakian	49	Senior Vice President, Worldwide Operations
Krishna Rangasayee	44	Senior Vice President, and General Manager, Communications Business Unit
Vincent L. Tong	51	Senior Vice President, Worldwide Quality and New Product Introductions
Frank A. Tornaghi	58	Senior Vice President, Worldwide Sales

There are no family relationships among the executive officers of the Company or the Board of Directors.

**Moshe N. Gavriellov** joined the Company in January 2008 as President and CEO and was appointed to the Board of Directors in February 2008. Prior to joining the Company, Mr. Gavriellov served at Cadence Design Systems, Inc., an electronic design automation company, as Executive Vice President and General Manager of the Verification Division from April 2005 through November 2007. Mr. Gavriellov served as CEO of Verisity Ltd., an electronic design automation company, from March 1998 to April 2005 before its acquisition by Cadence Design Systems, Inc. Prior to joining Verisity, Mr. Gavriellov spent nearly 10 years at LSI Corporation (formerly LSI Logic Corporation), a semiconductor manufacturer, in a variety of executive management positions, including Executive Vice President of the Products Group, Senior Vice President and General Manager of International Marketing and Sales and Senior Vice President and General Manager of LSI Logic Europe plc. Additionally, Mr. Gavriellov held various engineering and engineering management positions at Digital Equipment Corporation and National Semiconductor Corporation.



**Steven L. Glaser** joined the Company in January 2011 as Corporate Vice President, Strategic Planning. In April 2012, Mr. Glaser was promoted to his current position of Senior Vice President, Corporate Strategy and Marketing. Prior to joining the Company, Mr. Glaser held various senior positions in Cadence Design Systems between April 2005 and January 2011, including Corporate Vice President of Strategic Development and Corporate Vice President of Marketing for the Verification Division. From June 2003 to April 2005, he served as Senior Vice President of Marketing at Verisity Ltd. Prior to that, Mr. Glaser held various senior business and technical positions at companies in the semiconductor and electronic design automation industries.

**Scott R. Hover-Smoot** joined the Company in October 2007 as Vice President, General Counsel and Secretary. From November 2001 to October 2007, Mr. Hover-Smoot served as Regional Counsel and Director of Legal Operations with TSMC, an independent semiconductor foundry. He served as Vice President and General Counsel of California Micro Devices Corporation, a provider of application-specific protection devices and display electronics devices from June 1994 to November 2001. Prior to joining California Micro Devices Corporation, Mr. Hover-Smoot spent over 20 years working in law firms including Berliner-Cohen, Flehr, Hohbach, Test, Albritton & Herbert and Lyon & Lyon.

**Jon A. Olson** joined the Company in June 2005 as Vice President, Finance and CFO. Mr. Olson assumed his current position of Senior Vice President, Finance and CFO in August 2006. Prior to joining the Company, Mr. Olson spent more than 25 years at Intel Corporation, a semiconductor chip maker, serving in a variety of positions, including Vice President, Finance and Enterprise Services, and Director of Finance.

**Victor Peng** joined the Company in April 2008 as Senior Vice President, Silicon Engineering Group and became Senior Vice President, Programmable Platforms Development in November 2008. In April 2012, Mr. Peng assumed his current position of Senior Vice President, Programmable Platforms Group. Prior to joining the Company, Mr. Peng served as Corporate Vice President, Graphics Products Group at Advanced Micro Devices (AMD), a provider of processing solutions, from November 2005 to April 2008. Prior to joining AMD, Mr. Peng served in a variety of executive engineering positions at companies in the semiconductor and processor industries.

**Raja G. Petrakian** joined the Company in October 1995 and has served in a number of key roles within Operations, including Senior Director of Supply Chain Management and Vice President of Supply Chain Management. Dr. Petrakian assumed his current position of Senior Vice President, Worldwide Operations in March 2009. Prior to joining Xilinx, Dr. Petrakian spent more than three years at the IBM T.J. Research Center serving as a research staff member in the Manufacturing Research Department.

**Krishna Rangasayee** joined the Company in July 1999 and has served in a number of key roles, including as Senior Director of Vertical Markets and Partnerships from November 2005 through June 2008. He then served as the Vice President of Strategic Planning from July 2008 through September 2010 and was promoted to the rank of Corporate Vice President for the same function. Mr. Rangasayee assumed the position of Corporate Vice President and General Manager, Communications Business Unit in October 2010. Mr. Rangasayee was promoted to his current position of Senior Vice President, and General Manager, Communications Business Unit in April 2012. Prior to joining Xilinx, Mr. Rangasayee held various positions at Altera, a provider of programmable logic solutions, and Cypress Semiconductor, a semiconductor company.

**Vincent L. Tong** joined the Company in May 1990 and has served in a number of key roles, including Vice President of Product Technology and as Vice President, Worldwide Quality and Reliability. In April 2008, he assumed his current position of Senior Vice President, Worldwide Quality and New Product Introductions and assumed the additional role of Executive Leader, Asia Pacific in October 2011. Prior to joining the Company, Mr. Tong served in a variety of engineering positions at Monolithic Memories, a producer of logic devices, and AMD. Mr. Tong serves on the board of the Global Semiconductor Alliance, a non-profit semiconductor organization.

**Frank A. Tornaghi** joined the Company in February 2008 as Vice President, Worldwide Sales and assumed his current position of Senior Vice President, Worldwide Sales in April 2008. Prior to joining the Company, Mr. Tornaghi spent 22 years at LSI Corporation. Mr. Tornaghi acted as an independent consultant from April 2006 until he joined the Company. He served as Executive Vice President, Worldwide Sales at LSI Corporation from July 2001 to April 2006 and as Vice President, North America Sales, from May 1993 to July 2001. From 1984 until May 1993, Mr. Tornaghi held various management positions in sales at LSI Corporation.

## Additional Information

We make available, via a link through our investor relations website located at [www.investor.xilinx.com](http://www.investor.xilinx.com), access to our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (Exchange Act) as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (SEC). All such filings on our investor relations website are available free of charge. Printed copies of these documents are also available to stockholders without charge, upon written request directed to Xilinx, Inc., Attn: Investor Relations, 2100 Logic Drive, San Jose, CA 95124. Further, a copy of this Annual Report on Form 10-K is located at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding our filings at <http://www.sec.gov>. The content on any website referred to in this filing is not incorporated by reference into this filing unless expressly noted otherwise.

Additional information required by this Item 1 is incorporated by reference to the section captioned "Net Revenues - Net Revenues by Geography" in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and to "Note 16. Segment Information" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data."

This annual report includes trademarks and service marks of Xilinx and other companies that are unregistered and registered in the U.S. and other countries.

## ITEM 1A. RISK FACTORS

The following risk factors and other information included in this Annual Report on Form 10-K should be carefully considered. The risks and uncertainties described below are not the only risks to the Company. Additional risks and uncertainties not presently known to the Company, or that the Company's management currently deems immaterial, also may impair its business operations. If any of the risks described below were to occur, our business, financial condition, operating results and cash flows could be materially adversely affected.

### **Our success depends on our ability to develop and introduce new products and failure to do so would have a material adverse impact on our financial condition and results of operations.**

Our success depends in large part on our ability to develop and introduce new products that address customer requirements and compete effectively on the basis of price, density, functionality, power consumption and performance. The success of new product introductions is dependent upon several factors, including:

- timely completion of new product designs;
- ability to generate new design opportunities and design wins;
- availability of specialized field application engineering resources supporting demand creation and customer adoption of new products;
- ability to utilize advanced manufacturing process technologies on circuit geometries of 28-nm and smaller;
- achieving acceptable yields;
- ability to obtain adequate production capacity from our wafer foundries and assembly and test subcontractors;
- ability to obtain advanced packaging;
- availability of supporting software design tools;
- utilization of predefined IP logic;
- customer acceptance of advanced features in our new products; and
- market acceptance of our customers' products.

Our product development efforts may not be successful, our new products may not achieve industry acceptance and we may not achieve the necessary volume of production that would lead to further per unit cost reductions. Revenues relating to our mature products are expected to decline in the future, which is normal for our product life cycles. As a result, we may be increasingly dependent on revenues derived from design wins for our newer products as well as anticipated cost reductions in the manufacture of our current products. We rely primarily on obtaining yield improvements and corresponding cost reductions in the manufacture of existing products, and on introducing new products that incorporate advanced features and other price/performance factors that enable us to increase revenues while maintaining consistent margins. To the extent that such cost reductions and new product introductions do not occur in a timely manner, or to the extent that our products do not achieve market acceptance at prices with higher margins, our financial condition and results of operations could be materially adversely affected.

**We rely on independent foundries for the manufacture of all of our products and a manufacturing problem or insufficient foundry capacity could adversely affect our operations.**

Most of our wafers are manufactured in Taiwan by UMC. In addition, we also have wafers manufactured in South Korea by Samsung and the wafers for our newest products are manufactured in Taiwan by TSMC. Terms with respect to the volume and timing of wafer production and the pricing of wafers produced by the semiconductor foundries are determined by periodic negotiations between Xilinx and these wafer foundries, which usually result in short-term agreements that do not provide for long-term supply or allocation commitments. We are dependent on these foundries, especially UMC, which supplies the substantial majority of our wafers. We rely on UMC, TSMC and our other foundries to produce wafers with competitive performance attributes. Therefore, the foundries, particularly TSMC who manufactures our newest products, must be able to transition to advanced manufacturing process technologies and increased wafer sizes, produce wafers at acceptable yields and deliver them in a timely manner. Furthermore, we cannot guarantee that the foundries that supply our wafers will offer us competitive pricing terms or other commercial terms important to our business.

We cannot guarantee that our foundries will not experience manufacturing problems, including delays in the realization of advanced manufacturing process technologies or difficulties due to limitations of new and existing process technologies. Furthermore, we cannot guarantee the foundries will be able to manufacture sufficient quantities of our products or that they will continue to manufacture a product for the full life of the product. In addition, weak economic conditions may adversely impact the financial health and viability of the foundries and result in their insolvency or their inability to meet their commitments to us. For example, in the first quarter of fiscal 2010, we experienced supply shortages due to the difficulties encountered by the foundries when they had to rapidly increase their production capacities from low utilization levels to high utilization levels because of an unexpected increase in demand. In the fourth quarter of fiscal 2010 and first nine months of fiscal 2011, we also experienced supply shortages due to very strong demand for our products and a surge in demand for semiconductors in general, which led to tightening of foundry capacity across the industry. The insolvency of a foundry or any significant manufacturing problem or insufficient foundry capacity would disrupt our operations and negatively impact our financial condition and results of operations.

We have established other sources of wafer supply for many of our products in an effort to secure a continued supply of wafers. However, establishing, maintaining and managing multiple foundry relationships require the investment of management resources as well as additional costs. If we do not manage these relationships effectively, it could adversely affect our results of operations.

**General economic conditions and the related deterioration in the global business environment could have a material adverse effect on our business, operating results and financial condition.**

During the past three years, global consumer confidence eroded amidst concerns over declining asset values, inflation, volatility in energy costs, geopolitical issues, the availability and cost of credit, rising unemployment, and the stability and solvency of financial institutions, financial markets, businesses and sovereign nations, among other concerns. These concerns slowed global economic growth and resulted in recessions in numerous countries, including many of those in North America, Europe and Asia. Recent events have shown that the financial condition of sovereign nations, particularly in Europe, is of continuing concern as the sovereign debt crisis remains unresolved. Recent events have also elevated concerns that macroeconomic conditions will worsen and economic recovery will be delayed. These weak economic conditions resulted in reduced customer demand and had a negative impact on our results of operations for the second and third quarter of fiscal 2012 and the third quarter of fiscal 2013. If weak economic conditions persist or worsen, a number of negative effects on our business could continue, including customers or potential customers reducing or delaying orders, the insolvency of key suppliers, potentially causing production delays, the inability of customers to obtain credit, and the insolvency of one or more customers. Any of these effects could impact our ability to effectively manage inventory levels and collect receivables and ultimately decrease our net revenues and profitability.

**The semiconductor industry is characterized by cyclical market patterns and a significant industry downturn could adversely affect our operating results.**

The semiconductor industry is highly cyclical and our financial performance has been affected by downturns in the industry. Down cycles are generally characterized by price erosion and weaker demand for our products. Weaker demand for our products resulting from economic conditions in the end markets we serve and reduced capital spending by our customers can result, and in the past has resulted, in excess and obsolete inventories and corresponding inventory write-downs. We attempt to identify changes in market conditions as soon as possible; however, the dynamics of the market in which we operate make prediction of and timely reaction to such events difficult. Due to these and other factors, our past results are not reliable predictors of our future results.

**The nature of our business makes our revenues difficult to predict which could have an adverse impact on our business.**

In addition to the challenging market conditions we may face, we have limited visibility into the demand for our products, particularly new products, because demand for our products depends upon our products being designed into our end customers' products and those products achieving market acceptance. Due to the complexity of our customers' designs, the design to

volume production process for our customers requires a substantial amount of time, frequently longer than a year. In addition, we are dependent upon "turns," orders received and turned for shipment in the same quarter. These factors make it difficult for us to forecast future sales and project quarterly revenues. The difficulty in forecasting future sales impairs our ability to project our inventory requirements, which could result, and in the past has resulted, in inventory write-downs or failure to meet customer product demands in a timely manner. In addition, difficulty in forecasting revenues compromises our ability to provide forward-looking revenue and earnings guidance.

**If we are not able to successfully compete in our industry, our financial results and future prospects will be adversely affected.**

Our PLDs compete in the logic IC industry, an industry that is intensely competitive and characterized by rapid technological change, increasing levels of integration, product obsolescence and continuous price erosion. We expect increased competition from our primary PLD competitors, Altera, Lattice and Microsemi, and from new market entrants. In addition, competition from the ASIC market and from the ASSP market continues. We believe that important competitive factors in the logic IC industry include:

- product pricing;
- time-to-market;
- product performance, reliability, quality, power consumption and density;
- field upgradeability;
- adaptability of products to specific applications;
- ease of use and functionality of software design tools;
- availability and functionality of predefined IP logic;
- inventory and supply chain management;
- access to leading-edge process technology and assembly capacity; and
- ability to provide timely customer service and support.

Our strategy for expansion in the logic market includes continued introduction of new product architectures that address high-volume, low-cost and low-power applications as well as high-performance, high-density applications. However, we may not be successful in executing this strategy. In addition, we anticipate continued pressure from our customers to reduce prices, which may outpace our ability to lower the cost for established products.

Other competitors include manufacturers of:

- high-density programmable logic products characterized by FPGA type architectures;
- high-volume and low-cost FPGAs as programmable replacements for ASICs and ASSPs;
- ASICs and ASSPs with incremental amounts of embedded programmable logic;
- high-speed, low-density complex programmable logic devices;
- high-performance digital signal processing devices;
- products with embedded processors;
- products with embedded multi-gigabit transceivers; and
- other new or emerging programmable logic products.

Several companies have introduced products that compete with ours or have announced their intention to sell PLD products. To the extent that our efforts to compete are not successful, our financial condition and results of operations could be materially adversely affected.

The benefits of programmable logic have attracted a number of competitors to this segment. We recognize that different applications require different programmable technologies, and we are developing architectures, processes and products to meet these varying customer needs. Recognizing the increasing importance of standard software solutions, we have developed common software design tools that support the full range of our IC products. We believe that automation and ease of design are significant competitive factors in this segment.

We could also face competition from our licensees. In the past we have granted limited rights to other companies with respect to certain aspects of our older technology, and we may do so in the future. Granting such rights may enable these companies to manufacture and market products that may be competitive with some of our older products.

**Increased costs of wafers and materials, or shortages in wafers and materials, could adversely impact our gross margins and lead to reduced revenues.**

If greater demand for wafers is not offset by an increase in foundry capacity, market demand for wafers or production and assembly materials increases, or if a supplier of our wafers ceases or suspends operations, our supply of wafers and other materials could become limited. Such shortages raise the likelihood of potential wafer price increases, wafer shortages or shortages in materials at production and test facilities, resulting in potential inability to address customer product demands in a timely manner. For example, as a result of the March 2011 earthquake in Japan, certain suppliers were forced to temporarily halt production, resulting in a tightening of supply for those materials. Such shortages of wafers and materials as well as

increases in wafer or materials prices could adversely affect our gross margins and would adversely affect our ability to meet customer demands and lead to reduced revenue.

**We depend on distributors, primarily Avnet, to generate a majority of our sales and complete order fulfillment.**

Resale of product through Avnet accounted for 46% of our worldwide net revenues in fiscal 2013 and as of March 30, 2013, Avnet accounted for 64% of our total net accounts receivable. Any adverse change to our relationship with Avnet or our remaining distributors could have a material impact on our business. Furthermore, if a key distributor materially defaults on a contract or otherwise fails to perform, our business and financial results would suffer. In addition, we are subject to concentrations of credit risk in our trade accounts receivable, which includes accounts of our distributors. A significant reduction of effort by a distributor to sell our products or a material change in our relationship with one or more distributors may reduce our access to certain end customers and adversely affect our ability to sell our products.

In addition, the financial health of our distributors and our continuing relationships with them are important to our success. Unpredictable economic conditions may adversely impact the financial health of some of these distributors, particularly our smaller distributors. This could result in the insolvency of certain distributors, the inability of distributors to obtain credit to finance the purchase of our products, or cause distributors to delay payment of their obligations to us and increase our credit risk exposure. Our business could be harmed if the financial health of these distributors impairs their performance and we are unable to secure alternate distributors.

**We are dependent on independent subcontractors for most of our assembly and test services, and unavailability or disruption of these services could negatively impact our financial condition and results of operations.**

We are dependent on subcontractors to provide semiconductor assembly, substrate, test and shipment services. Any prolonged inability to obtain wafers with competitive performance and cost attributes, adequate yields or timely delivery, any disruption in assembly, test or shipment services, delays in stabilizing manufacturing processes and ramping up volume for new products, transitions to new service providers or any other circumstance that would require us to seek alternative sources of supply, could delay shipments and have a material adverse effect on our ability to meet customer demands. In addition, unpredictable economic conditions may adversely impact the financial health and viability of these subcontractors and result in their insolvency or their inability to meet their commitments to us. These factors would result in reduced net revenues and could negatively impact our financial condition and results of operations.

**A number of factors, including our inventory strategy, can impact our gross margins.**

A number of factors, including yield, wafer pricing, product mix, market acceptance of our new products, competitive pricing dynamics, geographic and/or market segment pricing strategies can cause our gross margins to fluctuate. In addition, forecasting our gross margins is difficult because a significant portion of our business is based on turns within the same quarter.

Our current inventory levels are higher than historical norms due to our decision to build ahead of a previously planned closure of a particular foundry process line at one of our foundry partners, weaker than anticipated sales and a planned increase in safety stock across newer technologies in anticipation of future revenue growth. In the event demand does not materialize, we may be subject to incremental obsolescence costs. In addition, future product cost reductions could have an increased impact on our inventory valuation, which would then impact our operating results.

**Reductions in the average selling prices of our products could have a negative impact on our gross margins.**

The average selling prices of our products generally decline as the products mature. We seek to offset the decrease in selling prices through yield improvement, manufacturing cost reductions and increased unit sales. We also continue to develop higher value products or product features that increase, or slow the decline of, the average selling price of our products. However, there is no guarantee that our ongoing efforts will be successful or that they will keep pace with the decline in selling prices of our products, which could ultimately lead to a decline in revenues and have a negative effect on our gross margins.

**Because of our international business and operations, we are vulnerable to the economic conditions of the countries in which we operate and currency fluctuations could have a material adverse affect on our business and negatively impact our financial condition and results of operations.**

In addition to our U.S. operations, we also have significant international operations, including foreign sales offices to support our international customers and distributors, our regional headquarters in Ireland and Singapore and an R&D site in India. Our international operations have grown because we have relocated certain operations and administrative functions outside the U.S. Sales and operations outside of the U.S. subject us to the risks associated with conducting business in foreign economic and regulatory environments. Our financial condition and results of operations could be adversely affected by unfavorable economic conditions in countries in which we do significant business or by changes in foreign currency exchange rates affecting those countries. We derive over one-half of our revenues from international sales, primarily in the Asia Pacific region, Europe and Japan. Past economic weaknesses in these markets adversely affected revenues. Sales to all direct OEMs and distributors are denominated in U.S. dollars. While the recent movements of the Euro and Yen exchange rates against the U.S. dollar had no material impact to our business, increased volatility could impact our European and Japanese customers. Currency instability and volatility and disruptions in the credit and capital markets may increase credit risks for some of our

customers and may impair our customers' ability to repay existing obligations. Increased currency volatility could also positively or negatively impact our foreign-currency-denominated costs, assets and liabilities. In addition, any devaluation of the U.S. dollar relative to other foreign currencies may increase the operating expenses of our foreign subsidiaries adversely affecting our results of operations. Furthermore, because we are increasingly dependent on the global economy, instability in worldwide economic environments occasioned, for example, by political instability, terrorist activity or U.S. or other military actions could adversely impact economic activity and lead to a contraction of capital spending by our customers. Any or all of these factors could adversely affect our financial condition and results of operations in the future.

**We are subject to the risks associated with conducting business operations outside of the U.S. which could adversely affect our business.**

In addition to international sales and support operations and development activities, we purchase our wafers from foreign foundries and have our commercial products assembled, packaged and tested by subcontractors located outside the U.S. All of these activities are subject to the uncertainties associated with international business operations, including tax laws and regulations, trade barriers, economic sanctions, import and export regulations, duties and tariffs and other trade restrictions, changes in trade policies, anti-corruption laws, foreign governmental regulations, potential vulnerability of and reduced protection for IP, longer receivable collection periods and disruptions or delays in production or shipments, any of which could have a material adverse effect on our business, financial condition and/or operating results. Additional factors that could adversely affect us due to our international operations include rising oil prices and increased costs of natural resources. Moreover, our financial condition and results of operations could be affected in the event of political conflicts or economic crises in countries where our main wafer providers, end customers and contract manufacturers who provide assembly and test services worldwide, are located. Adverse change to the circumstances or conditions of our international business operations could have a material adverse effect on our business.

**We are exposed to fluctuations in interest rates and changes in credit rating and in the market values of our portfolio investments which could have a material adverse impact on our financial condition and results of operations.**

Our cash, short-term and long-term investments represent significant assets that may be subject to fluctuating or even negative returns depending upon interest rate movements, changes in credit rating and financial market conditions. Since September 2007, the global credit markets have experienced adverse conditions that have negatively impacted the values of various types of investment and non-investment grade securities. During this time, the global credit and capital markets have experienced significant volatility and disruption due to instability in the global financial system, uncertainty related to global economic conditions and concerns regarding sovereign financial stability.

Therefore, there is a risk that we may incur other-than-temporary impairment charges for certain types of investments should credit market conditions deteriorate or the underlying assets fail to perform as anticipated. Our future investment income may fall short of expectations due to changes in interest rates or if the decline in fair values of our debt securities is judged to be other than temporary. Furthermore, we may suffer losses in principal if we are forced to sell securities that have declined in market value due to changes in interest rates or financial market conditions.

**Our failure to protect and defend our intellectual property could impair our ability to compete effectively.**

We rely upon patent, copyright, trade secret, mask work and trademark laws to protect our intellectual property. We cannot provide assurance that such intellectual property rights can be successfully asserted in the future or will not be invalidated, violated, circumvented or challenged. From time to time, third parties, including our competitors, have asserted against us patent, copyright and other intellectual property rights to technologies that are important to us. Third parties may attempt to misappropriate our IP through electronic or other means or assert infringement claims against our indemnitees or us in the future. Such assertions by third parties may result in costly litigation, indemnity claims or other legal actions, and we may not prevail in such matters or be able to license any valid and infringed patents from third parties on commercially reasonable terms. This could result in the loss of our ability to import and sell our products or require us to pay costly royalties to third parties in connection with sales of our products. Any infringement claim, indemnification claim, or impairment or loss of use of our intellectual property could materially adversely affect our financial condition and results of operations.

**Our ability to design and introduce new products in a timely manner is dependent upon third-party intellectual property.**

In the design and development of new products and product enhancements, we rely on third-party intellectual property such as software development tools and hardware testing tools. Furthermore, certain product features may rely on intellectual property acquired from third parties. The design requirements necessary to meet future consumer demands for more features and greater functionality from semiconductor products may exceed the capabilities of the third-party intellectual property or development tools that are available to us. If the third-party intellectual property that we use becomes unavailable or fails to produce designs that meet consumer demands, our business could be adversely affected.

**We rely on information technology systems, and failure of these systems to function properly or unauthorized access to our systems could result in business disruption.**

We rely in part on various information technology (IT) systems to manage our operations, including financial reporting, and we regularly evaluate these systems and make changes to improve them as necessary. Consequently, we periodically implement new, or upgrade or enhance existing, operational and IT systems, procedures and controls. For example, in the third quarter of fiscal 2012 we upgraded the IT systems we use to manage our operations and record and report financial information, and in the past we simplified our supply chain and were required to make certain changes to our IT systems. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, could harm our ability to record and report financial and management information on a timely and accurate basis. These systems are also subject to power and telecommunication outages or other general system failures. Failure of our IT systems or difficulties in managing them could result in business disruption. We also may be subject to unauthorized access to our IT systems through a security breach or attack. In the past there have been attempts by third parties to penetrate and or infect our network and systems with malicious software, in an effort to gain access to our network and systems. We seek to detect and investigate any security incidents and prevent their recurrence, but in some cases, we might be unaware of an incident or its magnitude and effects. Our business could be significantly harmed and we could be subject to third party claims in the event of such a security breach.

**Earthquakes and other natural disasters could disrupt our operations and have a material adverse affect on our financial condition and results of operations.**

The independent foundries upon which we rely to manufacture our products, as well as our California and Singapore facilities, are located in regions that are subject to earthquakes and other natural disasters. UMC's and TSMC's foundries in Taiwan and Seiko's foundries in Japan and our assembly and test partners in Japan and other regions as well as many of our operations in California are centered in areas that have been seismically active in the recent past and some areas have been affected by other natural disasters such as typhoons. Any catastrophic event in these locations will disrupt our operations, including our manufacturing activities and our insurance may not cover losses resulting from such disruptions of our operations. This type of disruption could result in our inability to manufacture or ship products, thereby materially adversely affecting our financial condition and results of operations. For example, as a result of the March 2011 earthquake in Japan, production at the Seiko foundry at Sakata was halted temporarily, impacting production of some of our older devices. In addition, suppliers of wafers and substrates were forced to halt production temporarily. Disruption of operations at these foundries for any reason, including other natural disasters such as typhoons, tsunamis, volcano eruptions, fires or floods, as well as disruptions in access to adequate supplies of electricity, natural gas or water could cause delays in shipments of our products, and could have a material adverse effect on our results of operations. Furthermore, natural disasters can also indirectly impact us. For example, our customers' supply of other complimentary products may be disrupted by a natural disaster and may cause them to delay orders of our products. Certain types of these natural disasters might be exacerbated by the effects of climate change, which would increase the overall adverse effect of all the above. In addition, the access to water sources for our supply chain could also be adversely affected with climate change, which would potentially negatively affect our manufacturing strategy.

**If we are unable to maintain effective internal controls, our stock price could be adversely affected.**

We are subject to the ongoing internal control provisions of Section 404 of the Sarbanes-Oxley Act of 2002 (the Act). Our controls necessary for continued compliance with the Act may not operate effectively at all times and may result in a material weakness disclosure. The identification of material weaknesses in internal control, if any, could indicate a lack of proper controls to generate accurate financial statements and could cause investors to lose confidence and our stock price to drop.

**We compete with others to attract and retain key personnel, and any loss of, or inability to attract, such personnel would harm us.**

We depend on the efforts and abilities of certain key members of management and other technical personnel. Our future success depends, in part, upon our ability to retain such personnel and attract and retain other highly qualified personnel, particularly product engineers. Competition for such personnel is intense and we may not be successful in hiring or retaining new or existing qualified personnel. From time to time we have effected restructurings which eliminate a number of positions. Even if such personnel are not directly affected by the restructuring effort, such terminations can have a negative impact on morale and our ability to attract and hire new qualified personnel in the future. If we lose existing qualified personnel or are unable to hire new qualified personnel, as needed, our business, financial condition and results of operations could be seriously harmed.

**Unfavorable results of legal proceedings could adversely affect our financial condition and operating results.**

From time to time we are subject to various legal proceedings and claims that arise out of the ordinary conduct of our business. Certain claims are not yet resolved, including those that are discussed under Item 3. "Legal Proceedings," included in Part I of this Form 10-K, and additional claims may arise in the future. Results of legal proceedings cannot be predicted with certainty. Regardless of its merit, litigation may be both time-consuming and disruptive to our operations and cause significant expense and diversion of management attention and we may enter into material settlements to avoid these risks. Should we fail to prevail in certain matters, or should several of these matters be resolved against us in the same reporting period, we may be

faced with significant monetary damages or injunctive relief against us that would materially and adversely affect a portion of our business and might materially and adversely affect our financial condition and operating results.

**Our products could have defects which could result in reduced revenues and claims against us.**

We develop complex and evolving products that include both hardware and software. Despite our testing efforts and those of our subcontractors, defects may be found in existing or new products. These defects may cause us to incur significant warranty, support and repair or replacement costs, divert the attention of our engineering personnel from our product development efforts and harm our relationships with customers. Subject to certain terms and conditions, we have agreed to compensate certain customers for limited specified costs they actually incur in the event our hardware products experience epidemic failure. As a result, epidemic failure and other performance problems could result in claims against us, the delay or loss of market acceptance of our products and would likely harm our business. Our customers could also seek damages from us for their losses.

In addition, we could be subject to product liability claims. A product liability claim brought against us, even if unsuccessful, would likely be time-consuming and costly to defend. Product liability risks are particularly significant with respect to aerospace, automotive and medical applications because of the risk of serious harm to users of these products. Any product liability claim, whether or not determined in our favor, could result in significant expense, divert the efforts of our technical and management personnel, and harm our business.

**In preparing our financial statements, we make good faith estimates and judgments that may change or turn out to be erroneous.**

In preparing our financial statements in conformity with accounting principles generally accepted in the U.S., we must make estimates and judgments in applying our most critical accounting policies. Those estimates and judgments have a significant impact on the results we report in our consolidated financial statements. The most difficult estimates and subjective judgments that we make concern valuation of marketable and non-marketable securities, revenue recognition, inventories, long-lived assets including acquisition-related intangibles, goodwill, taxes and stock-based compensation. We base our estimates on historical experience, input from outside experts and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We also have other key accounting policies that are not as subjective, and therefore, their application would not require us to make estimates or judgments that are as difficult, but which nevertheless could significantly affect our financial reporting. Actual results may differ materially from these estimates. If these estimates or their related assumptions change, our operating results for the periods in which we revise our estimates or assumptions could be adversely and perhaps materially affected.

**The conditional conversion features of the outstanding debentures, if triggered, may adversely affect our financial condition and operating results.**

Our outstanding debentures have conditional conversion features. In the event the conditional conversion features of the debentures are triggered, holders of such debentures will be entitled to convert the debentures at any time during specified periods at their option. If one or more holders elect to convert their debentures, we would be required to settle any converted principal through the payment of cash, which could adversely affect our liquidity. Even if holders do not elect to convert their debentures, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the debentures as a current rather than long-term liability, which would result in a material reduction of our net working capital. In addition, we could be required to increase the number of shares used in our per share calculations to reflect the potentially dilutive impact of the conversion.

**Our failure to comply with the requirements of the International Traffic and Arms Regulations could have a material adverse effect on our financial condition and results of operations.**

Certain Xilinx space-grade FPGAs and related technologies are subject to the International Traffic in Arms Regulations (ITAR), which are administered by the U.S. Department of State. The ITAR governs the export and reexport of these FPGAs, the transfer of related technical data and the provision of defense services, as well as offshore production, test and assembly. We are required to maintain an internal compliance program and security infrastructure to meet ITAR requirements.

An inability to obtain the required export licenses, or to predict when they will be granted, increases the difficulties of forecasting shipments. In addition, security or compliance program failures that could result in penalties or a loss of export privileges, as well as stringent ITAR licensing restrictions that may make our products less attractive to overseas customers, could have a material adverse effect on our business, financial condition and/or operating results.

**Our inability to effectively control the sale of our products on the gray market could have a material adverse effect on us.**

We market and sell our products directly to OEMs and through authorized third-party distributors which helps to ensure that products delivered to our customers are authentic and properly handled. From time to time, customers may purchase products



bearing our name from the unauthorized "gray market." These parts may be counterfeit, salvaged or re-marked parts, or parts that have been altered, mishandled, or damaged. Gray market products result in shadow inventory that is not visible to us, thus making it difficult to forecast supply or demand. Also, when gray market products enter the market, we and our authorized distributors may compete with brokers of these discounted products, which can adversely affect demand for our products and negatively impact our margins. In addition, our reputation with customers may be negatively impacted when gray market products bearing our name fail or are found to be substandard.

**The conflict minerals provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act could result in additional costs and liabilities.**

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC established new disclosure and reporting requirements for those companies who use "conflict" minerals mined from the Democratic Republic of Congo and adjoining countries in their products, whether or not these products are manufactured by third parties. These new requirements could affect the sourcing and availability of minerals used in the manufacture of our semiconductor products. There will also be costs associated with complying with the disclosure requirements, including for due diligence in regard to the sources of any conflict minerals used in our products, in addition to the cost of remediation and other changes to products, processes, or sources of supply as a consequence of such verification activities. We may face reputational challenges if we are unable to sufficiently verify the origins for all minerals used in our products through the due diligence process we implement. Moreover, we may encounter challenges to satisfy those customers who require that all of the components of our products are certified as conflict free.

**Considerable amounts of our common shares are available for issuance under our equity incentive plans and convertible debentures, and significant issuances in the future may adversely impact the market price of our common shares.**

As of March 30, 2013 we had 2.00 billion authorized common shares, of which 263.6 million shares were outstanding. In addition, 43.6 million common shares were reserved for issuance pursuant to our equity incentive plans and Employee Stock Purchase Plan, 43.4 million common shares were reserved for issuance upon conversion or repurchase of the convertible debentures and 20.0 million common shares were reserved for issuance upon exercise of warrants. The availability of substantial amounts of our common shares resulting from the exercise or settlement of equity awards outstanding under our equity incentive plans or the conversion or repurchase of convertible debentures using common shares, which would be dilutive to existing stockholders, could adversely affect the prevailing market price of our common shares and could impair our ability to raise additional capital through the sale of equity securities.

**We have indebtedness that could adversely affect our financial position and prevent us from fulfilling our debt obligations.**

The aggregate amount of our consolidated indebtedness as of March 30, 2013 was \$1.29 billion (principal amount). We also may incur additional indebtedness in the future. Our indebtedness may:

- make it difficult for us to satisfy our financial obligations, including making scheduled principal and interest payments on the debentures and our other indebtedness;
- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general corporate purposes;
- limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes;
- require us to use a portion of our cash flow from operations to make debt service payments;
- limit our flexibility to plan for, or react to, changes in our business and industry;
- place us at a competitive disadvantage compared to our less leveraged competitors;
- increase our vulnerability to the impact of adverse economic and industry conditions; and
- require us to repatriate off-shore cash to the U.S. at unfavorable tax rates.

Our ability to meet our debt service obligations will depend on our future performance, which will be subject to financial, business and other factors affecting our operations, many of which are beyond our control.

**The call options and warrant transactions related to our 2.625% Senior Convertible Debentures due June 15, 2017 (2.625% Debentures) may affect the value of the debentures and our common stock.**

To hedge against potential dilution upon conversion of the 2.625% Debentures, we purchased call options on our common stock from the hedge counterparties. We also sold warrants to the hedge counterparties, which could separately have a dilutive effect on our earnings per share to the extent that the market price per share of our common stock exceeds the applicable strike price of the warrants of \$42.46 per share.

As the hedge counterparties and their respective affiliates modify hedge positions, they may enter or unwind various derivatives with respect to our common stock and/or purchase or sell our common stock in secondary market transactions. This

activity also could affect the market price of our common stock and/or debentures, which could affect the ability of the holders of the debentures to convert and the number of shares and value of the consideration that will be received by the holders of the debentures upon conversion.

**Acquisitions and strategic investments present risks, and we may not realize the goals that were contemplated at the time of a transaction.**

We recently acquired technology companies whose products complement our products, and in the past we have made a number of strategic investments in other technology companies. We may make similar acquisitions and strategic investments in the future. Acquisitions and strategic investments present risks, including:

- our ongoing business may be disrupted and our management's attention may be diverted by investment, acquisition, transition or integration activities;
- an acquisition or strategic investment may not further our business strategy as we expected, and we may not integrate an acquired company or technology as successfully as we expected;
- our operating results or financial condition may be adversely impacted by claims or liabilities that we assume from an acquired company or technology or that are otherwise related to an acquisition;
- we may have difficulty incorporating acquired technologies or products with our existing product lines;
- we may have higher than anticipated costs in continuing support and development of acquired products, and in general and administrative functions that support such products;
- our strategic investments may not perform as expected; and
- we may experience unexpected changes in how we are required to account for our acquisitions and strategic investments pursuant to U.S. GAAP.

The occurrence of any of these risks could have a material adverse effect on our business, results of operations, financial condition or cash flows, particularly in the case of a larger acquisition or several concurrent acquisitions or strategic investments.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

**ITEM 2. PROPERTIES**

Our corporate offices, which include the administrative, sales, customer support, marketing, R&D and manufacturing and testing groups, are located in San Jose, California. This main site consists of adjacent buildings providing 588,000 square feet of space, which we own. Excess space in this facility is leased to tenants under multi-year lease agreements. We also own two parcels of land totaling approximately 121 acres in South San Jose near our corporate facility. At present, we do not have any plans to develop the land.

We own a 228,000 square foot facility in the metropolitan area of Dublin, Ireland, which serves as our regional headquarters in Europe. The Irish facility is primarily used for service and support for our customers in Europe, R&D, marketing and IT support.

We own a 222,000 square foot facility in Singapore, which serves as our Asia Pacific regional headquarters. We own the building but the land is subject to a 30-year lease expiring in November 2035. The Singapore facility is primarily used for manufacturing support and testing of our products and services for our customers in Asia Pacific/Japan, coordination and management of certain third parties in our supply chain and R&D. Excess space in the facility is leased to a tenant under long-term lease agreement.

We own a 130,000 square foot facility in Longmont, Colorado. The Longmont facility serves as the primary location for our software efforts in the areas of R&D, manufacturing and quality control. In addition, we own a 200,000 square foot facility and 40 acres of land adjacent to the Longmont facility for future expansion. The facility is partially leased to tenants under long-term lease agreements and partially used by us.

We lease office facilities for our engineering design centers in Hyderabad, India; Portland, Oregon; Edinburgh, Scotland; Toronto and Ottawa, Canada; Beijing, China; Belfast, Northern Ireland; Hazlet, New Jersey; Gothenberg, Sweden; Tallinn, Estonia and Brisbane, Australia. We also lease sales offices in various locations throughout North America, which include the metropolitan areas of Austin, Chicago, Dallas, Detroit, Los Angeles, Montreal, Nashua, Phoenix, Raleigh, San Diego, Seattle and Toronto as well as international sales offices located in the metropolitan areas of Bangalore, Beijing, Chengdu, Brussels, Helsinki, Hong Kong, London, Manila, Milan, Munich, Nanjing, Osaka, Paris, Seoul, Shanghai, Shenzhen, Stockholm, Taichung, Taipei, Tel Aviv, Tokyo and Xi'an.

### **ITEM 3. LEGAL PROCEEDINGS**

#### **Patent Litigation**

On December 28, 2007, a patent infringement lawsuit was filed by PACT XPP Technologies, AG (PACT) against the Company in the U.S. District Court for the Eastern District of Texas, Marshall Division (PACT XPP Technologies, AG. v. Xilinx, Inc. and Avnet, Inc. Case No. 2:07-CV-563). The lawsuit pertained to eleven different patents and PACT sought injunctive relief, damages including enhanced damages, interest and attorneys' fees. Nine of the eleven patents were dismissed from the case prior to trial. Trial commenced in the matter on May 14, 2012 and on May 18, 2012 the jury concluded its deliberations. The jury found five claims of the two patents held by PACT were valid and were willfully infringed by the Company. The jury awarded PACT the sum of \$15.4 million as damages and royalties on past Xilinx sales. The presiding judge will decide the component for willful infringement at a future date which has not yet been determined, and such enhanced damages, including the willfulness component, could be as much as treble the \$15.4 million jury verdict. In its post-trial motions, the plaintiff has moved for attorneys' fees, an ongoing royalty for future sales of infringing products, pre- and post-judgment interest, and certain other relief. The Company intends to appeal the verdict and has filed motions for judgment as a matter of law.

On February 14, 2011, the Company filed a complaint for declaratory judgment of patent non-infringement and invalidity against Intellectual Ventures in the U.S. District Court for the Northern District of California. On September 30, 2011, the Company amended its complaint in this case to eliminate certain defendants and patents from the action (Xilinx, Inc. v. Intellectual Ventures I LLC and Intellectual Ventures II LLC, Case No CV11-0671). The lawsuit pertains to five patents and seeks judgments of non-infringement by Xilinx and judgments that the patents are invalid and unenforceable, as well as costs and attorneys' fees. Claims related to four of the five patents have been dismissed.

On February 15, 2011, Intellectual Ventures added the Company as a defendant in its complaint for patent infringement previously filed against Altera, Microsemi and Lattice in the U.S. District Court for the District of Delaware (Intellectual Ventures I LLC and Intellectual Ventures II LLC v. Altera Corporation, Microsemi Corporation, Lattice Semiconductor Corporation and Xilinx, Inc., Case No. 10-CV-1065). The lawsuit pertains to five patents, four of which Xilinx is alleged to be infringing. Intellectual Ventures seeks unspecified damages, interest and attorneys' fees and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

On October 17, 2011, Xilinx filed a complaint for patent non-infringement and invalidity and violation of California Business and Professions Code Section 17200 in the U.S. District Court for the Northern District of California against Intellectual Ventures and related entities as well as additional defendants (Xilinx, Inc. v. Intellectual Ventures, LLC. Intellectual Ventures Management, LLC, Detelle Relay KG, LLC, Roldan Block NY LLC, Latrosse Technologies LLC, TR Technologies Foundation LLC, Taichi Holdings, LLC, Noregin Assets N.V., LLC and Intellectual Venture Funding LLC Case No CV-04407). By order dated January 25, 2012, the Court granted with leave to amend defendants' motion to dismiss Xilinx's claim for violation of California Business and Professions Code section 17200. The Company has amended its complaint to remove the claim for violation of California Business and Professions Code section 17200. The remainder of the lawsuit pertains to seven patents and seeks judgments of non-infringement by Xilinx and judgments that the patents are invalid and unenforceable, as well as costs and attorneys' fees. Claims related to five of the seven patents have been dismissed.

On March 23, 2012, a patent infringement lawsuit was filed by Advanced Processor Technologies LLC (APT) against the Company in the U.S. District Court for the Eastern District of Texas, Marshall Division (Advanced Processor Technologies LLC v. Xilinx, Inc., Case No. 2:12-CV-158). The lawsuit pertains to three patents and APT seeks royalties, injunctive relief and unspecified damages and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

On May 30, 2012, a patent infringement lawsuit was filed by Semcon Tech, LLC (Semcon) against the Company in the U.S. District Court for the District of Delaware (Semcon Tech, LLC v. Xilinx, Inc., Case No. 1:12-CV-00691). The lawsuit pertains to one patent and Semcon seeks unspecified damages, costs and expenses and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

On November 5, 2012, a patent infringement lawsuit was filed by Mosaid Technologies Inc. (Mosaid) against the Company in the U.S. District Court for the Eastern District of Texas (Mosaid Technologies Inc. v. Xilinx, Inc., Case No 6:12-CV-00847). The lawsuit pertains to five patents and Mosaid seeks unspecified damages, costs, fees, royalties and injunctive relief and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

We intend to continue to protect and defend our IP vigorously.

**Other Matters**

From time to time, we are involved in various disputes and litigation matters that arise in the ordinary course of our business. These include disputes and lawsuits related to intellectual property, mergers and acquisitions, licensing, contract law, tax, regulatory, distribution arrangements, employee relations and other matters. Periodically, we review the status of each matter and assess its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and a range of possible losses can be estimated, we accrue a liability for the estimated loss. Legal proceedings are subject to uncertainties, and the outcomes are difficult to predict. Because of such uncertainties, accruals are based only on the best information available at the time. As additional information becomes available, we continue to reassess the potential liability related to pending claims and litigation and may revise estimates.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

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

Our common stock trades on the NASDAQ Global Select Market under the symbol XLNX. As of May 3, 2013, there were approximately 600 stockholders of record. Since many holders' shares are listed under their brokerage firms' names, the actual number of stockholders is estimated by us to be over 110,000.

The following table sets forth the high and low closing sale prices, for the periods indicated, for our common stock as reported by the NASDAQ Global Select Market:

	Fiscal 2013		Fiscal 2012	
	High	Low	High	Low
First Quarter	\$ 36.72	\$ 31.00	\$ 37.06	\$ 30.55
Second Quarter	35.31	30.63	37.11	27.44
Third Quarter	36.30	32.17	33.46	27.06
Fourth Quarter	39.14	35.61	37.45	32.10

#### Dividends Declared Per Common Share

The following table presents the quarterly dividends declared on our common stock for the periods indicated:

	Fiscal 2013	Fiscal 2012
First Quarter	\$ 0.22	\$ 0.19
Second Quarter	0.22	0.19
Third Quarter	0.22	0.19
Fourth Quarter	0.22	0.19

On March 5, 2013, our Board of Directors declared a cash dividend of \$0.25 per common share for the first quarter of fiscal 2014. The dividend is payable on June 5, 2013 to stockholders of record on May 15, 2013.

#### Securities Authorized for Issuance Under Equity Compensation Plans

See "Equity Compensation Plan Information," included in Item 12. "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" in Part III of this Form 10-K for information regarding our equity compensation plans.

#### Issuer Purchases of Equity Securities

In June 2010, the Board authorized the repurchase of up to \$500.0 million of common stock (2010 Repurchase Program). In August 2012, the Board authorized the repurchase of an additional \$750.0 million of the Company's common stock and debentures (2012 Repurchase Program). The shares authorized for purchase under the 2012 Repurchase Program are in addition to the shares that were purchased under the 2010 Repurchase Program. The 2010 and the 2012 Repurchase Programs have no stated expiration date. Through March 30, 2013, the Company had used all of the \$500.0 million authorized under the 2010 Repurchase Program, and \$10.6 million of the \$750.0 million authorized under the 2012 Repurchase Program, leaving \$739.4 million available for future repurchases. The Company's current policy is to retire all repurchased shares, and consequently, no treasury shares were held as of March 30, 2013 and March 31, 2012.

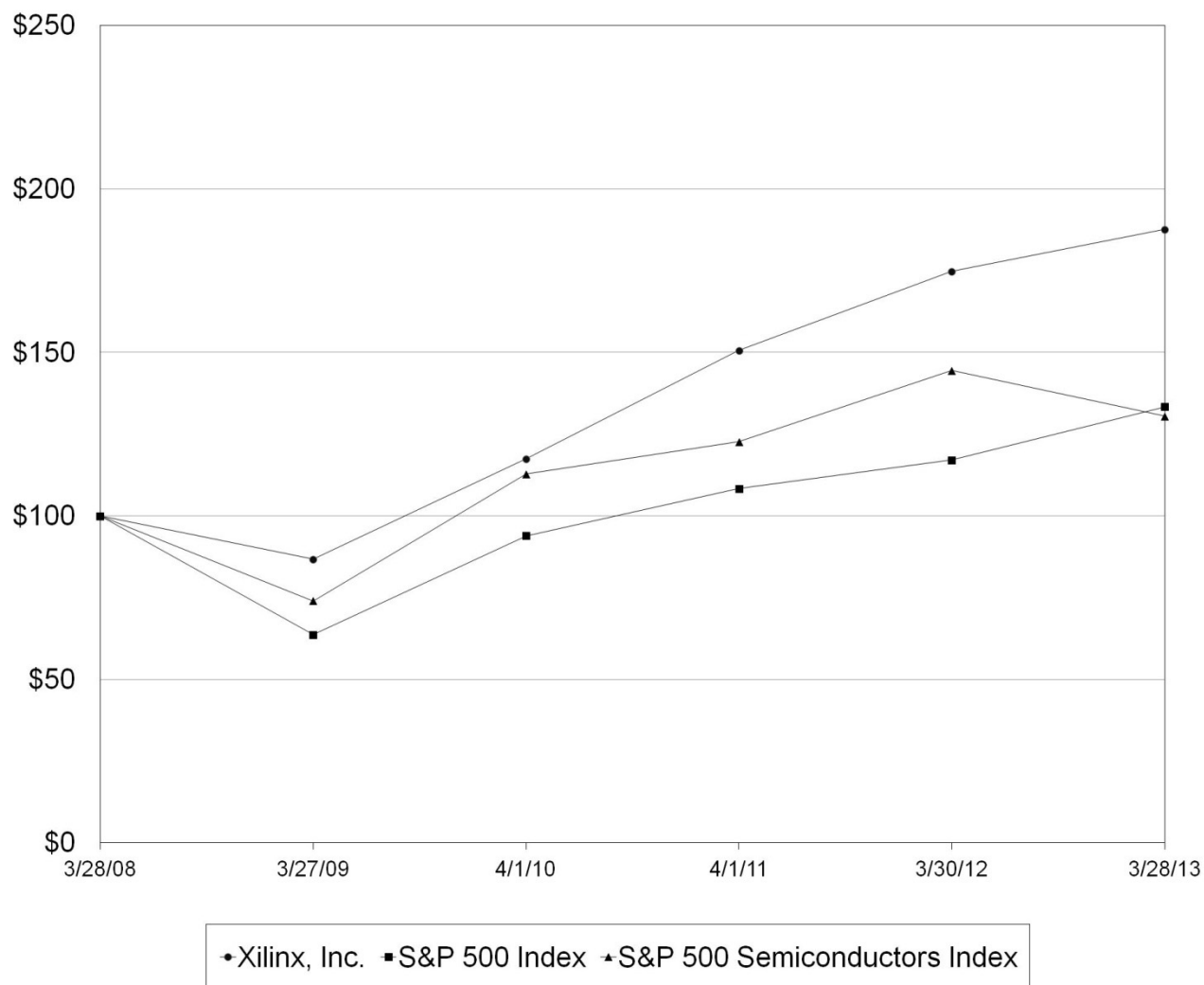
We did not repurchase any of our common stock during the fourth quarter of fiscal 2013. See "Note 14. Stockholders' Equity" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data" for information regarding our stock repurchase plans.

#### Company Stock Price Performance

The following graph shows a comparison of cumulative total return for our common stock, the Standard & Poor's 500 Stock Index (S&P 500 Index), and the Standard & Poor's 500 Semiconductors Index (S&P 500 Semiconductors Index). The graph covers the period from March 28, 2008, the last trading day before our fiscal 2008, to March 28, 2013, the last trading day of

our fiscal 2013. The graph and table assume that \$100 was invested on March 28, 2008 in our common stock, the S&P 500 Index and the S&P 500 Semiconductors Index and that all dividends were reinvested.

## Comparison of Cumulative Five Year Total Return



Company / Index	03/28/08	03/27/09	04/01/10	04/01/11	03/30/12	03/28/13
Xilinx, Inc.	100.00	86.75	117.53	150.52	174.74	187.62
S&P 500 Index	100.00	63.66	93.92	108.35	117.02	133.36
S&P 500 Semiconductors Index	100.00	74.00	112.85	122.64	144.39	130.51

*Note:* Stock price performance and indexed returns for our Common Stock are historical and are not indicators of future price performance or future investment returns.

## ITEM 6. SELECTED FINANCIAL DATA

### Consolidated Statement of Income Data Five years ended March 30, 2013

(In thousands, except per share amounts)

	March 30, 2013	March 31, 2012 <sup>(1)</sup>	April 2, 2011 <sup>(2)</sup>	April 3, 2010 <sup>(3)</sup>	March 28, 2009 <sup>(4)</sup>
Net revenues	\$ 2,168,652	\$ 2,240,736	\$ 2,369,445	\$ 1,833,554	\$ 1,825,184
Operating income	580,732	627,773	795,399	432,149	429,518
Income before income taxes	547,006	597,051	771,080	421,765	458,026
Provision for income taxes	59,470	66,972	129,205	64,281	96,307
Net income	487,536	530,079	641,875	357,484	361,719
Net income per common share:					
Basic	\$ 1.86	\$ 2.01	\$ 2.43	\$ 1.30	\$ 1.31
Diluted	\$ 1.79	\$ 1.95	\$ 2.39	\$ 1.29	\$ 1.31
Shares used in per share calculations:					
Basic	261,652	263,783	264,094	276,012	276,113
Diluted	272,573	272,157	268,061	276,953	276,854
Cash dividends per common share	\$ 0.88	\$ 0.76	\$ 0.64	\$ 0.60	\$ 0.56

- (1) Fiscal 2012 consolidated statement of income data included restructuring and litigation charges of \$3,369 and \$15,400, respectively.
- (2) Fiscal 2011 consolidated statement of income data included restructuring charges of \$10,346 and impairment loss on investments of \$5,904.
- (3) Fiscal 2010 consolidated statement of income data included restructuring charges of \$30,064 and impairment loss on investments of \$3,805.
- (4) Fiscal 2009 consolidated statement of income data included restructuring charges of \$22,023, a gain on early extinguishment of convertible debentures of \$75,035, impairment loss on investments of \$54,129 and a charge of \$3,086 related to an impairment of a leased facility that we did not occupy.

### Consolidated Balance Sheet Data Five years ended March 30, 2013

(In thousands)

	2013	2012	2011	2010	2009
Working capital	\$ 1,910,851	\$ 2,107,533	\$ 2,254,646	\$ 1,549,905	\$ 1,519,402
Total assets	4,729,451	4,464,122	4,140,850	3,184,318	2,811,901
Convertible debentures	922,666	906,569	890,980	354,798	352,110
Other long-term liabilities	456,701	507,092	467,113	351,889	277,965
Stockholders' equity	2,963,296	2,707,685	2,414,617	2,120,470	1,948,760

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

This discussion and analysis of financial condition and results of operations should be read in conjunction with our consolidated financial statements and accompanying notes included in Item 8. "Financial Statements and Supplementary Data."

### **Cautionary Statement**

*The statements in this Management's Discussion and Analysis that are forward-looking, within the meaning of the Private Securities Litigation Reform Act of 1995, involve numerous risks and uncertainties and are based on current expectations. The reader should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including those risks discussed under "Risk Factors" and elsewhere in this document. Often, forward-looking statements can be identified by the use of forward-looking words, such as "may," "will," "could," "should," "expect," "believe," "anticipate," "estimate," "continue," "plan," "intend," "project" and other similar terminology, or the negative of such terms. We disclaim any responsibility to update or revise any forward-looking statement provided in this Management's Discussion and Analysis for any reason.*

### **Nature of Operations**

We design, develop and market programmable devices and associated technologies, including advanced ICs in the form of PLDs, software design tools and predefined system functions delivered as IP. In addition to our programmable platforms, we provide design services, customer training, field engineering and technical support. Our PLDs include FPGAs, CPLDs and programmable SoCs. These devices are standard products that our customers program to perform desired logic functions. Our products are designed to provide high integration and quick time-to-market for electronic equipment manufacturers in end markets such as wired and wireless communications, industrial, scientific and medical, aerospace and defense, consumer and automotive, audio, video and broadcast, and data processing. We sell our products globally through independent domestic and foreign distributors and through direct sales to OEMs by a network of independent sales representative firms and by a direct sales management organization.

### **Critical Accounting Policies and Estimates**

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our consolidated financial statements. The SEC has defined critical accounting policies as those that are most important to the portrayal of our financial condition and results of operations and require us to make our most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, our critical accounting policies include: valuation of marketable securities, which impacts losses on debt and equity securities when we record impairments; revenue recognition, which impacts the recording of revenues; and valuation of inventories, which impacts cost of revenues and gross margin. Our critical accounting policies also include: the assessment of impairment of long-lived assets including acquisition-related intangibles, which impacts their valuation; the assessment of the recoverability of goodwill, which impacts goodwill impairment; accounting for income taxes, which impacts the provision or benefit recognized for income taxes, as well as, the valuation of deferred tax assets recorded on our consolidated balance sheet; and valuation and recognition of stock-based compensation, which impacts gross margin, research and development (R&D) expenses, and selling, general and administrative (SG&A) expenses. Below, we discuss these policies further, as well as the estimates and judgments involved. We also have other key accounting policies that are not as subjective, and therefore, their application would not require us to make estimates or judgments that are as difficult, but which nevertheless could significantly affect our financial reporting.

#### *Valuation of Marketable Securities*

Our short-term and long-term investments include marketable debt securities. As of March 30, 2013, we had marketable debt securities with a fair value of \$3.18 billion.

We determine the fair values for marketable debt securities using industry standard pricing services, data providers and other third-party sources and by internally performing valuation testing and analyses. See "Note 3. Fair Value Measurements" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data," for details of the valuation methodologies. In determining if and when a decline in value below adjusted cost of marketable debt and equity securities is other than temporary, we evaluate on an ongoing basis the market conditions, trends of earnings, financial condition, credit ratings, any underlying collateral and other key measures for our investments. We did not record any other-than-temporary impairment for marketable debt or equity securities in fiscal 2013, 2012 or 2011.



### *Revenue Recognition*

Sales to distributors are made under agreements providing distributor price adjustments and rights of return under certain circumstances. Revenue and costs relating to distributor sales are deferred until products are sold by the distributors to the distributors' end customers. For fiscal 2013, approximately 58% of our net revenues were from products sold to distributors for subsequent resale to OEMs or their subcontract manufacturers. Revenue recognition depends on notification from the distributor that product has been sold to the distributor's end customer. Also reported by the distributor are product resale price, quantity and end customer shipment information, as well as inventory on hand. Reported distributor inventory on hand is reconciled to deferred revenue balances monthly. We maintain system controls to validate distributor data and to verify that the reported information is accurate. Deferred income on shipments to distributors reflects the estimated effects of distributor price adjustments and the estimated amount of gross margin expected to be realized when distributors sell through product purchased from us. Accounts receivable from distributors are recognized and inventory is relieved when title to inventories transfers, typically upon shipment from Xilinx at which point we have a legally enforceable right to collection under normal payment terms.

As of March 30, 2013, we had \$71.3 million of deferred revenue and \$17.9 million of deferred cost of revenues recognized as a net \$53.4 million of deferred income on shipments to distributors. As of March 31, 2012, we had \$90.0 million of deferred revenue and \$23.0 million of deferred cost of revenues recognized as a net \$67.0 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in our consolidated statement of income will be different than the amount shown on the consolidated balance sheet due to actual price adjustments issued to the distributors when the product is sold to their end customers.

Revenue from sales to our direct customers is recognized upon shipment provided that persuasive evidence of a sales arrangement exists, the price is fixed, title has transferred, collection of resulting receivables is reasonably assured, and there are no customer acceptance requirements and no remaining significant obligations. For each of the periods presented, there were no significant formal acceptance provisions with our direct customers.

Revenue from software licenses is deferred and recognized as revenue over the term of the licenses of one year. Revenue from services is recognized when the service is performed. Revenue from Support Products, which includes software and services sales, was less than 5% of net revenues for all of the periods presented.

Allowances for end customer sales returns are recorded based on historical experience and for known pending customer returns or allowances.

### *Valuation of Inventories*

Inventories are stated at the lower of actual cost (determined using the first-in, first-out method) or market (estimated net realizable value). The valuation of inventory requires us to estimate excess or obsolete inventory as well as inventory that is not of salable quality. We review and set standard costs quarterly to approximate current actual manufacturing costs. Our manufacturing overhead standards for product costs are calculated assuming full absorption of actual spending over actual volumes, adjusted for excess capacity. Given the cyclicity of the market, the obsolescence of technology and product lifecycles, we write down inventory based on forecasted demand and technological obsolescence. These forecasts are developed based on inputs from our customers, including bookings and extended but uncommitted demand forecasts, and internal analyses such as customer historical purchasing trends and actual and anticipated design wins, as well as market and economic conditions, technology changes, new product introductions and changes in strategic direction. These factors require estimates that may include uncertain elements. The estimates of future demand that we use in the valuation of inventory are the basis for our published revenue forecasts, which are also consistent with our short-term manufacturing plans. The differences between our demand forecast and the actual demand in the recent past have not resulted in any material write down in our inventory. If our demand forecast for specific products is greater than actual demand and we fail to reduce manufacturing output accordingly, we could be required to write down additional inventory, which would have a negative impact on our gross margin.

### *Impairment of Long-Lived Assets Including Acquisition-Related Intangibles*

Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment if indicators of potential impairment exist. Impairment indicators are reviewed on a quarterly basis. When indicators of impairment exist and assets are held for use, we estimate future undiscounted cash flows attributable to the assets. In the event such cash flows are not expected to be sufficient to recover the recorded value of the assets, the assets are written down to their estimated fair values based on the expected discounted future cash flows attributable to the assets or based on appraisals. Factors affecting impairment of assets held for use include the ability of the specific assets to generate separately identifiable positive cash flows.

When assets are removed from operations and held for sale, we estimate impairment losses as the excess of the carrying value of the assets over their fair value. Market conditions are amongst the factors affecting impairment of assets held for sale. Changes in any of these factors could necessitate impairment recognition in future periods for assets held for use or assets held for sale.

Long-lived assets such as other intangible assets and property, plant and equipment are considered non-financial assets, and are only measured at fair value when indicators of impairment exist.

### *Goodwill*

Goodwill is not amortized but is subject to impairment tests on an annual basis, or more frequently if indicators of potential impairment exist, and goodwill is written down when it is determined to be impaired. We perform an annual impairment review in the fourth quarter of each fiscal year and compare the fair value of the reporting unit in which the goodwill resides to its carrying value. If the carrying value exceeds the fair value, the goodwill of the reporting unit is potentially impaired. For purposes of impairment testing, Xilinx operates as a single reporting unit. We use the quoted market price method to determine the fair value of the reporting unit. Based on the impairment review performed during the fourth quarter of fiscal 2013, there was no impairment of goodwill in fiscal 2013. Unless there are indicators of impairment, our next impairment review for goodwill will be performed and completed in the fourth quarter of fiscal 2014. To date, no impairment indicators have been identified.

### *Accounting for Income Taxes*

Xilinx is a multinational corporation operating in multiple tax jurisdictions. We must determine the allocation of income to each of these jurisdictions based on estimates and assumptions and apply the appropriate tax rates for these jurisdictions. We undergo routine audits by taxing authorities regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. Tax audits often require an extended period of time to resolve and may result in income tax adjustments if changes to the allocation are required between jurisdictions with different tax rates.

In determining income for financial statement purposes, we must make certain estimates and judgments. These estimates and judgments occur in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenue and expense. Additionally, we must estimate the amount and likelihood of potential losses arising from audits or deficiency notices issued by taxing authorities. The taxing authorities' positions and our assessment can change over time resulting in a material effect on the provision for income taxes in periods when these changes occur.

We must also assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we must increase our provision for taxes by recording a reserve in the form of a valuation allowance for the deferred tax assets that we estimate will not ultimately be recoverable.

We perform a two-step approach to recognize and measure uncertain tax positions relating to accounting for income taxes. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being ultimately realized. See "Note 15. Income Taxes" to our consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data."

### *Stock-Based Compensation*

Determining the appropriate fair-value model and calculating the fair value of stock-based awards at the date of grant requires judgment. We use the Black-Scholes option-pricing model to estimate the fair value of employee stock options and rights to purchase shares under our Employee Stock Purchase Plan. Option pricing models, including the Black-Scholes model, also require the use of input assumptions, including expected stock price volatility, expected life, expected dividend rate, expected forfeiture rate and expected risk-free rate of return. We use implied volatility based on traded options in the open market as we believe implied volatility is more reflective of market conditions and a better indicator of expected volatility than historical volatility. In determining the appropriateness of implied volatility, we considered: the volume of market activity of traded options, and determined there was sufficient market activity; the ability to reasonably match the input variables of traded options to those of options granted by us, such as date of grant and the exercise price, and determined the input assumptions were comparable; and the length of term of traded options used to derive implied volatility, which is generally one to two years and which was extrapolated to match the expected term of the employee options granted by us, and determined the length of the option term was reasonable. The expected life of options granted is based on the historical exercise activity as well as the expected disposition of all options outstanding. We will continue to review our input assumptions and make changes as deemed

appropriate depending on new information that becomes available. Higher volatility and expected lives result in a proportional increase to stock-based compensation determined at the date of grant. The expected dividend rate and expected risk-free rate of return do not have as significant an effect on the calculation of fair value.

In addition, we developed an estimate of the number of stock-based awards which will be forfeited due to employee turnover. Quarterly changes in the estimated forfeiture rate have an effect on reported stock-based compensation, as the effect of adjusting the rate for all expense amortization is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate is higher than the estimated forfeiture rate, then an adjustment is made to increase the estimated forfeiture rate, which will result in a decrease to the expense recognized in the financial statements. If the actual forfeiture rate is lower than the estimated forfeiture rate, then an adjustment is made to decrease the estimated forfeiture rate, which will result in an increase to the expense recognized in the financial statements. The impact of forfeiture true up in fiscal 2013, 2012 and 2011 reduced stock-based compensation expense by \$2.6 million, \$3.7 million, and \$5.1 million, respectively. The expense we recognize in future periods could also differ significantly from the current period and/or our forecasts due to adjustments in the assumed forfeiture rates.

## Results of Operations

The following table sets forth statement of income data as a percentage of net revenues for the fiscal years indicated:

	2013	2012	2011
<b>Net revenues</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
Cost of revenues	34.0	35.1	34.6
<b>Gross margin</b>	<b>66.0</b>	<b>64.9</b>	<b>65.4</b>
<b>Operating expenses:</b>			
Research and development	21.9	19.4	16.6
Selling, general and administrative	16.9	16.3	14.8
Amortization of acquisition-related intangibles	0.4	0.3	—
Restructuring charges	—	0.2	0.4
Litigation	—	0.7	—
Total operating expenses	39.2	36.9	31.8
<b>Operating income</b>	<b>26.8</b>	<b>28.0</b>	<b>33.6</b>
Interest and other expense, net	1.6	1.4	1.0
<b>Income before income taxes</b>	<b>25.2</b>	<b>26.6</b>	<b>32.6</b>
Provision for income taxes	2.7	2.9	5.5
<b>Net income</b>	<b>22.5%</b>	<b>23.7%</b>	<b>27.1%</b>

## Net Revenues

(In millions)	2013	Change	2012	Change	2011
Net revenues	\$ 2,168.7	(3)%	\$ 2,240.7	(5)%	\$ 2,369.4

Net revenues in fiscal 2013 and 2012 decreased 3% and 5%, respectively. New Product revenues increased in fiscal 2013 and 2012 but were offset by declines from our Mainstream, Base and Support Products. The declines were primarily due to lower sales in the Communications end market. See also "Net Revenues by Product" and "Net Revenues by End Markets" below for more information on our product and end-market categories.

No end customer accounted for more than 10% of net revenues for any of the periods presented.

### *Net Revenues by Product*

We sell our products to global manufacturers of electronic products in end markets such as wired and wireless communications, aerospace and defense, industrial, scientific and medical and audio, video and broadcast. The vast majority of our net revenues are generated by sales of our semiconductor products, but we also generate sales from support products. We classify our product offerings into four categories: New, Mainstream, Base and Support Products. The composition of each product category is as follows:

- New Products include our most recent product offerings and include the Virtex-7, Kintex-7, Artix-7, Zynq-7000, Virtex-6 and Spartan<sup>®</sup>-6 product families.
- Mainstream Products include the Virtex-5, Spartan-3 and CoolRunner-II product families.
- Base Products consist of our older product families including the Virtex-4, Virtex-II, Virtex-E, Virtex, Spartan-II, Spartan, CoolRunner and XC9500 products.
- Support Products include configuration solutions, HardWire, software and support services.

These product categories, except for Support Products, are modified on a periodic basis to better reflect the maturity of the products and advances in technology. The most recent modification was made on April 1, 2012, which was the beginning of our fiscal 2013. The amounts for the prior periods presented have been reclassified to conform to the new categorization. New Products include our most recent product offerings and are typically designed into our customers' latest generation of electronic systems. Mainstream Products are generally several years old and designed into customer programs that are currently shipping in full production. Base Products are older than Mainstream Products with demand generated generally by the customers' oldest systems still in production. Support Products are generally products or services sold in conjunction with our semiconductor devices to aid customers in the design process.

Net revenues by product categories for the fiscal years indicated were as follows:

(In millions)	2013	% of Total	% Change	2012	% of Total	% Change	2011
New Products	\$ 473.6	22	81	\$ 261.3	12	74	\$ 150.2
Mainstream Products	942.9	43	(9)	1,039.7	46	(1)	1,051.8
Base Products	666.8	31	(21)	847.2	38	(20)	1,060.3
Support Products	85.4	4	(8)	92.5	4	(14)	107.1
Total net revenues	<u>\$ 2,168.7</u>	<u>100</u>	<u>(3)</u>	<u>\$ 2,240.7</u>	<u>100</u>	<u>(5)</u>	<u>\$ 2,369.4</u>

Net revenues from New Products increased significantly in fiscal 2013 as a result of sales growth of our Virtex-6 and Spartan-6 product families as well as 7 Series and Zynq-7000 products. Sales from our 7 Series and Zynq-7000 products surpassed \$100 million during fiscal 2013. In fiscal 2012, net revenues from New Products increased primarily as a result of strong market acceptance of these products, particularly our Virtex-6 and Spartan-6 product families. We expect sales of New Products to continue to grow as more customer programs enter into volume production with our Virtex-6 and Spartan-6 product families and as our 7 Series and Zynq-7000 products continue their sales ramp.

Net revenues from Mainstream Products decreased in both fiscal 2013 and fiscal 2012 from the comparable prior year periods. The decreases in both periods were largely due to the decline in sales of our Virtex-5 and Spartan-3 product families, which were impacted by the weaker economic environment.

Net revenues from Base Products decreased in fiscal 2013 and fiscal 2012 from the comparable prior year periods. The decreases in both periods were as expected due to a decline in sales from our Virtex-2 and Virtex-4 product families. Base Products are mature products and their sales are expected to decline over time.

Net revenues from Support Products decreased in fiscal 2013 and 2012 compared to the prior year period. The decreases in both periods were due to a decline in sales from our PROM products.

#### *Net Revenues by End Markets*

Our end market revenue data is derived from our understanding of our end customers' primary markets. On April 1, 2012, we modified our end market categories in two ways. First, Data Center customers were moved from the Data Processing category into the Communications category. Additionally, all end market categories were renamed to better reflect actual sales composition. Amounts for the prior periods presented have been reclassified to conform to the new categorization. Net revenues by end markets were reclassified into the following four categories: Communications and Data Center; Industrial, Aerospace and Defense; Broadcast, Consumer and Automotive; and Other. The percentage change calculation in the table below represents the year-to-year dollar change in each end market.

Net revenues by end markets for fiscal years indicated were as follows:

(% of total net revenues)	2013	% Change in Dollars	2012	% Change in Dollars	2011
Communications and Data Center	46%	(1)	45%	(10)	48%
Industrial, Aerospace and Defense	34	(4)	35	1	32
Broadcast, Consumer and Automotive	16	2	15	(3)	15
Other	4	(33)	5	(8)	5
Total net revenues	100%	(3)	100%	(5)	100%

Net revenues from Communications and Data Center, our largest end market, decreased slightly in fiscal 2013 in terms of absolute dollars, compared to the prior year period. The decrease in fiscal 2013 was primarily due to weaker sales from wired communications, which completely offset the increased sales from wireless communications. Net revenues from Communications and Data Center declined in fiscal 2012 from the comparable prior year period. The decline was due to lower sales from both wired and wireless communication applications with wireless communication applications driving most of the decline.

Net revenues from the Industrial, Aerospace & Defense end market decreased in fiscal 2013 versus the comparable prior year period. The decline in fiscal 2013 was primarily due to decreases in sales from defense and industrial, scientific, and medical applications, which offset the increase in sales from test and measurement applications. Net revenues from the Industrial, Aerospace & Defense end market increased in fiscal 2012 compared to the prior year period. The increase was due to increased sales from defense and industrial, scientific and medical applications, which more than offset lower sales from test and measurement applications.

Net revenues from the Broadcast, Consumer and Automotive end market increased in fiscal 2013 from the comparable prior year period. The increase in fiscal 2013 was due to an increase in sales from audio, video and broadcast, and automotive applications. Net revenues from the Broadcast, Consumer and Automotive end market decreased in fiscal 2012 due primarily to a decline in sales from audio, video and broadcast, consumer, and automotive applications.

Net revenues from the Other end market decreased in fiscal 2013 and 2012 from the comparable prior year periods. The decreases in both periods were due to weaker sales from computing and storage applications.

#### *Net Revenues by Geography*

Geographic revenue information reflects the geographic location of the distributors, OEMs or contract manufacturers who purchased our products. This may differ from the geographic location of the end customers. Net revenues by geography for the fiscal years indicated were as follows:

(In millions)	2013	% of Total	% Change	2012	% of Total	% Change	2011
North America	\$ 655.6	30	(4)	\$ 684.4	31	(4)	\$ 710.4
Asia Pacific	753.8	35	1	744.5	33	(12)	843.9
Europe	548.4	25	(7)	589.8	26	(4)	615.3
Japan	210.9	10	(5)	222.0	10	11	199.8
Total net revenues	\$ 2,168.7	100	(3)	\$ 2,240.7	100	(5)	\$ 2,369.4

Net revenues in North America decreased in fiscal 2013 from the comparable prior year period. The decrease was primarily due to weaker sales across most end markets, including Communications & Data Center, Industrial and Aerospace & Defense, and Other. Net revenues in North America decreased in fiscal 2012 from the comparable prior year period. The decrease was primarily due to a decline in sales across most of our end markets with particular weakness coming from the Communications end market due to a decline in sales from wired communications applications.

Net revenues in Asia Pacific increased slightly in fiscal 2013 from the comparable prior year period. The increase in fiscal 2013 was primarily due to an increase in sales from the Communications and Data Center end market, particularly wireless communications applications, and industrial, scientific, and medical, and test and measurement applications. Net revenues in Asia Pacific decreased in fiscal 2012 from the comparable prior year period. The decrease was primarily due to a decline in sales from the Communications end market, with particular weakness coming from wireless communications applications.

Net revenues in Europe decreased in fiscal 2013 compared with the prior year period. The decrease in fiscal 2013 was primarily due to decreased sales from the Communications and Data Center and Automotive end markets. Net revenues in Europe decreased in fiscal 2012 from the comparable prior year period. The decrease was due to lower sales from the Communications end market, with particular weakness coming from wireless communications applications.

Net revenues in Japan decreased in fiscal 2013 compared with the prior year period. The decrease in fiscal 2013 was primarily due to decreased sales in industrial, scientific, and medical, and test and measurement applications. The fiscal 2012 increase in net revenues in Japan, as compared to prior year period, was primarily driven by strength in the Industrial and Other end market, with particular strength coming from test and measurement applications.

### Gross Margin

(In millions)	2013	Change	2012	Change	2011
Gross margin	\$ 1,431.4	(2)%	\$ 1,454.7	(6)%	\$ 1,549.9
Percentage of net revenues	66.0%		64.9%		65.4%

Gross margin was 1.1 percentage points higher in fiscal 2013 from the comparable prior year period. The increase in gross margin was driven primarily by the Company's continued focus on margin expansion and costs reduction across our product portfolio, and was offset, in part, by mix of products. The decrease in the gross margin percentage in fiscal 2012 from the comparable prior year period was driven by lower revenues and costs related to the ramp of New Products, which was partially offset by continuing improvement in product costs. New Products generally have lower gross margins than Mainstream and Base Products as they are in the early stage of their product life cycle and have higher unit costs associated with relatively lower volumes and early manufacturing maturity.

Gross margin may be affected in the future due to shifts in the mix of customers and products, competitive-pricing pressure, manufacturing-yield issues and wafer pricing. We expect to mitigate any adverse impacts from these factors by continuing to improve yields on our New Products, improve manufacturing efficiencies, and improve average selling price management.

Sales of inventory previously written off were not material during all periods presented.

In order to compete effectively, we pass manufacturing cost reductions to our customers in the form of reduced prices to the extent that we can maintain acceptable margins. Price erosion is common in the semiconductor industry, as advances in both product architecture and manufacturing process technology permit continual reductions in unit cost. We have historically been able to offset much of this revenue decline in our mature products with increased revenues from newer products.

### Research and Development

(In millions)	2013	Change	2012	Change	2011
Research and development	\$ 475.5	9%	\$ 435.3	11%	\$ 392.5
Percentage of net revenues	22%		19%		17%

R&D spending increased \$40.2 million, or 9%, during fiscal 2013, and \$42.8 million, or 11%, during fiscal 2012, compared to the same periods last year. The increases for both periods were primarily attributable to higher employee-related expenses (including stock-based compensation expense), and mask and wafer expenses related to our 28-nm development activities. R&D for fiscal 2013 also included spending for next generation products.

We plan to continue to selectively invest in R&D efforts in areas such as new products and more advanced process development, IP cores and the development of new design and layout software. We may also consider acquisitions to complement our strategy for technology leadership and engineering resources in critical areas.

### Selling, General and Administrative

(In millions)	2013	Change	2012	Change	2011
Selling, general and administrative	\$ 365.7	—%	\$ 365.3	4%	\$ 350.6
Percentage of net revenues	17%		16%		15%

SG&A expenses were relatively flat during fiscal 2013 compared to the same period last year. We incurred higher employee-related expenses (including stock-based compensation expense) in fiscal 2013, but the increase was offset by lower sales commission due to lower revenues. SG&A expenses increased \$14.7 million or 4% during fiscal 2012 compared to the same

period last year. The increase was primarily due to higher legal expenses related to litigation during the period. See "Note 17. Litigation Settlements and Contingencies" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data" for information.

### Amortization of Acquisition-Related Intangibles

(In millions)	2013	Change	2012	Change	2011
Amortization of acquisition-related intangibles	\$ 9.5	26%	\$ 7.6	632%	\$ 1.0
Percentage of net revenues	—%		—%		—%

Amortization expense for fiscal 2013 increased compared to the same period last year. The increase was primarily due to the impact of amortization of intangible assets obtained from acquisitions in the second quarter of fiscal 2013. Amortization expense also increased in fiscal 2012 compared to the same period last year. The increase was related to the intangible assets acquired in the fourth quarter of fiscal 2011 and in the first quarter of fiscal 2012. See "Note 18. Business Combinations" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data."

### Restructuring Charges

During the second quarter of fiscal 2012, we implemented restructuring measures designed to consolidate our research and development activities in the U.S. and to reduce our global workforce by 46 net positions, or less than 2%. We have completed this restructuring plan and recorded total restructuring charges of \$3.4 million in the second quarter of fiscal 2012, which was predominantly related to severance costs and benefits expenses.

During fiscal 2011, we announced restructuring measures designed to realign resources and drive overall operating efficiencies across the Company and recorded total restructuring charges of \$10.3 million. These measures impacted 56 positions, or less than 2% of our global workforce, in various geographies and functions worldwide. The reorganization plan was completed by the end of the fourth quarter of fiscal 2011.

The restructuring charges described above have been shown separately as restructuring charges on the consolidated statements of income. There was no remaining accrual as of March 30, 2013 related to these restructurings.

### Litigation

On May 18, 2012, the jury in the trial of a patent infringement lawsuit filed by PACT against us concluded its deliberations. The jury found two patents held by PACT were valid and were willfully infringed by us. The jury awarded PACT the sum of \$15.4 million as damages and royalties on our past sales. We accrued this award on our consolidated balance sheet during the fourth quarter of fiscal 2012. The presiding judge will decide the component for willful infringement at a future date which has not yet been determined, and such enhanced damages, including the willfulness component, could be as much as treble the \$15.4 million jury verdict. See Item 3. "Legal Proceedings," included in Part I and "Note 17. Litigation Settlements and Contingencies" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data."

### Stock-Based Compensation

(In millions)	2013	Change	2012	Change	2011
Stock-based compensation included in:					
Cost of revenues	\$ 6.4	13%	\$ 5.6	17%	\$ 4.8
Research and development	37.9	17%	32.3	12%	28.8
Selling, general and administrative	33.6	14%	29.5	11%	26.7
	\$ 77.9	15%	\$ 67.4	12%	\$ 60.3

The \$10.5 million and \$7.1 million increases in stock-based compensation expense for fiscal 2013 and 2012, respectively, as compared to the prior year periods were primarily related to higher expenses associated with restricted stock units, as we granted more restricted stock units at a higher fair value in the recent years. The higher expense from restricted stock units was partially offset by lower expenses related to stock option grants as we granted lower number of stock options in the current fiscal year.

## Interest and Other Expense, Net

(In millions)	2013	Change	2012	Change	2011
Interest and other expense, net	\$ 33.7	10%	\$ 30.7	26%	\$ 24.3
Percentage of net revenues	2%		1%		1%

Our net interest and other expense increased by \$3.0 million for fiscal 2013 compared to the same period last year. The increase was primarily due to an impairment of investments in non-marketable equity securities. The increase in net interest and other expense in fiscal 2012 over the prior-year period was primarily due to the interest expense related to the 2.625% Debentures, which were issued in June 2010 and therefore had a partial-year impact in fiscal 2011 and full-year impact in fiscal 2012.

## Provision for Income Taxes

(In millions)	2013	Change	2012	Change	2011
Provision for income taxes	\$ 59.5	(11)%	\$ 67.0	(48)%	\$ 129.2
Percentage of net revenues	3%		3%		6%
Effective tax rate	11%		11%		17%

The difference between the U.S. federal statutory tax rate of 35% and the Company's effective tax rate in all periods is primarily due to income earned in lower tax rate jurisdictions, for which no U.S. income tax has been provided, as the Company intends to permanently reinvest these earnings outside of the U.S.

The effective tax rate remained flat for fiscal 2013 as compared with fiscal 2012. While both periods included benefits related to the U.S. federal research credit, the credit was larger in fiscal 2013 than fiscal 2012 primarily due to the retroactive reinstatement of the research tax credit as part of the American Taxpayer Relief Act of 2012 enacted on January 2, 2013. The income tax provision for fiscal 2013 included five quarters of research tax credit as compared to fiscal 2012 provision which included three quarters. The net benefits relating to the federal research credit for fiscal 2013 and 2012 were \$12.7 million and \$9.1 million, respectively. Both periods also included benefits relating to lapses of statutes of limitation; however, the fiscal 2013 benefit was less than the comparable release in fiscal 2012. The benefits relating to lapses of statutes of limitation for fiscal 2013 and 2012 were \$9.0 million and \$15.9 million, respectively.

The decrease in the effective tax rate in fiscal 2012, when compared with fiscal 2011, was primarily due to a shift in the geographic mix of earnings subject to U.S. tax. The fiscal 2012 decrease in effective tax rate also included benefits of \$15.9 million relating to lapses of statutes of limitation, which resulted in the realization of certain previously unrecognized tax positions.

## Financial Condition, Liquidity and Capital Resources

We have historically used a combination of cash flows from operations and equity and debt financing to support ongoing business activities, acquire or invest in critical or complementary technologies, purchase facilities and capital equipment, repurchase our common stock and debentures under our repurchase program, pay dividends and finance working capital. Additionally, our investments in debt securities are available for future sale.

### Fiscal 2013 Compared to Fiscal 2012

#### *Cash, Cash Equivalents and Short-term and Long-term Investments*

The combination of cash, cash equivalents and short-term and long-term investments as of March 30, 2013 and March 31, 2012 totaled \$3.37 billion and \$3.13 billion, respectively. As of March 30, 2013, we had cash, cash equivalents and short-term investments of \$1.71 billion and working capital of \$1.91 billion. As of March 31, 2012, cash, cash equivalents and short-term investments were \$1.92 billion and working capital was \$2.11 billion.

During fiscal 2013, our operations generated net positive cash flow of \$656.5 million, which was \$170.2 million lower than the \$826.7 million generated during fiscal 2012. The positive cash flow from operations generated during fiscal 2013 was primarily from net income as adjusted for non-cash related items and increase in income taxes payable. These items were partially offset by increases in accounts receivable and other assets, as well as decreases in deferred income on shipments to distributors and accounts payable.

Net cash used in investing activities was \$511.5 million during fiscal 2013, as compared to \$960.9 million in fiscal 2012. Net cash used in investing activities during fiscal 2013 consisted of \$396.2 million of net purchases of available-for-sale securities,



\$85.1 million of other investing activities and \$30.3 million for purchases of property, plant and equipment (see further discussion below).

Net cash used in financing activities was \$310.3 million in fiscal 2013, as compared to \$299.4 million in fiscal 2012. Net cash used in financing activities during fiscal 2013 consisted of \$230.5 million dividend payments to stockholders and \$197.7 million of repurchase of common stocks, which was partially offset by \$107.7 million of proceeds from issuance of common stock under employee stock plans and \$10.2 million for the excess of the tax benefit from stock-based compensation.

#### *Accounts Receivable*

Accounts receivable increased by \$14.2 million and days sales outstanding (DSO) increased to 38 days at March 30, 2013 from 35 days at March 31, 2012. The increase was primarily due to timing of shipments and collections.

#### *Inventories*

Inventories decreased to \$201.3 million as of March 30, 2013 from \$204.9 million as of March 31, 2012, but combined inventory days at Xilinx and distribution increased slightly to 108 days at March 30, 2013 from 106 days at March 31, 2012. While we were able to manage our inventory and reduce the balance in terms of absolute dollar at the end of fiscal 2013 from prior year, during fiscal 2013 and 2012 our inventory levels were still relatively higher than historical trends due to our decision to build ahead of a number of legacy parts in response to the previously planned closure of a particular foundry process line. The vast majority of these parts are expected to be shipped over the next two years.

We attempt to maintain sufficient levels of inventory in various product, package and speed configurations in order to keep lead times short and to meet forecasted customer demand and address potential supply constraints. Conversely, we also attempt to minimize the handling costs associated with maintaining higher inventory levels and to fully realize the opportunities for cost reductions associated with architecture and manufacturing process advancements. We continually strive to balance these two objectives to provide excellent customer response at a competitive cost.

#### *Property, Plant and Equipment*

During fiscal 2013, we invested \$30.3 million in property, plant and equipment compared to \$70.1 million in fiscal 2012. Primary investments in fiscal 2013 were for equipment and building improvements in order to support our new products development and infrastructures.

#### *Current Liabilities*

Current liabilities increased to \$386.8 million at the end of fiscal 2013 from \$342.8 million at the end of fiscal 2012. The change was primarily due to an increase in the U.S. federal income tax liability which will be paid in the first quarter of fiscal 2014, partially offset by the decrease in deferred income on shipments to distributors.

#### *Stockholders' Equity*

Stockholders' equity increased \$255.6 million during fiscal 2013 from \$2.71 billion in fiscal 2012 to \$2.96 billion in fiscal 2013. The increase was primarily attributable to \$487.5 million in net income for fiscal 2013, \$77.9 million of stock-based compensation, \$107.7 million of issuance of common stock under employee stock plans and \$1.4 million of other comprehensive income. The increase was partially offset by \$197.7 million of repurchase of common stocks and \$230.5 million of payment of dividends to stockholders.

### **Fiscal 2012 Compared to Fiscal 2011**

#### *Cash, Cash Equivalents and Short-term and Long-term Investments*

The combination of cash, cash equivalents and short-term and long-term investments as of March 31, 2012 and April 2, 2011 totaled \$3.13 billion and \$2.69 billion, respectively. As of March 31, 2012, we had cash, cash equivalents and short-term investments of \$1.92 billion and working capital of \$2.11 billion. Cash provided by operations of \$826.7 million for fiscal 2012 was \$102.5 million higher than the \$724.2 million generated during fiscal 2011. Cash provided by operations during fiscal 2012 resulted primarily from net income as adjusted for non-cash related items and decreases in accounts receivable and inventories and increase in accrued liabilities, and were partially offset by decreases in deferred income on shipment to distributors, accounts payable and income taxes payable.

Net cash used in investing activities was \$960.9 million during fiscal 2012, as compared to \$625.4 million in fiscal 2011. Net cash used in investing activities during fiscal 2012 consisted of \$852.0 million of net purchases of available-for-sale securities, \$70.1 million for purchases of property, plant and equipment (see further discussion below) and \$38.8 million for acquisition of businesses.

Net cash used in financing activities was \$299.4 million in fiscal 2012, as compared to net cash provided by financing activities of \$92.2 million in fiscal 2011. Net cash used in financing activities during fiscal 2012 consisted of \$219.6 million of repurchase of common stocks and \$200.4 million for dividend payments to stockholders, which was partially offset by \$108.7 million of proceeds from issuance of common stock under employee stock plans and \$12.0 million for the excess of the tax benefit from stock-based compensation.

#### *Accounts Receivable*

Accounts receivable, net of allowances for doubtful accounts, customer returns and distributor pricing adjustments decreased by 25% from \$286.5 million at the end of fiscal 2011 to \$215.0 million at the end of fiscal 2012. The decrease in accounts receivable balance was primarily attributable to a decrease in net revenues in the fourth quarter of fiscal 2012 from the comparable prior year period. Due to higher accounts receivable collections, DSO decreased to 35 days as of March 31, 2012 from 45 days as of April 2, 2011.

#### *Inventories*

Inventories decreased from \$264.7 million as of April 2, 2011 to \$204.9 million as of March 31, 2012. The combined inventory days at Xilinx and the distribution channel decreased to 106 days as of March 31, 2012, compared to 135 days as of April 2, 2011. The inventory balances for both March 31, 2012 and April 2, 2011 were relatively higher than historical trends due to build ahead of a number of legacy parts in response to the previously planned closure of a particular foundry line.

#### *Property, Plant and Equipment*

During fiscal 2012, we invested \$70.1 million in property, plant and equipment compared to \$65.0 million in fiscal 2011. Primary investments in fiscal 2012 were for equipment, building improvements, testers, handlers, software in order to support our new products development and infrastructures.

#### *Current Liabilities*

Current liabilities decreased from \$368.1 million at the end of fiscal 2011 to \$342.8 million at the end of fiscal 2012. The decrease was primarily due to the decrease in deferred income on shipments to distributors and accounts payable due to timing and lower revenues, partially offset by the increase in other accrued liabilities.

#### *Stockholders' Equity*

Stockholders' equity increased \$293.1 million during fiscal 2012 from \$2.41 billion in fiscal 2011 to \$2.71 billion in fiscal 2012. The increase in stockholders' equity was attributable to total comprehensive income of \$526.8 million (which included net income of \$530.1 million) for fiscal 2012, issuance of common stock under employee stock plans of \$108.7 million and stock-based compensation related amounts totaling \$77.6 million (including the related tax benefits associated with stock option exercises). The increases were partially offset by the repurchase of common stock of \$219.6 million and payment of dividends to stockholders of \$200.4 million.

### **Liquidity and Capital Resources**

Cash generated from operations is used as our primary source of liquidity and capital resources. Our investment portfolio is also available for future cash requirements as is our \$250.0 million revolving credit facility entered into in December 2011 (expiring in December 2016). We are not aware of any lack of access to the revolving credit facility; however, we can provide no assurance that access to the credit facility will not be impacted by adverse conditions in the financial markets. Our credit facility is not reliant upon a single bank. There have been no borrowings to date under our existing revolving credit facility.

We repurchased 6.2 million shares of our common stock for \$197.7 million during fiscal 2013. During fiscal 2012, we used \$219.6 million of cash to repurchase 7.0 million shares of common stock. During fiscal 2013, we paid \$230.5 million in cash dividends to stockholders, representing \$0.88 per common share. During fiscal 2012, we paid \$200.4 million in cash dividends to stockholders, representing \$0.76 per common share. On March 5, 2013, our Board of Directors declared a cash dividend of \$0.25 per common share for the first quarter of fiscal 2014. The dividend is payable on June 5, 2013 to stockholders of record on May 15, 2013. Our common stock and debentures repurchase program and dividend policy could be impacted by, among other items, our views on potential future capital requirements relating to R&D, investments and acquisitions, legal risks, principal and interest payments on our debentures and other strategic investments.

The global credit crisis has caused exceptional levels of volatility and disruption in the capital markets, diminished liquidity and credit availability, and increased counterparty risk. Nevertheless, we anticipate that existing sources of liquidity and cash flows from operations will be sufficient to satisfy our cash needs for the foreseeable future. We will continue to evaluate opportunities for investments to obtain additional wafer capacity, to procure additional capital equipment and facilities, to

develop new products, and to potentially acquire technologies or businesses that could complement our business. However, the risk factors discussed in Item 1A and below could affect our cash positions adversely. In addition, certain types of investments such as auction rate securities may present risks arising from liquidity and/or credit concerns. In the event that our investments in auction rate securities become illiquid, we do not expect this will materially affect our liquidity and capital resources or results of operations.

As of March 30, 2013, marketable securities measured at fair value using Level 3 inputs were comprised of \$28.7 million of student loan auction rate securities. The amount of assets and liabilities measured using significant unobservable inputs (Level 3) as a percentage of the total assets and liabilities measured at fair value was less than 1% as of March 30, 2013. See "Note 3. Fair Value Measurements" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data," for additional information.

During fiscal 2013, we redeemed \$700 thousand of student loan auction rate securities for cash at par value.

### Contractual Obligations

The following table summarizes our significant contractual obligations as of March 30, 2013 and the effect such obligations are expected to have on our liquidity and cash flows in future periods. This table excludes amounts already recorded on our consolidated balance sheet as current liabilities as of March 30, 2013.

(In millions)	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating lease obligations (1)	\$ 20.5	\$ 6.3	\$ 6.4	\$ 3.3	\$ 4.5
Inventory and other purchase obligations (2)	96.2	96.2	—	—	—
Electronic design automation software licenses (3)	13.0	10.3	2.7	—	—
Intellectual property license rights obligations (4)	5.0	—	—	—	5.0
2.625% senior convertible debentures—principal and interest (5)	666.3	15.8	31.5	619.0	—
3.125% junior convertible debentures—principal and interest (5)	1,206.9	21.6	43.1	43.1	1,099.1
<b>Total</b>	<b>\$ 2,007.9</b>	<b>\$ 150.2</b>	<b>\$ 83.7</b>	<b>\$ 665.4</b>	<b>\$ 1,108.6</b>

- (1) We lease some of our facilities, office buildings and land under non-cancelable operating leases that expire at various dates through November 2035. Rent expense, net of rental income, under all operating leases was approximately \$3.9 million for fiscal 2013. See "Note 9. Commitments" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data," for additional information about operating leases.
- (2) Due to the nature of our business, we depend entirely upon subcontractors to manufacture our silicon wafers and provide assembly and some test services. The lengthy subcontractor lead times require us to order the materials and services in advance, and we are obligated to pay for the materials and services when completed. We expect to receive and pay for these materials and services in the next three to six months, as the products meet delivery and quality specifications.
- (3) As of March 30, 2013, we had \$13.0 million of non-cancelable license obligations to providers of electronic design automation software and hardware/software maintenance expiring at various dates through March 2015.
- (4) We committed up to \$5.0 million to acquire, in the future, rights to intellectual property until July 2023. License payments will be amortized over the useful life of the intellectual property acquired.
- (5) For purposes of this table we have assumed the principal of our debentures will be paid on maturity dates, which is June 15, 2017 for the 2.625% Debentures and March 15, 2037 for the 3.125% junior convertible debentures. See "Note 13. Convertible Debentures and Revolving Credit Facility" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data," for additional information about our debentures.

As of March 30, 2013, \$37.6 million of liabilities for uncertain tax positions and related interest and penalties were classified as long-term income taxes payable in the consolidated balance sheet. Due to the inherent uncertainty with respect to the timing of future cash outflows associated with such liabilities, we are unable to reliably estimate the timing of cash settlement with the respective taxing authorities. Therefore, liabilities for uncertain tax positions have been excluded from the contractual obligations table above.

### Off-Balance-Sheet Arrangements

As of March 30, 2013, we did not have any significant off-balance-sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

## Recent Accounting Pronouncements

See "Note 2. Summary of Significant Accounting Policies and Concentrations of Risk" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data," for information about recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Interest Rate Risk

Our exposure to interest rate risk relates primarily to our investment portfolio, which consists of fixed income securities with a fair value of approximately \$3.18 billion as of March 30, 2013. Our primary aim with our investment portfolio is to invest available cash while preserving principal and meeting liquidity needs. Our investment portfolio includes municipal bonds, mortgage-backed securities, bank certificates of deposit, commercial paper, corporate bonds, student loan auction rate securities, U.S. and foreign government and agency securities and a debt mutual fund. In accordance with our investment policy, we place investments with high credit quality issuers and limit the amount of credit exposure to any one issuer based upon the issuer's credit rating. These securities are subject to interest rate risk and will decrease in value if market interest rates increase. A hypothetical 100 basis-point (one percentage point) increase or decrease in interest rates compared to rates at March 30, 2013 and March 31, 2012 would have affected the fair value of our investment portfolio by approximately \$51.0 million and \$26.0 million, respectively.

### Credit Market Risk

Since September 2007, the global credit markets have experienced adverse conditions that have negatively impacted the values of various types of investment and non-investment grade securities. During this time the global credit and capital markets experienced significant volatility and disruption due to instability in the global financial system, uncertainty related to global economic conditions and concerns regarding sovereign financial stability. Therefore, there is a risk that we may incur other-than-temporary impairment charges for certain types of investments should credit market conditions deteriorate. See "Note 4. Financial Instruments" to our consolidated financial statements, included in Item 8. "Financial Statements and Supplementary Data."

### Foreign Currency Exchange Risk

Sales to all direct OEMs and distributors are denominated in U.S. dollars.

Gains and losses on foreign currency forward contracts that are designated as hedges of anticipated transactions, for which a firm commitment has been attained and the hedged relationship has been effective, are deferred and included in income or expenses in the same period that the underlying transaction is settled. Gains and losses on any instruments not meeting the above criteria are recognized in income or expenses in the consolidated statements of income as they are incurred.

We enter into forward currency exchange contracts to hedge our overseas operating expenses and other liabilities when deemed appropriate. As of March 30, 2013 and March 31, 2012, we had the following outstanding forward currency exchange contracts (in notional amount):

(In thousands and U.S. dollars)	March 30, 2013	March 31, 2012
Singapore Dollar	\$ 70,197	\$ 60,925
Euro	39,865	41,467
Indian Rupee	16,941	18,943
British Pound	11,602	14,250
Japanese Yen	10,891	11,076
	<u>\$ 149,496</u>	<u>\$ 146,661</u>

As part of our strategy to reduce volatility of operating expenses due to foreign exchange rate fluctuations, we employ a hedging program with forward outlook of up to two years for major foreign-currency-denominated operating expenses. The outstanding forward currency exchange contracts expire at various dates between April 2013 and February 2015. The net unrealized losses, which approximate the fair market value of the forward currency exchange contracts, are expected to be realized into net income within the next two years.

Our investments in several of our wholly-owned subsidiaries are recorded in currencies other than the U.S. dollar. As the financial statements of these subsidiaries are translated at each quarter end during consolidation, fluctuations of exchange rates

between the foreign currency and the U.S. dollar increase or decrease the value of those investments. These fluctuations are recorded within stockholders' equity as a component of accumulated other comprehensive income (loss). Other monetary foreign-denominated assets and liabilities are revalued on a monthly basis with gains and losses on revaluation reflected in net income. A hypothetical 10% favorable or unfavorable change in foreign currency exchange rates at March 30, 2013 and March 31, 2012 would have affected the annualized foreign-currency-denominated operating expenses of our foreign subsidiaries by less than \$10.0 million for each year. In addition, a hypothetical 10% favorable or unfavorable change in foreign currency exchange rates compared to rates at March 30, 2013 and March 31, 2012 would have affected the value of foreign-currency-denominated cash and investments by less than \$5.0 million as of each date.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**XILINX, INC.  
CONSOLIDATED STATEMENTS OF INCOME**

<b>(In thousands, except per share amounts)</b>	<b>Years Ended</b>		
	<b>March 30, 2013</b>	<b>March 31, 2012</b>	<b>April 2, 2011</b>
Net revenues	\$ 2,168,652	\$ 2,240,736	\$ 2,369,445
Cost of revenues	737,206	786,078	819,558
Gross margin	<u>1,431,446</u>	<u>1,454,658</u>	<u>1,549,887</u>
Operating expenses:			
Research and development	475,522	435,276	392,482
Selling, general and administrative	365,684	365,272	350,626
Amortization of acquisition-related intangibles	9,508	7,568	1,034
Restructuring charges	—	3,369	10,346
Litigation	—	15,400	—
Total operating expenses	<u>850,714</u>	<u>826,885</u>	<u>754,488</u>
Operating income	580,732	627,773	795,399
Interest and other expense, net	33,726	30,722	24,319
Income before income taxes	547,006	597,051	771,080
Provision for income taxes	59,470	66,972	129,205
Net income	<u>\$ 487,536</u>	<u>\$ 530,079</u>	<u>\$ 641,875</u>
Net income per common share:			
Basic	<u>\$ 1.86</u>	<u>\$ 2.01</u>	<u>\$ 2.43</u>
Diluted	<u>\$ 1.79</u>	<u>\$ 1.95</u>	<u>\$ 2.39</u>
Shares used in per share calculations:			
Basic	<u>261,652</u>	<u>263,783</u>	<u>264,094</u>
Diluted	<u>272,573</u>	<u>272,157</u>	<u>268,061</u>

See notes to consolidated financial statements.

**XILINX, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

<b>(In thousands)</b>	<b>Years Ended</b>		
	<b>March 30, 2013</b>	<b>March 31, 2012</b>	<b>April 2, 2011</b>
Net income	\$ 487,536	\$ 530,079	\$ 641,875
Other comprehensive income (loss), net of tax:			
Change in net unrealized gains on available-for-sale securities	3,343	7,159	5,975
Reclassification adjustment for gains on available-for-sale securities	(1,740)	(1,062)	(2,438)
Net change in unrealized gains (losses) on hedging transactions	1,733	(8,324)	6,776
Cumulative translation adjustment	(1,940)	(1,026)	1,425
Other comprehensive income (loss)	1,396	(3,253)	11,738
Total comprehensive income	<u>\$ 488,932</u>	<u>\$ 526,826</u>	<u>\$ 653,613</u>

See notes to consolidated financial statements.

**XILINX, INC.**  
**CONSOLIDATED BALANCE SHEETS**

(In thousands, except par value amounts)	<u>March 30, 2013</u>	<u>March 31, 2012</u>
<b>ASSETS</b>		
<i><b>Current assets:</b></i>		
Cash and cash equivalents	\$ 623,558	\$ 788,822
Short-term investments	1,091,187	1,128,805
Accounts receivable, net of allowances for doubtful accounts and customer returns of \$3,425 and \$3,446 in 2013 and 2012, respectively	229,175	214,965
Inventories	201,250	204,866
Deferred tax assets	60,709	64,822
Prepaid expenses and other current assets	91,760	48,029
Total current assets	<u>2,297,639</u>	<u>2,450,309</u>
Property, plant and equipment, at cost:		
Land	93,701	94,260
Buildings	303,958	314,455
Machinery and equipment	340,402	332,232
Furniture and fixtures	46,735	47,475
	<u>784,796</u>	<u>788,422</u>
Accumulated depreciation and amortization	(419,109)	(393,440)
Net property, plant and equipment	365,687	394,982
Long-term investments	1,651,033	1,209,228
Goodwill	158,990	149,538
Acquisition-related intangibles, net	36,054	36,332
Other assets	220,048	223,733
<b>Total Assets</b>	<u><u>\$ 4,729,451</u></u>	<u><u>\$ 4,464,122</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<i><b>Current liabilities:</b></i>		
Accounts payable	\$ 72,766	\$ 78,613
Accrued payroll and related liabilities	124,195	121,309
Income taxes payable	60,632	—
Deferred income on shipments to distributors	53,358	67,002
Other accrued liabilities	75,837	75,852
Total current liabilities	<u>386,788</u>	<u>342,776</u>
Convertible debentures	922,666	906,569
Deferred tax liabilities	415,442	463,045
Long-term income taxes payable	37,579	14,479
Other long-term liabilities	3,680	29,568
Commitments and contingencies		
<i><b>Stockholders' equity:</b></i>		
Preferred stock, \$.01 par value; 2,000 shares authorized; none issued and outstanding	—	—
Common stock, \$.01 par value; 2,000,000 shares authorized; 263,649 and 263,612 shares issued and outstanding in 2013 and 2012, respectively	2,636	2,636
Additional paid-in capital	1,276,278	1,195,458
Retained earnings	1,675,722	1,502,327
Accumulated other comprehensive income	8,660	7,264
Total stockholders' equity	<u>2,963,296</u>	<u>2,707,685</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u><u>\$ 4,729,451</u></u>	<u><u>\$ 4,464,122</u></u>

See notes to consolidated financial statements.



**XILINX, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands)	Years Ended		
	March 30, 2013	March 31, 2012	April 2, 2011
<b>Cash flows from operating activities:</b>			
Net income	\$ 487,536	\$ 530,079	\$ 641,875
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	56,327	55,658	50,361
Amortization	17,233	16,690	8,531
Stock-based compensation	77,862	67,418	60,258
Net gain on sale of available-for-sale securities	(2,815)	(2,515)	(3,821)
Amortization of debt discount on convertible debentures	15,880	15,545	13,921
Provision (benefit) for deferred income taxes	(44,100)	79,326	109,561
Tax benefit from stock-based compensation	8,984	9,917	4,861
Excess tax benefit from stock-based compensation	(10,156)	(11,957)	(7,406)
Others	2,779	44	5,791
Changes in assets and liabilities:			
Accounts receivable, net	(14,210)	71,499	(23,699)
Inventories	3,889	60,121	(133,724)
Prepaid expenses and other current assets	5,000	(7,401)	(4,854)
Other assets	(13,932)	1,427	(841)
Accounts payable	(5,846)	(20,640)	2,833
Accrued liabilities (including restructuring activities)	(2,319)	14,198	(3,496)
Income taxes payable	88,069	(19,909)	(15,630)
Deferred income on shipments to distributors	(13,644)	(32,761)	19,631
Net cash provided by operating activities	<u>656,537</u>	<u>826,739</u>	<u>724,152</u>
<b>Cash flows from investing activities:</b>			
Purchases of available-for-sale securities	(3,910,398)	(4,333,508)	(2,578,393)
Proceeds from sale and maturity of available-for-sale securities	3,514,224	3,481,501	2,052,016
Purchases of property, plant and equipment	(30,265)	(70,071)	(64,979)
Other investing activities	(85,076)	(38,819)	(34,085)
Net cash used in investing activities	<u>(511,515)</u>	<u>(960,897)</u>	<u>(625,441)</u>
<b>Cash flows from financing activities:</b>			
Repurchases of common stock	(197,689)	(219,638)	(468,943)
Proceeds from issuance of common stock through various stock plans, net	107,716	108,663	170,353
Payment of dividends to stockholders	(230,469)	(200,361)	(169,072)
Proceeds from issuance of convertible debts, net of issuance costs	—	—	587,644
Purchase of call options	—	—	(112,319)
Proceeds from issuance of warrants	—	—	46,908
Proceeds from sale of interest rate swaps	—	—	30,214
Excess tax benefit from stock-based compensation	10,156	11,957	7,406
Net cash provided by (used in) financing activities	<u>(310,286)</u>	<u>(299,379)</u>	<u>92,191</u>
Net increase (decrease) in cash and cash equivalents	(165,264)	(433,537)	190,902
Cash and cash equivalents at beginning of period	788,822	1,222,359	1,031,457
Cash and cash equivalents at end of period	<u>\$ 623,558</u>	<u>\$ 788,822</u>	<u>\$ 1,222,359</u>
<b>Supplemental disclosure of cash flow information:</b>			
Interest paid	\$ 37,301	\$ 37,301	\$ 29,827
Income taxes paid (refunded), net	\$ 6,975	\$ (2,447)	\$ 30,561

See notes to consolidated financial statements.

**XILINX, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

(In thousands, except per share amounts)	Common Stock Outstanding		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
	Shares	Amount				
<b>Balance as of April 3, 2010</b>	273,487	\$ 2,735	\$ 1,102,411	\$ 1,016,545	\$ (1,221)	\$ 2,120,470
Components of comprehensive income:						
Net income	—	—	—	641,875	—	641,875
Other comprehensive income	—	—	—	—	11,738	11,738
Total comprehensive income						653,613
Issuance of common shares under employee stock plans	8,870	89	170,264	—	—	170,353
Repurchase and retirement of common stock	(17,755)	(178)	(217,461)	(251,304)	—	(468,943)
Stock-based compensation expense	—	—	60,258	—	—	60,258
Stock-based compensation capitalized in inventory	—	—	394	—	—	394
Equity component of 2.625% Debentures, net	—	—	108,094	—	—	108,094
Purchase of call options	—	—	(112,319)	—	—	(112,319)
Issuance of warrants	—	—	46,908	—	—	46,908
Cash dividends declared (\$0.64 per common share)	—	—	—	(169,072)	—	(169,072)
Tax benefit from stock-based compensation	—	—	4,861	—	—	4,861
<b>Balance as of April 2, 2011</b>	264,602	2,646	1,163,410	1,238,044	10,517	2,414,617
Components of comprehensive income:						
Net income	—	—	—	530,079	—	530,079
Other comprehensive income	—	—	—	—	(3,253)	(3,253)
Total comprehensive income						526,826
Issuance of common shares under employee stock plans	6,040	61	108,602	—	—	108,663
Repurchase and retirement of common stock	(7,030)	(71)	(154,132)	(65,435)	—	(219,638)
Stock-based compensation expense	—	—	67,418	—	—	67,418
Stock-based compensation capitalized in inventory	—	—	242	—	—	242
Cash dividends declared (\$0.76 per common share)	—	—	—	(200,361)	—	(200,361)
Tax benefit from stock-based compensation	—	—	9,918	—	—	9,918
<b>Balance as of March 31, 2012</b>	263,612	2,636	1,195,458	1,502,327	7,264	2,707,685
Components of comprehensive income:						
Net income	—	—	—	487,536	—	487,536
Other comprehensive income	—	—	—	—	1,396	1,396
Total comprehensive income						488,932
Issuance of common shares under employee stock plans	6,191	61	107,655	—	—	107,716
Repurchase and retirement of common stock	(6,154)	(61)	(113,956)	(83,672)	—	(197,689)
Stock-based compensation expense	—	—	77,862	—	—	77,862
Stock-based compensation capitalized in inventory	—	—	275	—	—	275
Cash dividends declared (\$0.88 per common share)	—	—	—	(230,469)	—	(230,469)
Tax benefit from stock-based compensation	—	—	8,984	—	—	8,984
<b>Balance as of March 30, 2013</b>	263,649	\$ 2,636	\$ 1,276,278	\$ 1,675,722	\$ 8,660	\$ 2,963,296

See notes to consolidated financial statements.

**XILINX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1. Nature of Operations**

Xilinx, Inc. (Xilinx or the Company) designs, develops and markets programmable devices and associated technologies, including advanced ICs in the form of PLDs, software design tools and predefined system functions delivered as IP. In addition to its programmable platforms, the Company provides design services, customer training, field engineering and technical support. The wafers used to manufacture its products are obtained primarily from independent wafer manufacturers located in Taiwan and Korea. The Company is dependent on these foundries to produce and deliver silicon wafers on a timely basis. The Company is also dependent on subcontractors, primarily located in the Asia Pacific region, to provide semiconductor assembly, test and shipment services. Xilinx is a global company with sales offices throughout the world. The Company derives over one-half of its revenues from international sales, primarily in the Asia Pacific region, Europe and Japan.

**Note 2. Summary of Significant Accounting Policies and Concentrations of Risk**

*Basis of Presentation*

The accompanying consolidated financial statements include the accounts of Xilinx and its wholly-owned subsidiaries after elimination of all intercompany transactions. The Company uses a 52- to 53-week fiscal year ending on the Saturday nearest March 31. Fiscal 2013, 2012 and 2011 were 52-week years ended on March 30, 2013, March 31, 2012 and April 2, 2011, respectively. Fiscal 2014 will be a 52-week year ending on March 29, 2014.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of net revenues and expenses during the reporting period. Such estimates relate to, among others, the useful lives of assets, assessment of recoverability of property, plant and equipment, long-lived assets including acquisition-related intangible assets and goodwill, inventory write-downs, allowances for doubtful accounts, customer returns, deferred tax assets, stock-based compensation, potential reserves relating to litigation and tax matters, valuation of certain investments and derivative financial instruments as well as other accruals or reserves. Actual results may differ from those estimates and such differences may be material to the financial statements.

*Reclassification*

Reclassifications were made to consolidate certain accounts on the prior year consolidated statements of income (within "Interest and other expense, net") and cash flows (within "Adjustments to reconcile net income to net cash provided by operating activities") to conform to the current year presentation. There was no impact to net income or net cash provided by operating activities in those prior-year periods.

*Cash Equivalents and Investments*

Cash equivalents consist of highly liquid investments with original maturities from the date of purchase of three months or less. These investments consist of commercial paper, U.S. and foreign government and agency securities, money market funds, and bank certificates of deposit. Short-term investments consist of U.S. and foreign government and agency securities, commercial paper, bank certificates of deposit, corporate bonds, municipal bonds and mortgage-backed securities with original maturities greater than three months and remaining maturities less than one year from the balance sheet date. Long-term investments consist of mortgage-backed securities, corporate bonds, U.S. government and agency securities, a debt mutual fund, and municipal bonds with remaining maturities greater than one year, unless the investments are specifically identified to fund current operations, in which case they are classified as short-term investments. As of March 30, 2013 and March 31, 2012, long-term investments also included approximately \$28.7 million and \$28.9 million, respectively, of auction rate securities that experienced failed auctions in the fourth quarter of fiscal 2008. These auction rate securities are secured primarily by pools of student loans originated under Federal Family Education Loan Program (FFELP) that are substantially guaranteed by the U. S. Department of Education. Equity investments are also classified as long-term investments since they are not intended to fund current operations.

The Company maintains its cash balances with various banks with high quality ratings, and with investment banking and asset management institutions. The Company manages its liquidity risk by investing in a variety of money market funds, high-grade commercial paper, corporate bonds, municipal bonds, U.S. and foreign government and agency securities and a debt mutual fund. This diversification of investments is consistent with its policy to maintain liquidity and ensure the ability to collect principal. The Company maintains an offshore investment portfolio denominated in U.S. dollars. All investments are made

pursuant to corporate investment policy guidelines. Investments include Euro commercial paper, Euro dollar bonds, Euro dollar floating rate notes, offshore time deposits, U.S. and foreign government and agency securities, and mortgage-backed securities issued by U.S. government-sponsored enterprises and agencies.

Management classifies investments as available-for-sale or held-to-maturity at the time of purchase and re-evaluates such designation at each balance sheet date, although classification is not generally changed. Securities are classified as held-to-maturity when the Company has the positive intent and the ability to hold the securities until maturity. Held-to-maturity securities are carried at cost adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization, as well as any interest on the securities, is included in interest income. No investments were classified as held-to-maturity as of March 30, 2013 or March 31, 2012. Available-for-sale securities are carried at fair value with the unrealized gains or losses, net of tax, included as a component of accumulated other comprehensive income in stockholders' equity. See "Note 3. Fair Value Measurements" for information relating to the determination of fair value. Realized gains and losses on available-for-sale securities are included in interest and other expense, net, and declines in value judged to be other than temporary are included in impairment loss on investments. The cost of securities matured or sold is based on the specific identification method.

In determining whether a decline in value of non-marketable equity investments in private companies is other than temporary, the assessment is made by considering available evidence including the general market conditions in the investee's industry, the investee's product development status, the investee's ability to meet business milestones and the financial condition and near-term prospects of the individual investee, including the rate at which the investee is using its cash, the investee's need for possible additional funding at a lower valuation and bona fide offers to purchase the investee from a prospective acquirer. When a decline in value is deemed to be other than temporary, the Company recognizes an impairment loss in the current period's operating results to the extent of the decline.

#### *Accounts Receivable*

The allowance for doubtful accounts reflects the Company's best estimate of probable losses inherent in the accounts receivable balance. The Company determines the allowance based on the aging of Xilinx's accounts receivable, historical experience, known troubled accounts, management judgment and other currently available evidence. Xilinx writes off accounts receivable against the allowance when Xilinx determines a balance is uncollectible and no longer actively pursues collection of the receivable. The amounts of accounts receivable written off were insignificant for all periods presented.

#### *Inventories*

Inventories are stated at the lower of actual cost (determined using the first-in, first-out method), or market (estimated net realizable value) and are comprised of the following:

(In thousands)	March 30, 2013	March 31, 2012
Raw materials	\$ 12,484	\$ 11,707
Work-in-process	165,034	164,438
Finished goods	23,732	28,721
	\$ 201,250	\$ 204,866

The Company reviews and sets standard costs quarterly to approximate current actual manufacturing costs. The Company's manufacturing overhead standards for product costs are calculated assuming full absorption of actual spending over actual volumes, adjusted for excess capacity. Given the cyclical nature of the market, the obsolescence of technology and product lifecycles, the Company writes down inventory based on forecasted demand and technological obsolescence. These forecasts are developed based on inputs from the Company's customers, including bookings and extended but uncommitted demand forecasts, and internal analyses such as customer historical purchasing trends and actual and anticipated design wins, as well as market and economic conditions, technology changes, new product introductions and changes in strategic direction. These factors require estimates that may include uncertain elements. The estimates of future demand that the Company uses in the valuation of inventory are the basis for its published revenue forecasts, which are also consistent with our short-term manufacturing plans. The differences between the Company's demand forecast and the actual demand in the recent past have not resulted in any material write down in the Company's inventory. If the Company's demand forecast for specific products is greater than actual demand and the Company fails to reduce manufacturing output accordingly, the Company could be required to write down additional inventory, which would have a negative impact on the Company's gross margin.

### *Property, Plant and Equipment*

Property, plant and equipment are recorded at cost, net of accumulated depreciation. Depreciation for financial reporting purposes is computed using the straight-line method over the estimated useful lives of the assets of three to five years for machinery, equipment, furniture and fixtures and 15 to 30 years for buildings. Depreciation expense totaled \$56.3 million, \$55.7 million and \$50.4 million for fiscal 2013, 2012 and 2011, respectively.

### *Impairment of Long-Lived Assets Including Acquisition-Related Intangibles*

The Company evaluates the carrying value of long-lived assets and certain identifiable intangible assets to be held and used for impairment if indicators of potential impairment exist. Impairment indicators are reviewed on a quarterly basis. When indicators of impairment exist and assets are held for use, the Company estimates future undiscounted cash flows attributable to the assets. In the event such cash flows are not expected to be sufficient to recover the recorded value of the assets, the assets are written down to their estimated fair values based on the expected discounted future cash flows attributable to the assets or based on appraisals. When assets are removed from operations and held for sale, Xilinx estimates impairment losses as the excess of the carrying value of the assets over their fair value.

### *Goodwill*

Goodwill is not amortized but is subject to impairment tests on an annual basis, or more frequently if indicators of potential impairment exist, using a fair-value-based approach. Based on the impairment review performed during the fourth quarter of fiscal 2013, there was no impairment of goodwill in fiscal 2013. Unless there are indicators of impairment, the Company's next impairment review for goodwill will be performed and completed in the fourth quarter of fiscal 2014. To date, no impairment indicators have been identified.

### *Revenue Recognition*

Sales to distributors are made under agreements providing distributor price adjustments and rights of return under certain circumstances. Revenue and costs relating to distributor sales are deferred until products are sold by the distributors to the distributors' end customers. For fiscal 2013, approximately 58% of the Company's net revenues were from products sold to distributors for subsequent resale to OEMs or their subcontract manufacturers. Revenue recognition depends on notification from the distributor that product has been sold to the distributor's end customer. Also reported by the distributor are product resale price, quantity and end customer shipment information, as well as inventory on hand. Reported distributor inventory on hand is reconciled to deferred revenue balances monthly. The Company maintains system controls to validate distributor data and to verify that the reported information is accurate. Deferred income on shipments to distributors reflects the effects of distributor price adjustments and the amount of gross margin expected to be realized when distributors sell through product purchased from the Company. Accounts receivable from distributors are recognized and inventory is relieved when title to inventories transfers, typically upon shipment from Xilinx at which point the Company has a legally enforceable right to collection under normal payment terms.

As of March 30, 2013, the Company had \$71.3 million of deferred revenue and \$17.9 million of deferred cost of revenues recognized as a net \$53.4 million of deferred income on shipments to distributors. As of March 31, 2012, the Company had \$90.0 million of deferred revenue and \$23.0 million of deferred cost of revenues recognized as a net \$67.0 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in the Company's consolidated statement of income will be different than the amount shown on the consolidated balance sheet due to actual price adjustments issued to the distributors when the product is sold to their end customers.

Revenue from sales to the Company's direct customers is recognized upon shipment provided that persuasive evidence of a sales arrangement exists, the price is fixed, title has transferred, collection of resulting receivables is reasonably assured, and there are no customer acceptance requirements and no remaining significant obligations. For each of the periods presented, there were no significant formal acceptance provisions with the Company's direct customers.

Revenue from software licenses is deferred and recognized as revenue over the term of the licenses of one year. Revenue from support services is recognized when the service is performed. Revenue from Support Products, which includes software and services sales, was less than 5% of net revenues for all of the periods presented.

Allowances for end customer sales returns are recorded based on historical experience and for known pending customer returns or allowances.

### *Foreign Currency Translation*

The U.S. dollar is the functional currency for the Company's Ireland and Singapore subsidiaries. Monetary assets and liabilities that are not denominated in the functional currency are remeasured into U.S. dollars, and the resulting gains or losses are included in the consolidated statements of income under interest and other expense, net. The remeasurement gains or losses were immaterial for all fiscal periods presented.

The local currency is the functional currency for each of the Company's other wholly-owned foreign subsidiaries. Assets and liabilities are translated from foreign currencies into U.S. dollars at month-end exchange rates and statements of income are translated at the average monthly exchange rates. Exchange gains or losses arising from translation of foreign currency denominated assets and liabilities (i.e., cumulative translation adjustment) are included as a component of accumulated other comprehensive income in stockholders' equity.

### *Derivative Financial Instruments*

To reduce financial risk, the Company periodically enters into financial arrangements as part of the Company's ongoing asset and liability management activities. Xilinx uses derivative financial instruments to hedge fair values of underlying assets and liabilities or future cash flows which are exposed to foreign currency or commodity price fluctuations. The Company does not enter into derivative financial instruments for trading or speculative purposes. See "Note 5. Derivative Financial Instruments" for detailed information about the Company's derivative financial instruments.

### *Research and Development Expenses*

Research and development costs are current period expenses and charged to expense as incurred.

### *Stock-Based Compensation*

The Company has equity incentive plans that are more fully discussed in "Note 6. Stock-Based Compensation Plans." The authoritative guidance of accounting for share-based payment requires the Company to measure the cost of all employee equity awards that are expected to be exercised based on the grant-date fair value of those awards and to record that cost as compensation expense over the period during which the employee is required to perform service in exchange for the award (over the vesting period of the award). In addition, the Company is required to record compensation expense (as previous awards continue to vest) for the unvested portion of previously granted awards that remain outstanding at the date of adoption. The authoritative guidance of accounting for share-based payment requires cash flows resulting from excess tax benefits to be classified as a part of cash flows from financing activities. Excess tax benefits are realized tax benefits from tax deductions for exercised options in excess of the deferred tax asset attributable to stock compensation costs for such options. The exercise price of employee stock options is equal to the market price of Xilinx common stock (defined as the closing trading price reported by The NASDAQ Global Select Market) on the date of grant. Additionally, Xilinx's employee stock purchase plan is deemed a compensatory plan under the authoritative guidance of accounting for share-based payment. Accordingly, the employee stock purchase plan is included in the computation of stock-based compensation expense.

The Company uses the straight-line attribution method to recognize stock-based compensation costs over the requisite service period of the award. Upon exercise, cancellation or expiration of stock options, deferred tax assets for options with multiple vesting dates are eliminated for each vesting period on a first-in, first-out basis as if each award had a separate vesting period. To calculate the excess tax benefits available for use in offsetting future tax shortfalls as of the date of implementation, the Company followed the alternative transition method.

### *Income Taxes*

All income tax amounts reflect the use of the liability method under the accounting for income taxes, as interpreted by Financial Accounting Standards Board (FASB) authoritative guidance for measuring uncertain tax positions. Under this method, deferred tax assets and liabilities are determined based on the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial and income tax reporting purposes.

### *Product Warranty and Indemnification*

The Company generally sells products with a limited warranty for product quality. The Company provides an accrual for known product issues if a loss is probable and can be reasonably estimated. As of the end of both fiscal 2013 and 2012, the accrual balance of the product warranty liability was immaterial.

The Company offers, subject to certain terms and conditions, to indemnify customers and distributors for costs and damages awarded against these parties in the event the Company's hardware products are found to infringe third-party intellectual property rights, including patents, copyrights or trademarks, and to compensate certain customers for limited specified costs they actually incur in the event our hardware products experience epidemic failure. To a lesser extent, the Company may from time-to-time offer limited indemnification with respect to its software products. The terms and conditions of these indemnity obligations are limited by contract, which obligations are typically perpetual from the effective date of the agreement. The Company has historically received only a limited number of requests for indemnification under these provisions and has not made any significant payments pursuant to these provisions. The Company cannot estimate the maximum amount of potential future payments, if any, that the Company may be required to make as a result of these obligations due to the limited history of indemnification claims and the unique facts and circumstances that are likely to be involved in each particular claim and indemnification provision. However, there can be no assurances that the Company will not incur any financial liabilities in the future as a result of these obligations.

#### *Concentrations of Credit Risk*

Avnet, Inc. (Avnet), one of the Company's distributors, distributes the Company's products worldwide. As of March 30, 2013 and March 31, 2012, Avnet accounted for 64% and 67% of the Company's total net accounts receivable, respectively. Resale of product through Avnet accounted for 46%, 48% and 51% of the Company's worldwide net revenues in fiscal 2013, 2012 and 2011, respectively. The percentage of accounts receivable due from Avnet and the percentage of worldwide net revenues from Avnet are consistent with historical patterns.

Xilinx is subject to concentrations of credit risk primarily in its trade accounts receivable and investments in debt securities to the extent of the amounts recorded on the consolidated balance sheet. The Company attempts to mitigate the concentration of credit risk in its trade receivables through its credit evaluation process, collection terms, distributor sales to diverse end customers and through geographical dispersion of sales. Xilinx generally does not require collateral for receivables from its end customers or from distributors.

No end customer accounted for more than 10% of the Company's worldwide net revenues for any of the periods presented.

The Company mitigates concentrations of credit risk in its investments in debt securities by currently investing more than 87% of its portfolio in AA or higher grade securities as rated by Standard & Poor's or Moody's Investors Service. The Company's methods to arrive at investment decisions are not solely based on the rating agencies' credit ratings. Xilinx also performs additional credit due diligence and conducts regular portfolio credit reviews, including a review of counterparty credit risk related to the Company's forward currency exchange contracts. Additionally, Xilinx limits its investments in the debt securities of a single issuer based upon the issuer's credit rating and attempts to further mitigate credit risk by diversifying risk across geographies and type of issuer.

As of March 30, 2013, approximately 36% of the portfolio consisted of mortgage-backed securities. All of the mortgage-backed securities in the investment portfolio were issued by U.S. government-sponsored enterprises and agencies and are rated AA+ by Standard & Poor's and AAA by Moody's Investors Service.

The global credit and capital markets have continued to experience adverse conditions that have negatively impacted the values of various types of investment and non-investment grade securities, and have experienced volatility and disruption due to instability in the global financial system, uncertainty related to global economic conditions and concerns regarding sovereign financial stability. Therefore, there is a risk that the Company may incur other-than-temporary impairment charges for certain types of investments should credit market conditions deteriorate or the underlying assets fail to perform as anticipated. See "Note 4. Financial Instruments" for a table of the Company's available-for-sale securities.

#### *Dependence on Independent Manufacturers and Subcontractors*

The Company does not directly manufacture the finished silicon wafers used to manufacture its products. Xilinx receives a majority of its finished wafers from independent wafer manufacturers located in Taiwan. The Company is also dependent on a limited number of subcontractors, primarily located in the Asia Pacific region, to provide semiconductor assembly, test and shipment services.

#### *Recent Accounting Pronouncements*

In the first quarter of fiscal 2013, the Company adopted the authoritative guidance, established by the FASB, to increase the prominence of items reported in other comprehensive income. Under this guidance, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company elected to present its comprehensive income in a separate but consecutive statement. This guidance does not affect the underlying accounting for components of other comprehensive income.

In February 2013, the FASB issued the authoritative guidance that sets requirements for presentation for significant items reclassified out of the accumulated other comprehensive income to net income in their entirety during the period, and for items not reclassified to net income in their entirety during the period. The guidance will be effective for public companies for fiscal years and interim periods within those years beginning after December 15, 2012, which for the Company is its first quarter of fiscal 2014. This guidance does not affect the underlying accounting for components of other comprehensive income.

### **Note 3. Fair Value Measurements**

The guidance for fair value measurements established by the FASB defines fair value as the exchange price that would be received from selling an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which Xilinx would transact and also considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance.

The Company determines the fair value for marketable debt securities using industry standard pricing services, data providers and other third-party sources and by internally performing valuation testing and analyses. The Company primarily uses a consensus price or weighted-average price for its fair value assessment. The Company determines the consensus price using market prices from a variety of industry standard pricing services, data providers, security master files from large financial institutions and other third party sources and uses those multiple prices as inputs into a distribution-curve-based algorithm to determine the daily market value. The pricing services use multiple inputs to determine market prices, including reportable trades, benchmark yield curves, credit spreads and broker/dealer quotes as well as other industry and economic events. For certain securities with short maturities, such as discount commercial paper and certificates of deposit, the security is accreted from purchase price to face value at maturity. If a subsequent transaction on the same security is observed in the marketplace, the price on the subsequent transaction is used as the current daily market price and the security will be accreted to face value based on the revised price. For certain other securities, such as student loan auction rate securities, the Company performs its own valuation analysis using a discounted cash flow pricing model.

The Company validates the consensus prices by taking random samples from each asset type and corroborating those prices using reported trade activity, benchmark yield curves, binding broker/dealer quotes or other relevant price information. There have not been any changes to the Company's fair value methodology during fiscal 2013 and the Company did not adjust or override any fair value measurements as of March 30, 2013.

#### *Fair Value Hierarchy*

The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. The guidance for fair value measurements requires that assets and liabilities carried at fair value be classified and disclosed in one of the following categories:

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

The Company's Level 1 assets consist of U.S. government and agency securities and money market funds.

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

The Company's Level 2 assets consist of bank certificates of deposit, commercial paper, corporate bonds, municipal bonds, U.S. agency securities, foreign government and agency securities, mortgage-backed securities and a debt mutual fund. The Company's Level 2 assets and liabilities also include foreign currency forward contracts and commodity swap contracts.

Level 3 — Unobservable inputs to the valuation methodology that are supported by little or no market activity and that are significant to the measurement of the fair value of the assets or liabilities. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

The Company's Level 3 assets and liabilities include student loan auction rate securities and the embedded derivative related to the Company's debentures.



*Assets and Liabilities Measured at Fair Value on a Recurring Basis*

In instances where the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability. The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis as of March 30, 2013 and March 31, 2012:

	March 30, 2013			
(In thousands)	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<b>Assets</b>				
Cash and cash equivalents:				
Money market funds	\$ 108,311	\$ —	\$ —	\$ 108,311
Bank certificates of deposit	—	79,995	—	79,995
Commercial paper	—	208,667	—	208,667
U.S. government and agency securities	95,039	—	—	95,039
Foreign government and agency securities	—	54,989	—	54,989
Short-term investments:				
Bank certificates of deposit	—	44,992	—	44,992
Commercial paper	—	294,883	—	294,883
Corporate bonds	—	40,728	—	40,728
Municipal bonds	—	3,706	—	3,706
U.S. government and agency securities	416,887	75,011	—	491,898
Foreign government and agency securities	—	214,912	—	214,912
Mortgage-backed securities	—	68	—	68
Long-term investments:				
Corporate bonds	—	235,275	—	235,275
Auction rate securities	—	—	28,700	28,700
Municipal bonds	—	21,234	—	21,234
U.S. government and agency securities	55,142	55,143	—	110,285
Mortgage-backed securities	—	1,192,612	—	1,192,612
Debt mutual fund	—	62,927	—	62,927
Total assets measured at fair value	<u>\$ 675,379</u>	<u>\$ 2,585,142</u>	<u>\$ 28,700</u>	<u>\$ 3,289,221</u>
<b>Liabilities</b>				
Derivative financial instruments, net	\$ —	\$ 1,615	\$ —	\$ 1,615
Convertible debentures — embedded derivative	—	—	1,090	1,090
Total liabilities measured at fair value	<u>\$ —</u>	<u>\$ 1,615</u>	<u>\$ 1,090</u>	<u>\$ 2,705</u>
Net assets measured at fair value	<u>\$ 675,379</u>	<u>\$ 2,583,527</u>	<u>\$ 27,610</u>	<u>\$ 3,286,516</u>

March 31, 2012

(In thousands)	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<b>Assets</b>				
Cash and cash equivalents:				
Money market funds	\$ 232,017	\$ —	\$ —	\$ 232,017
Bank certificates of deposit	—	29,994	—	29,994
Commercial paper	—	233,980	—	233,980
U.S. government and agency securities	75,036	84,985	—	160,021
Foreign government and agency securities	—	68,993	—	68,993
Short-term investments:				
Bank certificates of deposit	—	129,978	—	129,978
Commercial paper	—	360,887	—	360,887
Corporate bonds	—	14,257	—	14,257
U.S. government and agency securities	322,763	119,931	—	442,694
Foreign government and agency securities	—	180,958	—	180,958
Mortgage-backed securities	—	31	—	31
Long-term investments:				
Corporate bonds	—	175,415	—	175,415
Auction rate securities	—	—	28,929	28,929
Municipal bonds	—	26,160	—	26,160
U.S. government and agency securities	17,539	48,659	—	66,198
Mortgage-backed securities	—	892,745	—	892,745
Debt mutual fund	—	19,781	—	19,781
Total assets measured at fair value	<u>\$ 647,355</u>	<u>\$ 2,386,754</u>	<u>\$ 28,929</u>	<u>\$ 3,063,038</u>
<b>Liabilities</b>				
Derivative financial instruments, net	\$ —	\$ 3,070	\$ —	\$ 3,070
Convertible debentures — embedded derivative	—	—	931	931
Total liabilities measured at fair value	<u>\$ —</u>	<u>\$ 3,070</u>	<u>\$ 931</u>	<u>\$ 4,001</u>
Net assets measured at fair value	<u>\$ 647,355</u>	<u>\$ 2,383,684</u>	<u>\$ 27,998</u>	<u>\$ 3,059,037</u>

*Changes in Level 3 Instruments Measured at Fair Value on a Recurring Basis*

The following table is a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

(In thousands)	Years Ended	
	March 30, 2013	March 31, 2012
Balance as of beginning of period	\$ 27,998	\$ 34,005
Total realized and unrealized gains (losses):		
Included in interest and other expense, net	(159)	14
Included in other comprehensive income (loss)	471	(371)
Sales and settlements, net (1)	(700)	(5,650)
Balance as of end of period	<u>\$ 27,610</u>	<u>\$ 27,998</u>

(1) During fiscal 2013 and 2012, the Company redeemed \$700 thousand and \$5.7 million of student loan auction rate securities, respectively, for cash at par value.

The amount of total gains or (losses) included in net income attributable to the change in unrealized gains or (losses) relating to assets and liabilities still held as of the end of the period are summarized as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Included in interest and other expense, net	\$ (159)	\$ 14	\$ (97)

As of March 30, 2013, marketable securities measured at fair value using Level 3 inputs were comprised of \$28.7 million of student loan auction rate securities. Auction failures during the fourth quarter of fiscal 2008 and the lack of market activity and liquidity required that the Company's student loan auction rate securities be measured using observable market data and Level 3 inputs. The fair values of the Company's student loan auction rate securities were based on the Company's assessment of the underlying collateral and the creditworthiness of the issuers of the securities. Substantially all of the underlying assets that secure the student loan auction rate securities are pools of student loans originated under FFELP, which are substantially guaranteed by the U.S. Department of Education. The fair values of the Company's student loan auction rate securities were determined using a discounted cash flow pricing model that incorporated financial inputs such as projected cash flows, discount rates, expected interest rates to be paid to investors and an estimated liquidity discount. The most significant assumptions of the model are the weighted-average life over which cash flows were projected of eight years (given the collateral composition of the securities) and the discount rates ranging from 2.44% to 3.16% that were applied to the pricing model (based on market data and information for comparable- or similar-term student loan asset-backed securities). A hypothetical 20% increase or decrease of the weighted-average life over which cash flows were projected and 100 basis points (one percentage point) increase or decrease in the discount rates would not have a material effect on the fair values of the Company's student loan auction rate securities. The Company does not intend to sell, nor does it believe it is more likely than not that it would be required to sell, the student loan auction rate securities before anticipated recovery, which could be at final maturity that ranges from December 2027 to May 2046.

The 3.125% Junior Convertible Debentures due March 15, 2037 (3.125% Debentures) included embedded features that qualify as an embedded derivative, and was separately accounted for as a discount on the 3.125% Debentures. Its fair value was established at the inception of the 3.125% Debentures. Each quarter, the change in the fair value of the embedded derivative, if any, is recorded in the consolidated statements of income. The Company uses a derivative valuation model to derive the value of the embedded derivative. Key inputs into this valuation model are the Company's current stock price, risk-free interest rates, the stock dividend yield, the stock volatility and the 3.125% Debenture's credit spread over London Interbank Offered Rate. The first three inputs are based on observable market data and are considered Level 2 inputs while the last two inputs require management judgment and are Level 3 inputs.

*Financial Instruments Not Recorded at Fair Value on a Recurring Basis*

The Company's 2.625% Debentures and 3.125% Debentures are measured at fair value on a quarterly basis for disclosure purposes. The fair values of the 2.625% and 3.125% Debentures as of March 30, 2013 were approximately \$854.0 million and

\$918.9 million, respectively, based on the last trading price of the respective debentures for the period (classified as level 2 in fair value hierarchy due to relatively low trading volume).

#### Note 4. Financial Instruments

The following is a summary of cash equivalents and available-for-sale securities as of the end of the periods presented:

(In thousands)	March 30, 2013				March 31, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Money market funds	\$ 108,311	\$ —	\$ —	\$ 108,311	\$ 232,017	\$ —	\$ —	\$ 232,017
Bank certificates of deposit	124,987	—	—	124,987	159,972	—	—	159,972
Commercial paper	503,550	—	—	503,550	594,867	1	(1)	594,867
Corporate bonds	270,945	5,193	(135)	276,003	186,455	3,401	(184)	189,672
Auction rate securities	31,900	—	(3,200)	28,700	32,600	—	(3,671)	28,929
Municipal bonds	24,496	514	(70)	24,940	25,454	734	(28)	26,160
U.S. government and agency securities	696,836	431	(45)	697,222	668,702	360	(149)	668,913
Foreign government and agency securities	269,901	—	—	269,901	249,951	—	—	249,951
Mortgage-backed securities	1,180,156	17,601	(5,077)	1,192,680	878,842	15,094	(1,160)	892,776
Debt mutual fund	61,350	1,577	—	62,927	20,000	—	(219)	19,781
	<u>\$ 3,272,432</u>	<u>\$ 25,316</u>	<u>\$ (8,527)</u>	<u>\$ 3,289,221</u>	<u>\$ 3,048,860</u>	<u>\$ 19,590</u>	<u>\$ (5,412)</u>	<u>\$ 3,063,038</u>

The following tables show the fair values and gross unrealized losses of the Company's investments, aggregated by investment category, for individual securities that have been in a continuous unrealized loss position for the length of time specified, as of March 30, 2013 and March 31, 2012:

(In thousands)	March 30, 2013					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Corporate bonds	\$ 27,114	\$ (135)	\$ —	\$ —	\$ 27,114	\$ (135)
Auction rate securities	—	—	28,701	(3,200)	28,701	(3,200)
Municipal bonds	8,927	(70)	60	—	8,987	(70)
U.S. government and agency securities	388,696	(45)	—	—	388,696	(45)
Mortgage-backed securities	367,561	(4,930)	11,029	(147)	378,590	(5,077)
	<u>\$ 792,298</u>	<u>\$ (5,180)</u>	<u>\$ 39,790</u>	<u>\$ (3,347)</u>	<u>\$ 832,088</u>	<u>\$ (8,527)</u>

(In thousands)	March 31, 2012					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Commercial paper	\$ 79,994	\$ (1)	\$ —	\$ —	\$ 79,994	\$ (1)
Corporate bonds	21,111	(184)	—	—	21,111	(184)
Auction rate securities	—	—	28,929	(3,671)	28,929	(3,671)
Municipal bonds	2,173	(24)	366	(4)	2,539	(28)
U.S. government and agency securities	460,735	(149)	—	—	460,735	(149)
Mortgage-backed securities	147,726	(1,040)	15,923	(120)	163,649	(1,160)
Debt mutual fund	19,781	(219)	—	—	19,781	(219)
	<u>\$ 731,520</u>	<u>\$ (1,617)</u>	<u>\$ 45,218</u>	<u>\$ (3,795)</u>	<u>\$ 776,738</u>	<u>\$ (5,412)</u>

The gross unrealized losses that had been outstanding for less than twelve months were primarily related to mortgage-backed securities, although the percentage of such losses to the total estimated fair value of the mortgage-backed securities was relatively insignificant. The gross unrealized losses that had been outstanding for more than twelve months were primarily related to failed auction rate securities, which was due to adverse conditions in the global credit markets during the past four years.

The Company reviewed the investment portfolio and determined that the gross unrealized losses on these investments as of March 30, 2013 and March 31, 2012 were temporary in nature as evidenced by the fluctuations in the gross unrealized losses within the investment categories. Furthermore, the aggregate of individual unrealized losses that had been outstanding for twelve months or more was not significant as of March 30, 2013 and March 31, 2012. The Company neither intends to sell these investments nor concludes that it is more-likely-than-not that it will have to sell them until recovery of their carrying values. The Company also believes that it will be able to collect both principal and interest amounts due to the Company at maturity, given the high credit quality of these investments and any related underlying collateral.

The amortized cost and estimated fair value of marketable debt securities (bank certificates of deposit, commercial paper, corporate bonds, auction rate securities, municipal bonds, U.S. and foreign government and agency securities and mortgage-backed securities), by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations without call or prepayment penalties.

(In thousands)	March 30, 2013	
	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 1,529,686	\$ 1,529,877
Due after one year through five years	360,441	366,073
Due after five years through ten years	252,596	257,409
Due after ten years	960,048	964,624
	<u>\$ 3,102,771</u>	<u>\$ 3,117,983</u>

Certain information related to available-for-sale securities is as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Gross realized gains on sale of available-for-sale securities	\$ 3,488	\$ 2,916	\$ 5,169
Gross realized losses on sale of available-for-sale securities	(673)	(401)	(1,348)
Net realized gains on sale of available-for-sale securities	<u>\$ 2,815</u>	<u>\$ 2,515</u>	<u>\$ 3,821</u>
Amortization of premiums on available-for-sale securities	<u>\$ 25,123</u>	<u>\$ 13,302</u>	<u>\$ 7,650</u>

The cost of securities matured or sold is based on the specific identification method.

## Note 5. Derivative Financial Instruments

The Company's primary objective for holding derivative financial instruments is to manage foreign currency exchange rate risk and interest rate risk. As a result of the use of derivative financial instruments, the Company is exposed to the risk that counterparties to derivative contracts may fail to meet their contractual obligations. The Company manages counterparty credit risk in derivative contracts by reviewing counterparty creditworthiness on a regular basis, establishing collateral requirement and limiting exposure to any single counterparty. The right of set-off that exists with certain transactions enables the Company to net amounts due to and from the counterparty, reducing the maximum loss from credit risk in the event of counterparty default.

As of March 30, 2013 and March 31, 2012, the Company had the following outstanding forward currency exchange contracts (in notional amount), which were derivative financial instruments:

(In thousands and U.S. dollars)	March 30, 2013	March 31, 2012
Singapore Dollar	\$ 70,197	\$ 60,925
Euro	39,865	41,467
Indian Rupee	16,941	18,943
British Pound	11,602	14,250
Japanese Yen	10,891	11,076
	<u>\$ 149,496</u>	<u>\$ 146,661</u>

As part of the Company's strategy to reduce volatility of operating expenses due to foreign exchange rate fluctuations, the Company employs a hedging program with a forward outlook of up to two years for major foreign-currency-denominated operating expenses. The outstanding forward currency exchange contracts expire at various dates between April 2013 and February 2015. The net unrealized losses, which approximate the fair market value of the outstanding forward currency exchange contracts, are expected to be realized into net income within the next two years.

As of March 30, 2013, all of the forward foreign currency exchange contracts were designated and qualified as cash flow hedges and the effective portion of the gain or loss on the forward contracts was reported as a component of other comprehensive income and reclassified into net income in the same period during which the hedged transaction affects earnings. The estimated amount of such gains or losses as of March 30, 2013 that is expected to be reclassified into earnings within the next twelve months was not material. The ineffective portion of the gains or losses on the forward contracts was included in the net income for all periods presented.

The Company may enter into forward foreign currency exchange contracts to hedge firm commitments such as acquisitions and capital expenditures. Gains and losses on foreign currency forward contracts that are designated as hedges of anticipated transactions, for which a firm commitment has been attained and the hedged relationship has been effective, are deferred and included in income or expenses in the same period that the underlying transaction is settled. Gains and losses on any instruments not meeting the above criteria are recognized in income or expenses in the consolidated statements of income as they are incurred.

The 3.125% Debentures include provisions which qualify as an embedded derivative. See "Note 3. Fair Value Measurements" for more discussion about the embedded derivative. The fair value of the embedded derivative was \$1.1 million and \$931 thousand as of March 30, 2013 and March 31, 2012, respectively. The changes in the fair value of the embedded derivative were recorded to interest and other expense, net, on the Company's consolidated statements of income.

The Company had the following derivative instruments as of March 30, 2013 and March 31, 2012, located on the consolidated balance sheet, utilized for risk management purposes detailed above:

(In thousands)	Foreign Exchange Contracts			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
March 30, 2013	Prepaid expenses and other current assets	\$ 1,179	Other accrued liabilities	\$ 2,794
March 31, 2012	Prepaid expenses and other current assets	\$ 203	Other accrued liabilities	\$ 3,273

The following table summarizes the effect of derivative instruments on the consolidated statements of income for fiscal 2013 and 2012:

(In thousands)	Foreign Exchange Contracts	
	2013	2012
Amount of gains (losses) recognized in other comprehensive income on derivative (effective portion of cash flow hedging)	\$ 1,734	\$ (8,324)
Amount of gains (losses) reclassified from accumulated other comprehensive income into income (effective portion) *	\$ (2,793)	\$ 4,659
Amount of losses recorded (ineffective portion) *	\$ (5)	\$ (5)

\* Recorded in Interest and Other Expense location within the consolidated statements of income.

### Note 6. Stock-Based Compensation Plans

The Company's equity incentive plans are broad-based, long-term retention programs that cover employees, consultants and non-employee directors of the Company. These plans are intended to attract and retain talented employees, consultants and non-employee directors and to provide such persons with a proprietary interest in the Company.

#### Stock-Based Compensation

The following table summarizes stock-based compensation expense related to stock awards granted under the Company's equity incentive plans and rights to acquire stock granted under the Company's Employee Stock Purchase Plan (ESPP):

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Stock-based compensation included in:			
Cost of revenues	\$ 6,356	\$ 5,630	\$ 4,825
Research and development	37,937	32,310	28,780
Selling, general and administrative	33,569	29,478	26,653
Stock-based compensation effect on income before taxes	77,862	67,418	60,258
Income tax effect	(22,137)	(19,214)	(18,561)
Net stock-based compensation effect on net income	\$ 55,725	\$ 48,204	\$ 41,697

In accordance with the authoritative guidance on accounting for share-based payments, the Company adjusts stock-based compensation on a quarterly basis for changes to the estimate of expected equity award forfeitures based on actual forfeiture experience. The effect of adjusting the forfeiture rate for all expense amortization is recognized in the period the forfeiture estimate is changed. The actual forfeiture adjustment in fiscal 2013, 2012 and 2011 reduced stock-based compensation by \$2.6 million, \$3.7 million and \$5.1 million, respectively.

As of March 30, 2013 and March 31, 2012, the ending inventory balances included \$2.0 million and \$1.7 million of capitalized stock-based compensation, respectively. The net stock-based compensation capitalized to, or released from, inventory during fiscal 2013 and 2012 were immaterial. During fiscal 2013, 2012 and 2011, the tax benefit realized for the tax deduction from option exercises and other awards, including amounts credited to additional paid-in capital, totaled \$32.6 million, \$31.2 million and \$25.6 million, respectively.

The fair values of stock options and stock purchase plan rights under the Company's equity incentive plans and ESPP were estimated as of the grant date using the Black-Scholes option pricing model. The Company's expected stock price volatility assumption for stock options is estimated using implied volatility of the Company's traded options. The expected life of options granted is based on the historical exercise activity as well as the expected disposition of all options outstanding. The expected life of options granted also considers the actual contractual term. The weighted-average fair value per share of stock options granted during fiscal 2013, 2012, and 2011 were \$6.15, \$7.63 and \$6.80, respectively. The weighted-average fair value per share of stock purchase rights granted under the Employee Stock Purchase Plan during fiscal 2013, 2012 and 2011 were \$8.61, \$9.42 and \$8.25, respectively. These fair values per share were estimated at the date of grant using the following weighted-average assumptions:

	Stock Options			Employee Stock Purchase Plan		
	2013	2012	2011	2013	2012	2011
Expected life of options (years)	4.9	5.1	5.1	1.3	1.3	1.3
Expected stock price volatility	28%	31%	35%	26%	29%	31%
Risk-free interest rate	0.7%	1.1%	1.8%	0.2%	0.2%	0.3%
Dividend yield	2.6%	2.4%	2.5%	2.7%	2.4%	2.3%

The estimated fair values of restricted stock unit (RSU) awards were calculated based on the market price of Xilinx common stock on the date of grant, reduced by the present value of dividends expected to be paid on Xilinx common stock prior to vesting. The per share weighted-average fair value of RSUs granted during fiscal 2013, 2012 and 2011 were \$31.58, \$33.69 and \$25.14, respectively. The weighted average fair value of RSUs granted in fiscal 2013, 2012 and 2011 were calculated based on estimates at the date of grant using the following weighted-average assumptions:

	2013	2012	2011
Risk-free interest rate	0.4%	0.7%	1.0%
Dividend yield	2.7%	2.2%	2.5%

Options outstanding that have vested and are expected to vest in future periods as of March 30, 2013 are as follows:

(Shares and intrinsic value in thousands)	Number of Shares	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (1)
Vested (i.e., exercisable)	11,639	\$28.07	2.37	\$ 122,051
Expected to vest	1,046	\$27.46	4.55	\$ 11,228
Total vested and expected to vest	<u>12,685</u>	<u>\$28.02</u>	<u>2.55</u>	<u>\$ 133,279</u>
Total outstanding	<u>12,753</u>	<u>\$28.01</u>	<u>2.56</u>	<u>\$ 134,136</u>

(1) These amounts represent the difference between the exercise price and \$38.17, the closing price per share of Xilinx's stock on March 30, 2013, for all in-the-money options outstanding.

Options outstanding that are expected to vest are net of estimated future option forfeitures in accordance with the authoritative guidance of accounting for share-based payment, which are estimated when compensation costs are recognized. Options with a fair value of \$7.7 million completed vesting during fiscal 2013. As of March 30, 2013, total unrecognized stock-based compensation costs related to stock options and Employee Stock Purchase Plan were \$7.6 million and \$6.9 million, respectively. The total unrecognized stock-based compensation cost for stock options and Employee Stock Purchase Plan is expected to be recognized over a weighted-average period of 1.6 years and 0.5 years, respectively.

#### *Employee Stock Option Plans*

Under the Company's stock option plans (Option Plans), options reserved for future issuance of common shares to employees and directors of the Company total 28.7 million shares as of March 30, 2013, including 16.0 million shares available for future grants under the 2007 Equity Incentive Plan (2007 Equity Plan). Options to purchase shares of the Company's common stock under the Option Plans are granted at 100% of the fair market value of the stock on the date of grant. The contractual term for stock awards granted under the 2007 Equity Plan is seven years from the grant date. Prior to April 1, 2007, stock options granted by the Company generally expire ten years from the grant date. Stock awards granted to existing and newly hired employees generally vest over a four-year period from the date of grant.



A summary of shares available for grant under the 2007 Equity Plan is as follows:

(Shares in thousands)	<u>Shares Available for Grant</u>
<b>April 3, 2010</b>	12,322
Additional shares reserved	4,500
Stocks options granted	(2,345)
Stock options cancelled	365
RSUs granted	(2,043)
RSUs cancelled	365
<b>April 2, 2011</b>	13,164
Additional shares reserved	4,500
Stocks options granted	(207)
Stock options cancelled	70
RSUs granted	(2,977)
RSUs cancelled	358
<b>March 31, 2012</b>	14,908
Additional shares reserved	3,500
Stocks options granted	(92)
Stock options cancelled	209
RSUs granted	(3,018)
RSUs cancelled	483
<b>March 30, 2013</b>	<u>15,990</u>

The types of awards allowed under the 2007 Equity Plan include incentive stock options, non-qualified stock options, RSUs, restricted stock and stock appreciation rights. To date, the Company has issued a mix of non-qualified stock options and RSUs under the 2007 Equity Plan.

A summary of the Company's Option Plans activity and related information is as follows:

(Shares in thousands)	Options Outstanding	
	Number of Shares	Weighted-Average Exercise Price Per Share
<b>April 3, 2010</b>	31,026	\$ 30.51
Granted	2,345	\$ 26.36
Exercised	(5,704)	\$ 25.42
Forfeited/cancelled/expired	(2,698)	\$ 50.69
<b>April 2, 2011</b>	24,969	\$ 29.11
Granted	207	\$ 34.79
Exercised	(3,622)	\$ 24.70
Forfeited/cancelled/expired	(3,766)	\$ 37.35
<b>March 31, 2012</b>	17,788	\$ 28.32
Granted	92	\$ 33.83
Exercised	(3,564)	\$ 24.68
Forfeited/cancelled/expired	(1,563)	\$ 39.54
<b>March 30, 2013</b>	12,753	\$ 28.01
Options exercisable at:		
<b>March 30, 2013</b>	11,639	\$ 28.07
<b>March 31, 2012</b>	15,349	\$ 28.78

The total pre-tax intrinsic value of options exercised during fiscal 2013 and 2012 was \$38.9 million and \$35.6 million, respectively. This intrinsic value represents the difference between the exercise price and the fair market value of the Company's common stock on the date of exercise.

Since the Company adopted the policy of retiring all repurchased shares of its common stock, new shares are issued upon employees' exercise of their stock options.

The following information relates to options outstanding and exercisable under the Option Plans as of March 30, 2013:

(Shares in thousands)	Options Outstanding			Options Exercisable	
	Options Outstanding	Weighted-Average Remaining Contractual Term (Years)	Weighted-Average Exercise Price Per Share	Options Exercisable	Weighted-Average Exercise Price Per Share
Range of Exercise Prices					
\$15.95 - \$19.79	169	2.93	\$18.19	167	\$18.18
\$20.14 - \$29.93	9,134	2.91	\$24.29	8,336	\$24.24
\$30.04 - \$38.51	1,209	2.76	\$34.89	895	\$35.27
\$40.11 - \$41.81	2,241	1.01	\$40.19	2,241	\$40.19
	<u>12,753</u>	2.56	\$28.01	<u>11,639</u>	\$28.07

## RSU Awards

A summary of the Company's RSU activity and related information is as follows:

(Shares and intrinsic value in thousands)	RSUs Outstanding			
	Number of Shares	Weighted-Average Grant-Date Fair Value Per Share	Weighted Average Remaining Contractual Term (Years)	Average Intrinsic Value (1)
<b>April 3, 2010</b>	3,652	\$ 21.70		
Granted	2,043	\$ 25.14		
Vested (2)	(1,192)	\$ 22.23		
Cancelled	(288)	\$ 21.99		
<b>April 2, 2011</b>	4,215	\$ 23.19		
Granted	2,977	\$ 33.69		
Vested (2)	(1,543)	\$ 23.11		
Cancelled	(410)	\$ 25.18		
<b>March 31, 2012</b>	5,239	\$ 29.01		
Granted	3,018	\$ 31.58		
Vested (2)	(1,778)	\$ 27.01		
Cancelled	(483)	\$ 29.69		
<b>March 30, 2013</b>	<u>5,996</u>	\$ 30.83	2.53	\$ 228,883
<b>Expected to vest as of March 30, 2013</b>	<u>5,475</u>	\$ 30.92	2.50	\$ 208,967

- (1) Aggregate intrinsic value for RSUs represents the closing price per share of Xilinx's stock on March 30, 2013 of \$38.17, multiplied by the number of RSUs outstanding or expected to vest as of March 30, 2013.
- (2) The number of RSUs vested includes shares that the Company withheld on behalf of employees to satisfy the statutory tax withholding requirements.

RSUs with a fair value of \$48.0 million were vested during fiscal 2013. As of March 30, 2013, total unrecognized stock-based compensation costs related to non-vested RSUs was \$146.1 million. The total unrecognized stock-based compensation cost for RSUs is expected to be recognized over a weighted-average period of 2.6 years.

### Employee Stock Purchase Plan

Under the Company's ESPP, qualified employees can obtain a 24-month purchase right to purchase the Company's common stock at the end of each six-month exercise period. Participation is limited to 15% of the employee's annual earnings up to a maximum of \$21 thousand in a calendar year. Approximately 78% of all eligible employees participate in the ESPP. The purchase price of the stock is 85% of the lower of the fair market value at the beginning of the 24-month offering period or at the end of each six-month exercise period. Employees purchased 1.3 million shares for \$34.5 million in fiscal 2013, 1.2 million shares for \$33.1 million in fiscal 2012, and 2.3 million shares for \$33.3 million in fiscal 2011. The next scheduled purchase under the ESPP is in the second quarter of fiscal 2014. As of March 30, 2013, 8.9 million shares were available for future issuance out of the 48.5 million shares authorized.

## Note 7. Balance Sheet Information

The following tables disclose the current liabilities that individually exceed 5% of the respective consolidated balance sheet amounts in each fiscal year. Individual balances that are less than 5% of the respective consolidated balance sheet amounts are aggregated and disclosed as "other."

(In thousands)	2013	2012
Accrued payroll and related liabilities:		
Accrued compensation	\$ 66,967	\$ 69,640
Deferred compensation plan liability	50,412	45,137
Other	6,816	6,532
	<u>\$ 124,195</u>	<u>\$ 121,309</u>
Other accrued liabilities:		
Litigation	\$ 15,400	\$ —
Affordable housing credit investments	14,404	25,730
Unsettled purchase of available-for-sale securities	11,214	4,092
Sales tax payables	9,217	8,663
Convertible debts interest payable	5,757	5,757
Accrued distributor price adjustment	211	10,034
Contingent consideration related to business combinations	—	5,636
Other	19,634	15,940
	<u>\$ 75,837</u>	<u>\$ 75,852</u>

## Note 8. Restructuring Charges

During the second quarter of fiscal 2012, the Company implemented restructuring measures designed to consolidate its research and development activities in the U.S. and to reduce its global workforce by 46 net positions, or less than 2%. The Company completed this restructuring plan and recorded total restructuring charges of \$3.4 million in the second quarter of fiscal 2012, which was predominantly related to severance costs and benefits expenses.

During the third quarter of fiscal 2011, the Company announced restructuring measures designed to realign resources and drive overall operating efficiencies across the Company. These measures impacted 56 positions of the Company's global workforce, in various geographies and functions worldwide. The reorganization plan was completed by the end of the fourth quarter of fiscal 2011, and the Company recorded total restructuring charges of \$10.3 million, primarily related to severance pay expenses.

All of the restructuring charges above have been shown separately as restructuring charges on the consolidated statements of income and were paid in full as of March 31, 2012.

## Note 9. Commitments

Xilinx leases some of its facilities and office buildings under non-cancelable operating leases that expire at various dates through October 2021. Additionally, Xilinx entered into a land lease in conjunction with the Company's building in Singapore, which will expire in November 2035 and the lease cost was settled in an up-front payment in June 2006. Some of the operating leases for facilities and office buildings require payment of operating costs, including property taxes, repairs, maintenance and insurance. Most of the Company's leases contain renewal options for varying terms. Approximate future minimum lease payments under non-cancelable operating leases are as follows:

Fiscal	(In thousands)
2014	\$ 6,327
2015	4,114
2016	2,278
2017	1,848
2018	1,440
Thereafter	4,482
Total	\$ 20,489

Aggregate future rental income to be received, which includes rents from both owned and leased property, totaled \$3.4 million as of March 30, 2013. Rent expense, net of rental income, under all operating leases was \$3.9 million for fiscal 2013, \$3.1 million for fiscal 2012, and \$4.9 million for fiscal 2011. Rental income was not material for fiscal 2013, 2012 or 2011.

Other commitments as of March 30, 2013 totaled \$96.2 million and consisted of purchases of inventory and other non-cancelable purchase obligations related to subcontractors that manufacture silicon wafers and provide assembly and some test services. The Company expects to receive and pay for these materials and services in the next three to six months, as the products meet delivery and quality specifications. As of March 30, 2013, the Company also had \$13.0 million of non-cancelable license obligations to providers of electronic design automation software and hardware/software maintenance expiring at various dates through March 2015.

The Company committed up to \$5.0 million to acquire, in the future, rights to intellectual property until July 2023. License payments will be amortized over the useful life of the intellectual property acquired.

## Note 10. Net Income Per Common Share

The computation of basic net income per common share for all periods presented is derived from the information on the consolidated statements of income, and there are no reconciling items in the numerator used to compute diluted net income per common share.

The total shares used in the denominator of the diluted net income per common share calculation includes 6.8 million, 3.9 million and 346 thousand potentially dilutive common equivalent shares outstanding for fiscal 2013, 2012 and 2011, respectively, that are not included in basic net income per common share by applying the treasury stock method to the impact of incremental shares issuable assuming conversion of the debentures. See "Note 13. Convertible Debentures and Revolving Credit Facility".

Additionally, the total shares used in the denominator of the diluted net income per common share calculation includes 4.1 million, 4.5 million, and 3.6 million potentially dilutive common equivalent shares outstanding for fiscal 2013, 2012 and 2011, respectively, that are not included in basic net income per common share by applying the treasury stock method to the impact of our equity incentive plans.

Outstanding stock options, RSUs and warrants (see "Note 13. Convertible Debentures and Revolving Credit Facility" for more discussion of warrants) to purchase approximately 27.9 million, 30.6 million, and 32.7 million shares, for fiscal 2013, fiscal 2012, and fiscal 2011 respectively, under the Company's stock award plans were excluded from diluted net income per common share by applying the treasury stock method, as their inclusion would have been antidilutive. These options, RSUs and warrants could be dilutive in the future if the Company's average share price increases and is greater than the combined exercise prices and the unamortized fair values of these options, RSUs and warrants.

To hedge against potential dilution upon conversion of the 2.625% Debentures, the Company also purchased call options on its common stock from the hedge counterparties. The call options give the Company the right to purchase up to 20.0 million shares of its common stock at \$29.97 per share. These call options are not considered for purposes of calculating the total shares outstanding under the basic and diluted net income per share, as their effect would be anti-dilutive. Upon exercise, the

call options would serve to neutralize the dilutive effect of the 2.625% Debentures and potentially reduce the weighted number of diluted shares used in per share calculations.

#### Note 11. Interest and Other Expense, Net

The components of interest and other expense, net are as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Interest income	\$ 25,574	\$ 23,697	\$ 18,427
Interest expense	(55,069)	(54,576)	(44,715)
Other income (expense), net	(4,231)	157	1,969
	<u>\$ (33,726)</u>	<u>\$ (30,722)</u>	<u>\$ (24,319)</u>

#### Note 12. Accumulated Other Comprehensive Income

Comprehensive income is defined as the change in equity of a company during a period from transactions and other events and circumstances from non-owner sources. The components of accumulated other comprehensive income are as follows:

(In thousands)	2013	2012
Accumulated unrealized gains on available-for-sale securities, net of tax	\$ 10,519	\$ 8,916
Accumulated unrealized losses on hedging transactions, net of tax	(1,368)	(3,101)
Accumulated cumulative translation adjustment	(491)	1,449
Accumulated other comprehensive income	<u>\$ 8,660</u>	<u>\$ 7,264</u>

The related tax effects of other comprehensive income (loss) were not material for all periods presented.

#### Note 13. Convertible Debentures and Revolving Credit Facility

##### *2.625% Senior Convertible Debentures*

As of March 30, 2013, the Company had \$600.0 million principal amount of 2.625% Debentures outstanding. The 2.625% Debentures are senior in right of payment to the Company's existing and future unsecured indebtedness that is expressly subordinated in right of payment to the 2.625% Debentures, including the 3.125% Debentures described below. The 2.625% Debentures are convertible, subject to certain conditions, into shares of Xilinx common stock at a conversion rate of 33.3681 shares of common stock per \$1 thousand principal amount of the 2.625% Debentures, representing an effective conversion price of approximately \$29.97 per share of common stock. The conversion rate is subject to adjustment for certain events as outlined in the indenture governing the 2.625% Debentures but will not be adjusted for accrued interest.

The carrying values of the liability and equity components of the 2.625% Debentures are reflected in the Company's consolidated balance sheets as follows:

(In thousands)	2013	2012
Liability component:		
Principal amount of the 2.625% Debentures	\$ 600,000	\$ 600,000
Unamortized discount of liability component	(64,767)	(80,311)
Hedge accounting adjustment – sale of interest rate swap	18,716	23,208
Net carrying value of the 2.625% Debentures	<u>\$ 553,949</u>	<u>\$ 542,897</u>
Equity component – net carrying value	<u>\$ 105,620</u>	<u>\$ 105,620</u>

The remaining unamortized debt discount, net of hedge accounting adjustment from sale of interest rate swap, is being amortized as additional non-cash interest expense over the expected remaining term of the 2.625% Debentures. As of March 30, 2013, the remaining term of the 2.625% Debentures is 4.2 years.

Interest expense related to the 2.625% Debentures was included in interest and other expense, net on the consolidated statements of income as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Contractual coupon interest	\$ 15,750	\$ 15,750	\$ 12,863
Amortization of debt issuance costs	1,448	1,448	1,207
Amortization of debt discount, net	11,052	11,052	9,739
Total interest expense related to the 2.625% Debentures	<u>\$ 28,250</u>	<u>\$ 28,250</u>	<u>\$ 23,809</u>

The Company may not redeem the 2.625% Debentures prior to maturity. However, holders of the 2.625% Debentures may convert their 2.625% Debentures only upon the occurrence of certain events in the future, as outlined in the indenture. The Company will adjust the conversion rate for holders who elect to convert their 2.625% Debentures in connection with the occurrence of certain specified corporate events, as defined in the indenture. In addition, holders who convert their 2.625% Debentures in connection with a fundamental change, as defined in the indenture, may be entitled to a make-whole premium in the form of an increase in the conversion rate. Furthermore, in the event of a fundamental change, the holders of the 2.625% Debentures may require Xilinx to purchase all or a portion of their 2.625% Debentures at a purchase price equal to 100% of the principal amount of the 2.625% Debentures, plus accrued and unpaid interest, if any. As of March 30, 2013, none of the conditions allowing holders of the 2.625% Debentures to convert had been met.

Upon conversion, the Company would pay the holders of the 2.625% Debentures cash up to the aggregate principal amount of the 2.625% Debentures. If the conversion value exceeds the principal amount, the Company would deliver shares of its common stock in respect to the remainder of its conversion obligation in excess of the aggregate principal amount (conversion spread). Accordingly, there would be no adjustment to the numerator in the net income per common share computation for the cash settled portion of the 2.625% Debentures, as that portion of the debt liability will always be settled in cash. The conversion spread will be included in the denominator for the computation of diluted net income per common share, using the treasury stock method.

To hedge against potential dilution upon conversion of the 2.625% Debentures, the Company also purchased call options on its common stock from the hedge counterparties. The call options give the Company the right to purchase up to 20.0 million shares of its common stock at \$29.97 per share. The Company paid an aggregate of \$112.3 million to purchase these call options. The call options will terminate upon the earlier of the maturity of the 2.625% Debentures or the last day any of the 2.625% Debentures remain outstanding. To reduce the hedging cost, under separate transactions the Company sold warrants to the hedge counterparties, which give the hedge counterparties the right to purchase up to 20.0 million shares of the Company's common stock at \$42.46 per share. These warrants expire on a gradual basis over a specified period starting on September 13, 2017. The Company received an aggregate of \$46.9 million from the sale of these warrants.

### *3.125% Junior Subordinated Convertible Debentures*

As of March 30, 2013, the Company had \$689.6 million principal amount of 3.125% Debentures outstanding. The 3.125% Debentures are subordinated in right of payment to the Company's existing and future senior debt, including the 2.625% Debentures, and to the other liabilities of the Company's subsidiaries. The 3.125% Debentures are convertible, subject to certain conditions, into shares of Xilinx common stock at a conversion rate of 33.9021 shares of common stock per \$1 thousand principal amount of 3.125% Debentures, representing an effective conversion price of approximately \$29.50 per share of common stock. The conversion rate is subject to adjustment for certain events as outlined in the indenture governing the 3.125% Debentures, but will not be adjusted for accrued interest.

The carrying values of the liability and equity components of the 3.125% Debentures are reflected in the Company's consolidated balance sheets as follows:

(In thousands)	2013	2012
Liability component:		
Principal amount of the 3.125% Debentures	\$ 689,635	\$ 689,635
Unamortized discount of liability component	(320,620)	(325,448)
Unamortized discount of embedded derivative from date of issuance	(1,388)	(1,446)
Carrying value of liability component – 3.125% Debentures	367,627	362,741
Carrying value of embedded derivative component	1,090	931
Net carrying value of the 3.125% Debentures	\$ 368,717	\$ 363,672
Equity component – net carrying value	\$ 229,513	\$ 229,513

The remaining debt discount is being amortized as additional non-cash interest expense over the expected remaining life of the debentures using the effective interest rate of 7.20%. As of March 30, 2013, the remaining term of the debentures is 24 years.

Interest expense related to the 3.125% Debentures was included in interest and other expense, net on the consolidated statements of income, and was recognized as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Contractual coupon interest	\$ 21,551	\$ 21,551	\$ 21,551
Amortization of debt issuance costs	223	223	223
Amortization of embedded derivative	58	58	58
Amortization of debt discount	4,828	4,493	4,182
Fair value adjustment of embedded derivative	159	(14)	97
Total interest expense related to the 3.125% Debentures	\$ 26,819	\$ 26,311	\$ 26,111

On or after March 15, 2014, the Company may redeem all or part of the remaining 3.125% Debentures outstanding for the principal amount plus any accrued and unpaid interest, if the closing price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days during any 30 consecutive trading-day period prior to the date on which the Company provides notice of redemption. Upon conversion, the Company would pay the holders of the 3.125% Debentures cash value of the applicable number of shares of Xilinx common stock, up to the principal amount of the 3.125% Debentures. If the conversion value exceeds the aggregate principal amount, the Company may also deliver, at its option, cash or common stock or a combination of cash and common stock for the conversion value in excess of the principal amount (conversion spread). Accordingly, there would be no adjustment to the numerator in the net income per common share computation for the cash settled portion of the 3.125% Debentures, as that portion of the debt instrument will deem to be settled in cash. The conversion spread will be included in the denominator for the computation of diluted net income per common share, using the treasury stock method.

Holder of the 3.125% Debentures may convert their 3.125% Debentures only upon the occurrence of certain events in the future, as outlined in the indenture. In addition, holders who convert their 3.125% Debentures in connection with a fundamental change, as defined in the indenture, may be entitled to a make-whole premium in the form of an increase in the conversion rate. Furthermore, in the event of a fundamental change, the holders of the 3.125% Debentures may require Xilinx to purchase all or a portion of their 3.125% Debentures at a purchase price equal to 100% of the principal amount of 3.125% Debentures, plus accrued and unpaid interest, if any. As of March 30, 2013, none of the conditions allowing holders of the 3.125% Debentures to convert had been met.

The Company concluded that the embedded features related to the contingent interest payments and the Company making specific types of distributions (e.g., extraordinary dividends) qualify as derivatives, and should be bundled as a compound embedded derivative under the authoritative guidance for derivatives instruments and hedging activities issued by the FASB. The fair value of the derivative was accounted for as a discount on the 3.125% Debentures and will continue to be amortized to interest expense over the remaining term of the 3.125% Debentures. Any change in fair value of this embedded derivative will be included in interest and other income (expense), net on the Company's consolidated statements of income. The Company also concluded that the 3.125% Debentures are not conventional convertible debt instruments and that the embedded stock conversion option qualifies as a derivative. In addition, the Company has concluded that the embedded conversion option



would be classified in stockholders' equity if it were a freestanding instrument. Accordingly, the embedded conversion option is not required to be accounted for separately as a derivative.

#### *Revolving Credit Facility*

On December 7, 2011, the Company entered into a \$250.0 million senior unsecured revolving credit facility with a syndicate of banks (expiring in December 2016). Borrowings under the credit facility will bear interest at a benchmark rate plus an applicable margin based upon the Company's credit rating. In connection with the credit facility, the Company is required to maintain certain financial and nonfinancial covenants. As of March 30, 2013, the Company had made no borrowings under this credit facility and was not in violation of any of the covenants.

### **Note 14. Stockholders' Equity**

#### *Preferred Stock*

The Company's Certificate of Incorporation authorized 2.0 million shares of undesignated preferred stock. The preferred stock may be issued in one or more series. The Board of Directors is authorized to determine or alter the rights, preferences, privileges and restrictions granted to, or imposed upon, any wholly unissued series of preferred stock. As of March 30, 2013 and March 31, 2012, no preferred shares were issued or outstanding.

#### *Common Stock and Debentures Repurchase Programs*

The Board of Directors has approved stock repurchase programs enabling the Company to repurchase its common stock in the open market or through negotiated transactions with independent financial institutions. In June 2010, the Board authorized the repurchase of up to \$500.0 million of common stock (2010 Repurchase Program). In August 2012, the Board authorized the repurchase of an additional \$750.0 million of the Company's common stock and debentures (2012 Repurchase Program). The shares authorized for purchase under the 2012 Repurchase Program are in addition to the shares that were purchased under the 2010 Repurchase Program. The 2010 and the 2012 Repurchase Programs have no stated expiration date.

Through March 30, 2013, the Company had used all of the \$500.0 million authorized under the 2010 Repurchase Program, and \$10.6 million of the \$750.0 million authorized under the 2012 Repurchase Program, leaving \$739.4 million available for future repurchases. The Company's current policy is to retire all repurchased shares, and consequently, no treasury shares were held as of March 30, 2013 and March 31, 2012.

During fiscal 2013, the Company repurchased 6.2 million shares of common stock in the open market for a total of \$197.7 million. During fiscal 2012, the Company repurchased 7.0 million shares of common stock in the open market for a total of \$219.6 million.

## Note 15. Income Taxes

The provision for income taxes consists of the following:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Federal:			
Current	\$ 97,108	\$ (17,333)	\$ 14,172
Deferred	(45,465)	74,911	95,660
	<u>51,643</u>	<u>57,578</u>	<u>109,832</u>
State:			
Current	1,007	(2,999)	2,365
Deferred	1,742	6,591	13,240
	<u>2,749</u>	<u>3,592</u>	<u>15,605</u>
Foreign:			
Current	5,455	7,978	3,107
Deferred	(377)	(2,176)	661
	<u>5,078</u>	<u>5,802</u>	<u>3,768</u>
Total	<u>\$ 59,470</u>	<u>\$ 66,972</u>	<u>\$ 129,205</u>

The domestic and foreign components of income before income taxes were as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Domestic	\$ 45,617	\$ 74,959	\$ 161,784
Foreign	501,389	522,092	609,296
Income before income taxes	<u>\$ 547,006</u>	<u>\$ 597,051</u>	<u>\$ 771,080</u>

The tax benefits associated with stock-based compensation recorded in additional paid-in capital were \$9.0 million, \$9.9 million and \$4.9 million, for fiscal 2013, 2012 and 2011, respectively.

As of March 30, 2013, the Company had federal and state net operating loss carryforwards of approximately \$20.6 million. If unused, these carryforwards will expire in 2014 through 2030. All of the federal and state net operating loss carryforwards are subject to change of ownership limitations provided by the Internal Revenue Code and similar state provisions. The Company had state research tax credit carryforwards of approximately \$128.2 million. The credits have no expiration date. Some of the state credit carryforwards are subject to change of ownership limitations provided by the Internal Revenue Code and similar state provisions. The state credit carryforwards include \$39.0 million that is not likely to be recovered and has been reduced by a valuation allowance.

Unremitted foreign earnings that are considered to be permanently invested outside the U.S., and on which no U.S. taxes have been provided, are approximately \$1.99 billion as of March 30, 2013. The residual U.S. tax liability, if such amounts were remitted, would be approximately \$656.7 million.

The provision for income taxes reconciles to the amount derived by applying the Federal statutory income tax rate to income before provision for taxes as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
Income before provision for taxes	\$ 547,006	\$ 597,051	\$ 771,080
Federal statutory tax rate	35%	35%	35%
Computed expected tax	191,452	208,968	269,878
State taxes, net of federal benefit	1,787	2,162	10,317
Foreign earnings at lower tax rates	(107,730)	(117,013)	(131,261)
Tax credits	(26,305)	(29,633)	(17,431)
Other	266	2,488	(2,298)
Provision for income taxes	<u>\$ 59,470</u>	<u>\$ 66,972</u>	<u>\$ 129,205</u>

The Company has manufacturing operations in Singapore where the Company has been granted "Pioneer Status" that is effective through fiscal 2021. The Pioneer Status reduces the Company's tax on the majority of Singapore income from 17% to zero. The benefits of Pioneer Status in Singapore for fiscal 2013, fiscal 2012 and fiscal 2011 were approximately \$41.0 million (\$0.15 per diluted share), \$43.5 million (\$0.16 per diluted share), and \$54.8 million (\$0.21 per diluted share), respectively, on income considered permanently reinvested outside the U.S. The tax effect of operations in low tax jurisdictions on the Company's overall tax rate is reflected in the table above.

The major components of deferred tax assets and liabilities consisted of the following as of March 30, 2013 and March 31, 2012:

(In thousands)	2013	2012
Deferred tax assets:		
Stock-based compensation	\$ 28,334	\$ 29,451
Deferred income on shipments to distributors	10,299	10,493
Accrued expenses	35,601	39,942
Tax loss carryforwards	3,928	3,856
Tax credit carryforwards	96,327	97,104
Intangible and fixed assets	12,409	4,115
Strategic and equity investments	7,781	7,313
Deferred compensation plan	19,375	17,423
Other	2,827	4,132
Subtotal	<u>216,881</u>	<u>213,829</u>
Valuation allowance	(40,065)	(28,963)
Total deferred tax assets	<u>176,816</u>	<u>184,866</u>
Deferred tax liabilities:		
Unremitted foreign earnings	(244,892)	(308,017)
State income taxes	(16,793)	(17,343)
Convertible debt	(205,075)	(192,397)
Other	(8,461)	(8,605)
Total deferred tax liabilities	<u>(475,221)</u>	<u>(526,362)</u>
Total net deferred tax liabilities	<u>\$ (298,405)</u>	<u>\$ (341,496)</u>

Long-term deferred tax assets of \$56.4 million and \$56.7 million as of March 30, 2013 and March 31, 2012, respectively, were included in other assets on the consolidated balance sheet.

As of March 30, 2013, gross deferred tax assets were offset by valuation allowances of \$40.1 million, which were associated with state tax credit carryforwards and foreign net operating loss carryforwards.

The aggregate changes in the balance of gross unrecognized tax benefits for fiscal 2013 and 2012 were as follows:

(In thousands)	2013	2012
Balance as of beginning of fiscal year	\$ 65,038	\$ 79,690
Increases in tax positions for prior years	2,208	56
Decreases in tax positions for prior years	(4,281)	(653)
Increases in tax positions for current year	17,660	3,768
Settlements	(44)	(39)
Lapses in statutes of limitation	(10,624)	(17,784)
Balance as of end of fiscal year	<u>\$ 69,957</u>	<u>\$ 65,038</u>

If the remaining balance of \$70.0 million and \$65.0 million of unrecognized tax benefits as of March 30, 2013 and March 31, 2012, respectively, were realized in a future period, it would result in a tax benefit of \$32.3 million and \$41.7 million, respectively, thereby reducing the effective tax rate.

The Company's policy is to include interest and penalties related to income tax liabilities within the provision for income taxes on the consolidated statements of income. The balances of accrued interest and penalties recorded in the consolidated balance sheets and the amounts of interest and penalties included in the Company's provisions for income taxes were not material for any period presented.

The Company is no longer subject to U.S. federal audits by taxing authorities for years through fiscal 2009. The Company is no longer subject to U.S. state audits for years through fiscal 2004, except for fiscals 1996 through 2001 which are still open for audit purposes. The Company is no longer subject to tax audits in Ireland for years through fiscal 2008.

It is reasonably possible that changes to our unrecognized tax benefits could be significant in the next twelve months due to tax audit settlements and lapses of statutes of limitation. As a result of uncertainties regarding tax audit settlements and their possible outcomes, an estimate of the range of increase or decrease that could occur in the next twelve months cannot be made.

#### **Note 16. Segment Information**

Xilinx designs, develops and markets programmable logic semiconductor devices and the related software design tools. The Company operates and tracks its results in one operating segment. Xilinx sells its products to OEMs and to electronic components distributors who resell these products to OEMs or subcontract manufacturers.

Geographic revenue information for fiscal 2013, 2012 and 2011 reflects the geographic location of the distributors or OEMs who purchased the Company's products. This may differ from the geographic location of the end customers. Long-lived assets include property, plant and equipment, which were based on the physical location of the asset as of the end of each fiscal year.

Net revenues by geographic region were as follows:

(In thousands)	March 30, 2013	March 31, 2012	April 2, 2011
North America:			
United States	\$ 558,309	\$ 596,388	\$ 620,687
Other	97,251	88,037	89,737
Total North America	655,560	684,425	710,424
Asia Pacific:			
China	428,892	418,036	456,109
Other	324,920	326,462	387,760
Total Asia Pacific	753,812	744,498	843,869
Europe	548,375	589,802	615,360
Japan	210,905	222,011	199,792
Worldwide total	<u>\$ 2,168,652</u>	<u>\$ 2,240,736</u>	<u>\$ 2,369,445</u>

Net long-lived assets by country at fiscal year-ends were as follows:

(In thousands)	2013	2012	2011
United States	\$ 240,429	\$ 254,811	\$ 247,187
Foreign:			
Ireland	50,627	53,255	55,370
Singapore	56,481	66,806	69,043
Other	18,150	20,110	8,970
Total foreign	125,258	140,171	133,383
Worldwide total	<u>\$ 365,687</u>	<u>\$ 394,982</u>	<u>\$ 380,570</u>

## **Note 17. Litigation Settlements and Contingencies**

### *Patent Litigation*

On December 28, 2007, a patent infringement lawsuit was filed by PACT against the Company in the U.S. District Court for the Eastern District of Texas, Marshall Division (PACT XPP Technologies, AG. v. Xilinx, Inc. and Avnet, Inc. Case No. 2:07-CV-563). The lawsuit pertained to eleven different patents and PACT sought injunctive relief, damages including enhanced damages, interest and attorneys' fees. Nine of the 11 patents were dismissed from the case prior to trial. Trial commenced in the matter on May 14, 2012 and on May 18, 2012 the jury concluded its deliberations. The jury found five claims of the two patents held by PACT were valid and were willfully infringed by the Company. The jury awarded PACT the sum of \$15.4 million as damages and royalties on past Xilinx sales. The presiding judge will decide the component for willful infringement at a future date which has not yet been determined, and such enhanced damages, including the willfulness component, could be as much as treble the \$15.4 million jury verdict. In its post trial motions, the plaintiff has moved for attorneys' fees, an ongoing royalty for future sales of infringing products, pre- and post-judgment interest, and certain other relief. The Company intends to appeal the verdict and has filed motions for judgment as a matter of law.

On February 14, 2011, the Company filed a complaint for declaratory judgment of patent non-infringement and invalidity against Intellectual Ventures in the U.S. District Court for the Northern District of California. On September 30, 2011, the Company amended its complaint in this case to eliminate certain defendants and patents from the action (Xilinx, Inc. v. Intellectual Ventures I LLC and Intellectual Ventures II LLC, Case No. CV11-0671). The lawsuit pertains to five patents and seeks judgments of non-infringement by Xilinx and judgments that the patents are invalid and unenforceable, as well as costs and attorneys' fees. Claims related to four of the five patents have been dismissed.

On February 15, 2011, Intellectual Ventures added the Company as a defendant in its complaint for patent infringement previously filed against Altera, Microsemi and Lattice in the U.S. District Court for the District of Delaware (Intellectual Ventures I LLC and Intellectual Ventures II LLC v. Altera Corporation, Microsemi Corporation, Lattice Semiconductor Corporation and Xilinx, Inc., Case No. 10-CV-1065). The lawsuit pertains to five patents, four of which Xilinx is alleged to be infringing. Intellectual Ventures seeks unspecified damages, interest and attorneys' fees and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

On October 17, 2011, Xilinx filed a complaint for patent non-infringement and invalidity and violation of California Business and Professions Code Section 17200 in the U.S. District Court for the Northern District of California against Intellectual Ventures and related entities as well as additional defendants (Xilinx, Inc. v. Intellectual Ventures, LLC. Intellectual Ventures Management, LLC, Detelle Relay KG, LLC, Roldan Block NY LLC, Latrosse Technologies LLC, TR Technologies Foundation LLC, Taichi Holdings, LLC, Noregin Assets N.V., LLC and Intellectual Venture Funding LLC Case No CV-04407). By order dated January 25, 2012, the Court granted with leave to amend defendants' motion to dismiss Xilinx's claim for violation of California Business and Professions Code section 17200. The Company has amended its complaint to remove the claim for violation of California Business and Professions Code section 17200. The remainder of the lawsuit pertains to seven patents and seeks judgments of non-infringement by Xilinx and judgments that the patents are invalid and unenforceable, as well as costs and attorneys' fees. Claims related to five of the seven patents have been dismissed.

On March 23, 2012, a patent infringement lawsuit was filed by APT against the Company in the U.S. District Court for the Eastern District of Texas, Marshall Division (Advanced Processor Technologies LLC v. Xilinx, Inc., Case No. 2:12-CV-158). The lawsuit pertains to three patents and APT seeks royalties, injunctive relief and unspecified damages and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

On May 30, 2012, a patent infringement lawsuit was filed by Semcon against the Company in the U.S. District Court for the District of Delaware (Semcon Tech, LLC v. Xilinx, Inc., Case No. 1:12-CV-00691). The lawsuit pertains to one patent and Semcon seeks unspecified damages, costs and expenses and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

On November 5, 2012, a patent infringement lawsuit was filed by Mosaid against the Company in the U.S. District Court for the Eastern District of Texas (Mosaid Technologies Inc. v. Xilinx, Inc., Case No. 6:12-CV-00847). The lawsuit pertains to five patents and Mosaid seeks unspecified damages, costs, fees, royalties and injunctive relief and the proceedings are in their early stages. The Company is unable to estimate its range of possible loss in this matter at this time.

### *Other Matters*

Except as stated above, there are no pending legal proceedings of a material nature to which the Company is a party or of which any of its property is the subject.

From time to time, the Company is involved in various disputes and litigation matters that arise in the ordinary course of its business. These include disputes and lawsuits related to intellectual property, mergers and acquisitions, licensing, contract law, tax, regulatory, distribution arrangements, employee relations and other matters. Periodically, the Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and a range of possible losses can be estimated, the Company accrues a liability for the estimated loss. Legal proceedings are subject to uncertainties, and the outcomes are difficult to predict. Because of such uncertainties, accruals are based only on the best information available at the time. As additional information becomes available, the Company continues to reassess the potential liability related to pending claims and litigation and may revise estimates.

#### **Note 18. Business Combination**

During the second quarter of fiscal 2013, the Company purchased substantially all of the assets and assumed certain liabilities of Modesat Communications, a wireless mobile backhaul solutions company that specializes in the development of microwave modem solutions for the mobile backhaul market. This acquisition aligns with the Company's strategy to expand its new adjacent markets in communication infrastructure by delivering industry leading wireless backhaul solutions to the Company's top tier customers.

During the first quarter of fiscal 2012, the Company purchased certain assets and assumed certain liabilities of Modelware, Inc., a privately-held company that provides Packet Processing solutions in communications equipment, and Sarance Technologies, Inc., a privately-held company that develops Ethernet and Interlaken IP solutions for the logic IC landscape. Both acquisitions align with Xilinx's strategy for accelerating market growth and meet the increasing demand from our wired communications customers to offer application specific IP.

All of the acquisitions mentioned above were accounted for under the purchase method of accounting. The aggregate financial impact of these acquisitions was not material to the Company.

## Note 19. Goodwill and Acquisition-Related Intangibles

As of March 30, 2013 and March 31, 2012, the gross and net amounts of goodwill and of acquisition-related intangibles for all acquisitions were as follows:

(In thousands)	2013	2012	Weighted-Average Amortization Life
Goodwill	\$ 158,990	\$ 149,538	
In-process research and development	\$ —	\$ 4,000	
Core technology, gross	89,360	76,440	5.8 years
Less accumulated amortization	(54,201)	(46,051)	
Core technology, net	35,159	30,389	
Other intangibles, gross	46,516	46,206	2.7 years
Less accumulated amortization	(45,621)	(44,263)	
Other intangibles, net	895	1,943	
Total acquisition-related intangibles, gross	135,876	126,646	
Less accumulated amortization	(99,822)	(90,314)	
Total acquisition-related intangibles, net	\$ 36,054	\$ 36,332	

Amortization expense for acquisition-related intangibles for fiscal 2013, 2012 and 2011 were \$9.5 million, \$7.6 million and \$1.0 million, respectively. Based on the carrying value of acquisition-related intangibles recorded as of March 30, 2013, and assuming no subsequent impairment of the underlying assets, the annual amortization expense for acquisition-related intangibles is expected to be as follows:

Fiscal	(In thousands)
2014	\$ 9,542
2015	8,846
2016	8,244
2017	6,473
2018	2,347
Thereafter	602
Total	\$ 36,054

## Note 20. Employee Benefit Plans

Xilinx offers various retirement benefit plans for U.S. and non-U.S. employees. Total contributions to these plans were \$9.5 million, \$9.8 million and \$8.9 million in fiscal 2013, 2012 and 2011, respectively. For employees in the U.S., Xilinx instituted a Company matching program pursuant to which the Company will match contributions to Xilinx's 401(k) Plan (the 401(k) Plan) based on the amount of salary deferral contributions the participant makes to the 401(k) Plan. Xilinx will match up to 50% of the first 8% of an employee's compensation that the employee contributed to their 401(k) account. The maximum Company contribution per year is \$4,500 per employee. As permitted under Section 401(k) of the Internal Revenue Code, the 401(k) Plan allows tax deferred salary deductions for eligible employees. The Compensation Committee of the Board of Directors administers the 401(k) Plan. Participants in the 401(k) Plan may make salary deferrals of up to 25% of the eligible annual salary, limited by the maximum dollar amount allowed by the Internal Revenue Code. Participants who have reached the age of 50 before the close of the plan year may be eligible to make catch-up salary deferral contributions, up to 25% of eligible annual salary, limited by the maximum dollar amount allowed by the Internal Revenue Code.

The Company allows its U.S.-based officers, director-level employees and its board members to defer a portion of their compensation under the Deferred Compensation Plan (the Plan). The Compensation Committee administers the Plan. As of March 30, 2013, there were more than 142 participants in the Plan who self-direct their contributions into investment options offered by the Plan. The Plan does not allow Plan participants to invest directly in Xilinx's stock. In the event Xilinx becomes insolvent, Plan assets are subject to the claims of the Company's general creditors. There are no Plan provisions that provide for any guarantees or minimum return on investments. As of March 30, 2013, Plan assets were \$43.3 million and obligations were \$50.4 million. As of March 31, 2012, Plan assets were \$38.9 million and obligations were \$45.1 million.



**REPORT OF ERNST & YOUNG LLP,  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders  
Xilinx, Inc.

We have audited the accompanying consolidated balance sheets of Xilinx, Inc. as of March 30, 2013 and March 31, 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended March 30, 2013. Our audits also included the financial statement schedule listed in the Index at Part IV, Item 15(a)(2). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Xilinx, Inc. at March 30, 2013 and March 31, 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended March 30, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Xilinx, Inc.'s internal control over financial reporting as of March 30, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 23, 2013 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California  
May 23, 2013

**REPORT OF ERNST & YOUNG LLP,  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders  
Xilinx, Inc.

We have audited Xilinx, Inc.'s internal control over financial reporting as of March 30, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Xilinx, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Xilinx, Inc. maintained, in all material respects, effective internal control over financial reporting as of March 30, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Xilinx, Inc. as of March 30, 2013 and March 31, 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended March 30, 2013 of Xilinx, Inc. and our report dated May 23, 2013 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California  
May 23, 2013

**XILINX, INC.**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**

(In thousands)

Description	Beginning of Year	Additions	Deductions (a)	End of Year
For the year ended April 2, 2011:				
Allowance for doubtful accounts	\$ 3,628	\$ —	\$ 49	\$ 3,579
Allowance for deferred tax assets	\$ —	\$ 17,841	\$ —	\$ 17,841
For the year ended March 31, 2012:				
Allowance for doubtful accounts	\$ 3,579	\$ 180	\$ 313	\$ 3,446
Allowance for deferred tax assets	\$ 17,841	\$ 11,745	\$ 623	\$ 28,963
For the year ended March 30, 2013:				
Allowance for doubtful accounts	\$ 3,446	\$ —	\$ 22	\$ 3,424
Allowance for deferred tax assets	\$ 28,963	\$ 11,102	\$ —	\$ 40,065

(a) Represents amounts written off against the allowances or customer returns.

**Supplementary Financial Data**  
**Quarterly Data (Unaudited)**

(In thousands, except per share amounts)

Year ended March 30, 2013 (1)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net revenues	\$ 582,784	\$ 543,933	\$ 509,767	\$ 532,168
Gross margin	384,373	356,220	339,274	351,579
Income before income taxes	154,905	138,083	115,693	138,325
Net income	129,831	123,437	103,648	130,620
Net income per common share: (2)				
Basic	\$ 0.49	\$ 0.47	\$ 0.40	\$ 0.50
Diluted	\$ 0.47	\$ 0.46	\$ 0.38	\$ 0.47
Shares used in per share calculations:				
Basic	263,055	260,605	260,690	263,035
Diluted	273,820	270,265	271,174	277,090
Cash dividends declared per common share	\$ 0.22	\$ 0.22	\$ 0.22	\$ 0.22

(1) Xilinx uses a 52- to 53-week fiscal year ending on the Saturday nearest March 31. Fiscal 2013 was a 52-week year and each quarter was a 13-week quarter.

(2) Net income per common share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly per common share information may not equal the annual net income per common share.

(In thousands, except per share amounts)

Year ended March 31, 2012 (1)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net revenues	\$ 615,463	\$ 555,209	\$ 511,091	\$ 558,973
Gross margin	392,331	354,645	336,286	371,396
Income before income taxes (2)	180,484	146,241	129,938	140,388
Net income	154,374	126,286	127,014	122,405
Net income per common share: (3)				
Basic	\$ 0.58	\$ 0.48	\$ 0.49	\$ 0.46
Diluted	\$ 0.56	\$ 0.47	\$ 0.47	\$ 0.44
Shares used in per share calculations:				
Basic	265,313	264,006	261,257	263,261
Diluted	276,077	267,927	267,884	276,166
Cash dividends declared per common share	\$ 0.19	\$ 0.19	\$ 0.19	\$ 0.19

- (1) Xilinx uses a 52- to 53-week fiscal year ending on the Saturday nearest March 31. Fiscal 2012 was a 52-week year and each quarter was a 13-week quarter.
- (2) Income before income taxes for the second quarter and fourth quarter of fiscal 2012 include restructuring and litigation charges of \$3,369 and \$15,400, respectively.
- (3) Net income per common share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly per common share information may not equal the annual net income per common share.

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

Not applicable.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

An evaluation was carried out, under the supervision of and with the participation of the Company's management, including our CEO and CFO, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon this evaluation, our CEO and CFO have concluded that, as of the end of the period covered by this Form 10-K, the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended March 30, 2013 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. This system of internal control is designed to provide reasonable assurance that assets are safeguarded and transactions are properly recorded and executed in accordance with management's authorization. The design, monitoring and revision of the system of internal control over financial reporting involve, among other things, management's judgments with respect to the relative cost and expected benefits of specific control measures. The effectiveness of the system of internal control over financial reporting is supported by the selection, retention and training of qualified personnel and an organizational

structure that provides an appropriate division of responsibility and formalized procedures. The system of internal control is periodically reviewed and modified in response to changing conditions.

Because of its inherent limitations, no matter how well designed, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect all misstatements or all fraud. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time. Our system contains self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

Management has used the criteria established in the Report "*Internal Control — Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to evaluate the effectiveness of our internal control over financial reporting. Based on this evaluation, management has concluded that the Company's internal control over financial reporting was effective as of March 30, 2013.

The effectiveness of the Company's internal control over financial reporting as of March 30, 2013 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included in Part II, Item 8 of this Form 10-K.

**ITEM 9B. OTHER INFORMATION**

None.

### **PART III**

Certain information required by Part III is omitted from this Report in that the Registrant will file a definitive proxy statement pursuant to Regulation 14A under the Exchange Act (the Proxy Statement) not later than 120 days after the end of the fiscal year covered by this Report, and certain information included therein is incorporated herein by reference. Only those sections of the Proxy Statement that specifically address the items set forth herein are incorporated by reference.

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item pursuant to Item 401(b), (d), (e) and (f) of Regulation S-K concerning the Company's executive officers is incorporated herein by reference to Item 1. "Business — Executive Officers of the Registrant" within this Form 10-K.

The information required by this item pursuant to Item 401(a), (d), (e), (f) and Items 406 and 407 of Regulation S-K concerning the Company's directors, the code of ethics and corporate governance matters is incorporated herein by reference to the sections entitled "Proposal One-Election of Directors," "Board Matters" and "Corporate Governance Principles" in our Proxy Statement.

The information required by this item regarding delinquent filers pursuant to Item 405 of Regulation S-K is incorporated herein by reference to the section entitled "Section 16(a) Beneficial Ownership Reporting Compliance" in our Proxy Statement.

Our codes of conduct and ethics and significant corporate governance principles are available on the investor relations page of our website at [www.investor.xilinx.com](http://www.investor.xilinx.com). Our code of conduct applies to our directors and employees, including our CEO, CFO and principal accounting personnel. In addition, our Board of Directors has adopted a code of ethics that pertains specifically to the Board of Directors. Printed copies of these documents are also available to stockholders without charge upon written request directed to Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose CA 95124.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item pursuant to Item 402 of Regulation S-K concerning executive compensation is incorporated herein by reference to the sections entitled "Compensation of Directors" and "Executive Compensation" in our Proxy Statement.

The information required by this item pursuant to Item 407(e)(4) of Regulation S-K is incorporated herein by reference to the section entitled "Compensation Committee Interlocks and Insider Participation" in our Proxy Statement.

The information required by this item pursuant to Item 407(e)(5) of Regulation S-K is incorporated herein by reference to the section entitled "Compensation Committee Report" in our Proxy Statement.

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

The information required by this item pursuant to Item 403 of Regulation S-K is incorporated herein by reference to the section entitled "Security Ownership of Certain Beneficial Owners and Management" in our Proxy Statement. The information required by Item 201(d) of Regulation S-K is set forth below.

## Equity Compensation Plan Information

The table below sets forth certain information as of fiscal year ended March 30, 2013 about the Company's common stock that may be issued upon the exercise of options, RSUs, warrants and rights under all of our existing equity compensation plans including the ESPP:

(Shares in thousands)	A	B	C
Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in Column A)
<b>Equity Compensation Plans Approved by Security Holders</b>			
1997 Stock Plan	7,118	\$ 30.88	— <sup>(1)</sup>
2007 Equity Plan	11,656 <sup>(2)</sup>	\$ 24.37 <sup>(3)</sup>	15,990 <sup>(4)</sup>
Employee Stock Purchase Plan	N/A	N/A	8,892
Total-Approved Plans	18,774	\$ 28.01	24,882
<b>Equity Compensation Plans NOT Approved by Security Holders</b>			
Supplemental Stock Option Plan (5)	7	\$ 28.96	—
Total-All Plans	18,781	\$ 28.01	24,882

- (1) The Company ceased issuing options under the 1997 Stock Plan as of April 1, 2007. The 1997 Stock Plan expired on May 8, 2007 and all available but unissued shares under this plan were cancelled.
- (2) Includes approximately 6.0 million shares issuable upon vesting of RSUs that the Company granted under the 2007 Equity Plan.
- (3) The weighted-average exercise price does not take into account shares issuable upon vesting of outstanding RSUs, which have no exercise price.
- (4) On July 26, 2006, the stockholders approved the adoption of the 2007 Equity Plan and authorized 10.0 million shares to be reserved for issuance thereunder. The 2007 Equity Plan, which became effective on January 1, 2007, replaced both the Company's 1997 Stock Plan (which expired on May 8, 2007) and the Supplemental Stock Option Plan. On August 9, 2007, August 14, 2008, August 12, 2009, August 11, 2010, August 10, 2011, and August 8, 2012 our stockholders authorized the reserve of an additional 5.0 million shares, 4.0 million shares, 5.0 million shares, 4.5 million shares, 4.5 million shares, and 3.5 million shares, respectively. All of the shares reserved for issuance under the 2007 Equity Plan may be granted as stock options, stock appreciation rights, restricted stock or RSUs.
- (5) Under the Supplemental Stock Option Plan, options were granted to employees and consultants of the Company, however neither officers nor members of our Board were eligible for grants under the Supplemental Stock Option Plan. Only non-qualified stock options were granted under the Supplemental Stock Option Plan (that is, options that do not entitle the optionee to special U.S. income tax treatment) and such options generally expire not later than 12 months after the optionee ceases to be an employee or consultant. Upon a merger of the Company with or into another company, or the sale of substantially all of the Company's assets, each option granted under the Supplemental Stock Option Plan may be assumed or substituted with a similar option by the acquiring company, or the outstanding options will become exercisable in connection with the merger or sale.

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

The information required by this item concerning related party transactions pursuant to Item 404 of Regulation S-K is incorporated herein by reference to the section entitled "Related Transactions" in our Proxy Statement.

The information required by this item concerning director independence pursuant to Item 407(a) of Regulation S-K is incorporated herein by reference to the section entitled "Board Matters" in our Proxy Statement.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by reference to the sections entitled "Proposal Six - Ratification of Appointment of External Auditors" and "Fees Paid to Ernst & Young LLP" in our Proxy Statement.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

- (a) (1) The financial statements required by Item 15(a) are included in Item 8 of this Annual Report on Form 10-K.
- (2) The financial statement schedule required by Item 15(a) (Schedule II, Valuation and Qualifying Accounts) is included in Item 8 of this Annual Report on Form 10-K.

Schedules not filed have been omitted because they are not applicable, are not required or the information required to be set forth therein is included in the financial statements or notes thereto.

- (3) The exhibits listed below in (b) are filed or incorporated by reference as part of this Annual report on Form 10-K.

(b) Exhibits

**EXHIBIT LIST**

Exhibit No	Exhibit Title	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Restated Certificate of Incorporation, as amended to date	10-K	000-18548	3.1	5/30/2007	
3.2	Bylaws of the Company, as amended and restated as of May 9, 2012	8-K	000-18548	3.2	5/15/2012	
4.1	Indenture dated March 5, 2007 between the Company as Issuer and the Bank of New York Trust Company, N.A. as Trustee	10-K	000-18548	4.1	5/30/2007	
4.2	Indenture dated June 9, 2010 between the Company as Issuer and the Bank of New York Mellon Trust Company, N.A. as Trustee	10-Q	000-18548	4.2	8/9/2010	
10.1 *	1988 Stock Option Plan, as amended	S-1	333-34568	10.15	6/7/1990	
10.2 *	Amended and Restated 1990 Employee Qualified Stock Purchase Plan	DEF 14A	000-18548	Appendix A	5/29/2012	
10.3 *	1997 Stock Plan and Form of Stock Option Agreement	S-8	333-127318	4.2	8/9/2005	
10.4 *	Form of Indemnification Agreement between the Company and its officers and directors	S-1	333-34568	10.17	4/27/1990	
10.5 *	Supplemental Stock Option Plan	10-K	000-18548	10.16	6/17/2002	
10.6 *	Xilinx, Inc. Master Distribution Agreement with Avnet	10-Q	000-18548	10.1	11/4/2005	
10.7 *	Letter Agreement dated June 2, 2005 between the Company and Jon A. Olson	10-Q/A	000-18548	10.1	8/12/2005	
10.8 *	2007 Equity Incentive Plan	DEF 14A	000-18548	Appendix B	5/29/2012	
10.9 *	Form of Stock Option Agreement under 2007 Equity Incentive Plan	10-K	000-18548	10.24	5/30/2007	
10.10 *	Form of Restricted Stock Unit Agreement under 2007 Equity Incentive Plan	10-K	000-18548	10.25	5/30/2007	
10.11 *	Form of Performance-Based Restricted Stock Unit Agreement under 2007 Equity Incentive Plan	8-K	000-18548	99.1	7/5/2007	



Incorporated by Reference

Exhibit No	Exhibit Title	Form	File No.	Exhibit	Filing Date	Filed Herewith
10.12 *	Letter Agreement dated January 4, 2008 between the Company and Moshe N. Gavrielov	8-K	000-18548	99.2	1/7/2008	
10.13 *	Amendment of Employment Agreement dated February 14, 2008 between the Company and Jon A. Olson	8-K	000-18548	99.1	2/20/2008	
10.14 *	Summary of Fiscal 2013 Executive Incentive Plan	8-K	000-18548	N/A	5/15/2012	
10.15 *	Restricted Stock Issuance Agreement	10-Q	000-18548	10.15	8/9/2011	
10.16 *	Performance Based Restricted Stock Issuance Agreement	10-Q	000-18548	10.16	8/9/2011	
10.17 *	Amendment of Employment Agreement between the Company and Moshe N. Gavrielov	8-K	000-18548	10.17	6/19/2012	
10.18 *	Amendment of Employment Agreement between the Company and Jon A. Olson	8-K	000-18548	10.18	6/19/2012	
10.19 *	Retirement Agreement between the Company and Vincent Ratford	10-Q	000-18548	10.19	11/2/2012	
21.1	Subsidiaries of the Company					X
23.1	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney (included in the signature page)					X
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS **	XBRL Instance Document					X
101.SCH **	XBRL Taxonomy Extension Schema Document					X
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document					X

\* Management contract or compensatory plan or arrangement required to be filed as an exhibit to the Company's Annual Report on Form 10-K pursuant to Item 15(b) herein

\*\* Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on the 23rd day of May 2013.

XILINX, INC.

By: /s/ Moshe N. Gavrielov  
Moshe N. Gavrielov,  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Moshe N. Gavrielov and Jon A. Olson, jointly and severally, his/her attorneys-in-fact, each with the power of substitution, for him/her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his/her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934 this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Moshe N. Gavrielov</u> (Moshe N. Gavrielov)	President and Chief Executive Officer (Principal Executive Officer) and Director	May 23, 2013
<u>/s/ Jon A. Olson</u> (Jon A. Olson)	Senior Vice President, Finance and Chief Financial Officer (Principal Accounting and Financial Officer)	May 23, 2013
<u>/s/ Philip T. Gianos</u> (Philip T. Gianos)	Chairman of the Board of Directors	May 23, 2013
<u>/s/ John L. Doyle</u> (John L. Doyle)	Director	May 23, 2013
<u>/s/ William G. Howard, Jr.</u> (William G. Howard, Jr.)	Director	May 23, 2013
<u>/s/ J. Michael Patterson</u> (J. Michael Patterson)	Director	May 23, 2013
<u>/s/ Albert A. Pimentel</u> (Albert A. Pimentel)	Director	May 23, 2013
<u>/s/ Marshall C. Turner</u> (Marshall C. Turner)	Director	May 23, 2013
<u>/s/ Elizabeth W. Vanderslice</u> (Elizabeth W. Vanderslice)	Director	May 23, 2013



# 2013 Proxy

 **XILINX**  
ALL PROGRAMMABLE™

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July 1, 2013

Dear Xilinx Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders to be held on Wednesday, August 14, 2013 at 11:00 a.m., Pacific Daylight Time, at the headquarters of Xilinx, Inc. (Xilinx, the Company, we or our) located at 2050 Logic Drive, San Jose, California 95124. We look forward to your attendance either in person or by proxy. At this meeting, the agenda includes:

- the annual election of directors;
- a proposal to approve an amendment to our 1990 Employee Qualified Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by 2,000,000 shares;
- a proposal to approve an amendment to our 2007 Equity Incentive Plan to extend the term by an additional ten years to December 31, 2023;
- a proposal to approve an amendment to our 2007 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 2,000,000 shares;
- an advisory vote on executive compensation as described in the attached proxy statement; and
- a proposal to ratify the appointment of the Company's external auditors, Ernst & Young LLP.

The foregoing matters are more fully described in the attached proxy statement. The agenda will also include any other business that may properly come before the meeting or any adjournment or postponement thereof. The Board of Directors recommends that you vote **FOR** the election of each of the director nominees nominated by the Board of Directors, **FOR** the increase in the number of shares available for issuance under our 1990 Employee Qualified Stock Purchase Plan, **FOR** extending the term of our 2007 Equity Incentive Plan, **FOR** the increase in the number of shares available for issuance under our 2007 Equity Incentive Plan, **FOR** the approval of the compensation of our named executive officers, and **FOR** the ratification of appointment of Ernst & Young LLP as external auditors of the Company for the fiscal year ending March 29, 2014. Please refer to the proxy statement for detailed information on each of the proposals.

You may vote your shares in one of the following ways: (1) via the Internet, by visiting the website shown on the Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 14, 2013 (Internet Notice) or proxy card and following the instructions; (2) telephonically by calling the telephone number shown in the Internet Notice or proxy card; (3) by voting in person at the annual meeting; or (4) by requesting, completing and mailing in a paper proxy card, as outlined in the Internet Notice.

The Xilinx 2013 Annual Meeting will be held solely to tabulate the votes cast and report the results of voting on the matters described in the attached proxy statement and any other business that may properly come before the meeting. Certain senior executives of Xilinx will be in attendance to answer questions following the Annual Meeting; however, no formal presentation concerning the business of Xilinx will be made at the Annual Meeting.

Whether or not you plan to attend, please take a few minutes now to vote online or via telephone or, alternatively, request a paper proxy card and mark, sign and date your proxy and return it by mail so that your shares will be represented.

Thank you for your continuing interest in Xilinx.

Very truly yours,

/s/ Moshe N. Gavriellov

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Moshe N. Gavriellov  
President and Chief Executive Officer

**IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO VOTE YOUR PROXY ONLINE OR BY TELEPHONE, OR, IN THE ALTERNATIVE, REQUEST, COMPLETE AND MAIL IN A PAPER PROXY CARD.**

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XILINX, INC.  
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Wednesday, August 14, 2013

TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Xilinx, Inc., a Delaware corporation (Xilinx, the Company, we or our), will be held on Wednesday, August 14, 2013 at 11:00 a.m., Pacific Daylight Time, at the Company's headquarters located at 2050 Logic Drive, San Jose, California 95124 for the following purposes:

1. to elect the following eight nominees for director to serve on the Board of Directors for the ensuing year or until their successors are duly elected and qualified: Philip T. Gianos, Moshe N. Gavriellov, John L. Doyle, William G. Howard, Jr., J. Michael Patterson, Albert A. Pimentel, Marshall C. Turner and Elizabeth W. Vanderslice;
2. to approve an amendment to our 1990 Employee Qualified Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by 2,000,000 shares;
3. to approve an amendment to our 2007 Equity Incentive Plan to extend the term by an additional ten years to December 31, 2023;
4. to approve an amendment to our 2007 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 2,000,000 shares;
5. to hold an advisory vote on executive compensation as described in the attached proxy statement;
6. to ratify the appointment of Ernst & Young LLP, an independent registered public accounting firm, as external auditors of Xilinx, for the fiscal year ending March 29, 2014; and
7. to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. Only stockholders of record at the close of business on June 17, 2013 are entitled to notice of and to vote at the meeting.

All stockholders are cordially invited to attend the meeting in person. Certain senior executives of Xilinx will be in attendance to answer questions following the Annual Meeting; however, there will be no formal presentation concerning the business of Xilinx.

In order to ensure your representation at the meeting, you are urged to vote as soon as possible.

You may vote your shares in one of the following ways: (1) via the Internet, by visiting the website shown on the Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 14, 2013 (Internet Notice) or proxy card and following the instructions; (2) telephonically by calling the telephone number shown in the Internet Notice or proxy card; (3) by voting in person at the annual meeting; or (4) by requesting, completing and mailing in a paper proxy card, as outlined in the Internet Notice. **If you have Internet access, we encourage you to record your vote on the Internet.**

FOR THE BOARD OF DIRECTORS

/s/ Scott R. Hover-Smoot

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Scott R. Hover-Smoot  
Secretary

San Jose, California

July 1, 2013

**THIS PROXY STATEMENT AND THE ACCOMPANYING PROXY ARE BEING PROVIDED ON OR ABOUT JULY 1, 2013 IN CONNECTION WITH THE SOLICITATION OF PROXIES ON BEHALF OF THE BOARD OF DIRECTORS OF XILINX, INC. IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO VOTE YOUR PROXY ONLINE OR BY TELEPHONE, OR, IN THE ALTERNATIVE, REQUEST, COMPLETE AND MAIL IN A PAPER PROXY CARD.**

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**XILINX, INC.**

**PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS  
QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING**

**Q: Why am I receiving these materials?**

A: This proxy statement, the enclosed proxy card and the Annual Report on Form 10-K for the fiscal year ended March 30, 2013 (Form 10-K) are being provided to stockholders of Xilinx, Inc., a Delaware corporation (Xilinx, the Company, we or our), on or about July 1, 2013 in connection with the solicitation by the Board of Directors (Board) of proxies to be used at the Annual Meeting of Stockholders of the Company (Annual Meeting) to be held on Wednesday, August 14, 2013 at 11:00 a.m., Pacific Daylight Time, at the Company's headquarters, located at 2050 Logic Drive, San Jose, California 95124 and any adjournment or postponement thereof.

**Q: How much did this proxy solicitation cost and who will pay for the cost?**

A: The cost of preparing, assembling and delivery of the notice of Annual Meeting, proxy statement and form of proxy and the solicitation of proxies will be paid by Xilinx. We have retained the services of Alliance Advisors LLC to assist in obtaining proxies from brokers and nominees of stockholders for the Annual Meeting. The estimated cost of such services is approximately \$8,000 plus out-of-pocket expenses. Proxies may also be solicited in person, by telephone or electronically by Xilinx personnel who will not receive any additional compensation for such solicitation. We will pay brokers or other persons holding stock in their names or the names of their nominees for the expenses of forwarding soliciting material to their principals.

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

A: In accordance with the rules of the Securities and Exchange Commission (SEC), instead of mailing a printed copy of our proxy materials to stockholders, we mailed an Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 14, 2013 (Internet Notice) to most of our stockholders to instruct you on how to access and review our proxy materials on the Internet. We believe that it is in the best interests of our stockholders to take advantage of these rules and reduce the expenses associated with printing and mailing proxy materials to all of our stockholders. In addition, as a corporate citizen, we want to reduce the use of natural resources and the environmental impact of printing and mailing the proxy materials. As a result, you will not receive paper copies of the proxy materials unless you specifically request them.

The Internet Notice provides instructions on how you can: (1) access the proxy materials on the Internet, (2) access your proxy and (3) vote on the Internet. If you would like to receive paper copies of the proxy materials, please follow the instructions on the Internet Notice. If you share an address with another stockholder and received only one Internet Notice, you may write or call us to request a separate copy of the proxy materials at no cost to you. We anticipate that the Internet Notice will be mailed on or about July 1, 2013 to all stockholders entitled to vote at the meeting.

**Q: Who is entitled to vote?**

A: Only stockholders of record at the close of business (5:00 p.m., Eastern Daylight Time) on June 17, 2013 (the Record Date) are entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof. For information regarding holders of more than 5% of the outstanding Common Stock, see "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT."

**Q: What shares may be voted and how may I cast my vote for each proposal?**

A: Each stockholder is entitled to one vote for each share of Xilinx common stock (Common Stock) held by such stockholder as of the Record Date (as defined above) with respect to all matters presented at the Annual Meeting. Stockholders do not have the right to cumulate their votes in the election of directors.

**Q: How many shares are outstanding?**

A: As of the close of business on May 10, 2013, there were 263,863,503 shares of Common Stock outstanding. The closing price of the Company's Common Stock on May 10, 2013, as reported by the NASDAQ Global Select Market (NASDAQ), was \$38.56 per share.

**Q: How will my shares be voted and what happens if I do not give specific voting instructions?**

A: Shares of Common Stock for which proxy cards are properly voted via the Internet or by telephone or are properly executed and returned, will be voted at the Annual Meeting in accordance with the directions given or, in the absence of directions, will be voted “FOR” the election of each of the nominees to the Board named herein, “FOR” the approval of the amendment increasing the number of shares authorized under the Company’s 1990 Employee Qualified Stock Purchase Plan, “FOR” the approval of the amendment extending the term of the Company’s 2007 Equity Incentive Plan, “FOR” the approval of the amendment increasing the number of shares authorized under the Company’s 2007 Equity Incentive Plan, “FOR” the approval of the compensation of our named executive officers, and “FOR” the ratification of the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the Company’s external auditors for fiscal 2014. It is not expected that any other matters will be brought before the Annual Meeting. If, however, other matters are properly presented, the persons named as proxies in the accompanying proxy card will vote in accordance with their discretion with respect to such matters.

**Q: What is the difference between a registered stockholder and a beneficial stockholder?**

A: ***Registered Stockholder or Stockholder of Record: Shares Registered in Your Name***

If on the Record Date, your shares were registered directly in your name with the Company’s transfer agent, then you are a registered stockholder or a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Shares held in a brokerage or bank account are not generally registered directly in your name.

***Beneficial Stockholder: Shares Registered in the Name of a Broker or Bank***

If on the Record Date, your shares were held in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial stockholder of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial stockholder, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker or other agent.

**Q: How do I cast my vote?**

A: Whether you hold your shares directly as the stockholder of record or beneficially in “street name”, you may vote your shares by proxy without attending the Annual Meeting. Depending on how you hold your shares, you may vote your shares in one of the following ways:

***Stockholders of Record:*** If you are a stockholder of record, there are several ways for you to vote your shares.

- **By telephone or over the Internet.** You may vote your shares by telephone or via the Internet by following the instructions provided in the Internet Notice. If you vote by telephone or via the Internet, you do not need to return a proxy card by mail. If you have Internet access, we encourage you to record your vote on the Internet. It is convenient, reduces the use of natural resources and saves significant postage and processing costs. In addition, when you vote via the Internet or by phone prior to the meeting date, your vote is recorded immediately and there is no risk that postal delays will cause your vote to arrive late and therefore not be counted.
- **By Mail.** If you received printed proxy materials, you may submit your vote by completing, signing and dating each proxy card received and returning it in the prepaid envelope. Sign your name exactly as it appears on the proxy card.
- **In person at the Annual Meeting.** You may vote your shares in person at the Annual Meeting. Even if you plan to attend the Annual Meeting in person, we recommend that you also submit your proxy card or voting instructions or vote by telephone or via the Internet by the applicable deadline so that your vote will be counted if you later decide not to attend the meeting.

***Beneficial Stockholders:*** If you are a beneficial owner of your shares, you should have received an Internet Notice from the broker or other nominee holding your shares. You should follow the instructions in the Internet Notice or voting instructions provided by your broker or nominee in order to instruct your broker or other nominee on how to vote your shares. The availability of telephone and Internet voting will depend on the voting process of the broker or nominee. Shares held beneficially may be voted in person at the Annual Meeting only if you contact the broker or nominee giving you the right to vote the shares and obtain a legal proxy from such broker or nominee.

**Q: How many copies of the proxy materials will be delivered to stockholders sharing the same address?**

A: In an effort to conserve natural resources and reduce printing costs and postage fees, the Company has adopted a practice approved by the SEC called “householding.” Under this practice, stockholders who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of the Internet Notice unless one or more of these stockholders notifies the Company that they wish to continue receiving individual copies.

If you share an address with another stockholder and received only one Internet Notice and would like to request a copy of the proxy materials, please send your request to: Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124, Attn: Investor Relations; call Investor Relations at (408) 879-6911; or visit the Company’s website at [www.investor.xilinx.com](http://www.investor.xilinx.com). Xilinx will deliver a separate copy of these materials promptly upon receipt of your written or verbal request. Similarly, you may also contact the Company if you received multiple copies of the proxy materials and would prefer to receive a single copy in the future.

**Q: What is the quorum requirement for the Annual Meeting?**

A: A quorum of stockholders is necessary to hold a valid meeting. The required quorum for the transaction of business at the Annual Meeting is a majority of the outstanding shares of Common Stock as of the Record Date. Shares of Common Stock entitled to vote and represented at the Annual Meeting by proxy or in person will be tabulated by the inspector of elections appointed for the Annual Meeting and counted towards the quorum. Abstentions and broker non-votes will also be counted towards the quorum requirement. If there is no quorum, a majority of the votes present at the meeting may adjourn the meeting to another date.

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

A: Votes will be counted by the inspector of elections appointed for the meeting, who will separately count “FOR” and “AGAINST” votes, abstentions and broker non-votes.

**Q: What is the effect of a “broker non-vote”?**

A: A “broker non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner, despite voting on at least one other proposal for which it does have discretionary authority or for which it has received instructions. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

**Q: Which ballot measures are considered “routine” or “non-routine”?**

A: Brokers who do not receive voting instructions from their clients have the discretion to vote uninstructed shares on “routine” matters but have no discretion to vote them on “non-routine matters.” Proposal One (election of directors), Proposal Two (amendment to the 1990 Employee Qualified Stock Purchase Plan), Proposals Three and Four (amendments to the 2007 Equity Incentive Plan), Proposal Five (advisory vote on executive compensation) are “non-routine” matters. If you hold your shares in street name and you do not instruct your bank or broker how to vote on “non-routine” matters such as Proposals One, Two, Three, Four, and Five, no votes will be cast on your behalf. Therefore, if you hold your shares in street name, it is critical that you cast your vote if you want it to count for “non-routine” matters. Proposal Six (ratification of external auditors) is a “routine” matter. Brokers or other nominees may generally vote on “routine” matters, and therefore no broker non-votes are expected to exist in connection with Proposal Six.

**Q: How are abstentions treated?**

A: Abstentions are counted for purposes of determining whether a quorum is present. For the purpose of determining whether the stockholders have approved a matter, abstentions are treated as represented and entitled to vote and, therefore, have the same effect on the outcome of a matter being voted on at the Annual Meeting as a vote “Against” or “Withheld” except in elections of directors where abstentions have no effect on the outcome.

**Q: How many votes are needed to approve each proposal?**

A: The following table sets forth the voting requirement with respect to each of the proposals:

<u>PROPOSAL</u>	<u>VOTE REQUIRED</u>	<u>BROKER DISCRETIONARY VOTE ALLOWED</u>
Proposal One – Election of eight (8) directors	Majority of votes cast, except that in contested elections, Directors will be elected by the plurality standard whereby those Directors with the highest number of votes cast are elected	No
Proposal Two – Amendment to the 1990 Employee Qualified Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by 2,000,000 shares	Majority of shares entitled to vote and present in person or represented by proxy	No
Proposal Three – Approval to extend the term of the 2007 Equity Incentive Plan by an additional ten years to December 21, 2023	Majority of shares entitled to vote and present in person or represented by proxy	No
Proposal Four – Amendment to the 2007 Equity Incentive Plan to increase the number of shares to be reserved for issuance thereunder by 2,000,000 shares	Majority of shares entitled to vote and present in person or represented by proxy	No
Proposal Five – Annual advisory vote to approve the compensation of our named executive officers	Advisory vote; Majority of shares entitled to vote and present in person or represented by proxy	No
Proposal Six – The ratification of Ernst & Young LLP as our independent registered public accounting firm	Majority of shares entitled to vote and present in person or represented by proxy	Yes

In the absence of instructions, shares of Common Stock represented by valid proxies shall be voted in accordance with the recommendations of the Board as shown on the proxy.

**Q: What is the advisory vote to approve the compensation of our Named Executive Officers?**

A: At our 2011 Annual Meeting, a majority of our stockholders approved holding an advisory vote on our executive compensation program (also known as “say-on-pay”) at each annual meeting of stockholders. Therefore, we have included Proposal Five in this proxy statement to allow our stockholders to provide us a non-binding advisory vote on the compensation of our named executive officers as disclosed in this proxy statement. Your vote on this item will provide our Company insight into our stockholders’ view on our compensation practices pertaining to our named executive officers.

**Q: How can I change my vote or revoke my proxy?**

A: A stockholder giving a proxy may revoke it at any time before it is voted by delivering to the Secretary of the Company, at 2100 Logic Drive, San Jose, California 95124, a written notice of revocation or a duly executed proxy bearing a later date, or by appearing at the Annual Meeting and voting in person. Attendance at the Annual Meeting will not, by itself, be sufficient to revoke a proxy. Any stockholder owning Common Stock in street name wishing to revoke his or her voting instructions must contact the bank, brokerage firm or other custodian who holds his or her shares and obtain a legal proxy from such bank or brokerage firm to vote such shares in person at the Annual Meeting.

**Q: How and when may I submit proposals for consideration at next year's Annual Meeting of stockholders?**

A: Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (Exchange Act), to be eligible for inclusion in the Company's proxy statement for the Company's 2014 Annual Meeting of Stockholders, stockholder proposals must be received by the Secretary of the Company at our principal executive offices at 2100 Logic Drive, San Jose, California, 95124 no later than March 3, 2014. In order for stockholder proposals made outside of Rule 14a-8 under the Exchange Act to be considered timely within the meaning of Rule 14a-4(c) under the Exchange Act, such proposals must be received by the Secretary of the Company at our principal executive offices no later than May 17, 2014. In addition, the Company's Prior Notice For Inclusion on Agenda Bylaw provision requires that stockholder proposals made outside of Rule 14a-8 under the Exchange Act must be submitted in accordance with the requirements of the Company's Bylaws, not later than April 16, 2014 and not earlier than March 17, 2014; provided however, that if the Company's 2014 Annual Meeting of Stockholders is called for a date that is not within 25 days before or after the anniversary of the Annual Meeting, then to be considered timely, stockholder proposals must be received by the Secretary of the Company at our principal executive offices not later than the close of business on the tenth day following the day on which notice of the Company's 2014 Annual Meeting of Stockholders was mailed or publicly disclosed, whichever occurs first. The full text of the Company's Prior Notice for Inclusion on Agenda Bylaw provision described above may be obtained by writing to the Secretary of the Company.

**PROPOSAL ONE**  
**ELECTION OF DIRECTORS**

**Nominees**

The Board of Directors has nominated the eight (8) individuals named below, each of whom is currently serving as a director (Director) of the Company, to be elected as a Director at the Annual Meeting. The term of office of each person elected as a Director will continue until the next annual meeting of stockholders or until his or her successor has been elected and qualified. Unless otherwise instructed, the proxy holders will vote the proxies received by them for each of the Company's eight (8) nominees named below. In the event that any nominee of the Company is unable or declines to serve as a Director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by the Board to fill the vacancy. The Company is not aware of any nominee who will be unable to serve as a Director.

The Company would like to acknowledge the service and leadership of former Board member Jerald G. Fishman, who passed away suddenly in March 2013. Mr. Fishman served as a Director for 13 years, most recently on the Independent Directors Committee and the Nominating and Governance Committee. Mr. Fishman was a dedicated and valuable member of our Board, and will be sorely missed.

<u>Name of Nominee</u>	<u>Age</u>	<u>Director Since</u>
Philip T. Gianos	63	1985
Moshe N. Gavriellov	59	2008
John L. Doyle	81	1994
William G. Howard, Jr.	71	1996
J. Michael Patterson	67	2005
Albert A. Pimentel	58	2010
Marshall C. Turner	71	2007
Elizabeth W. Vanderslice	49	2000

The Company's Board of Directors seeks to have members with a variety of backgrounds and experiences. Set forth below is a brief description of the experience, qualifications, attributes or skills of each of our Director nominees that led the Board to conclude that the Director should serve on the Board.

**Mr. Gianos** joined the Company's Board in December 1985. Mr. Gianos has served as Chairman of the Board since February 2009. Mr. Gianos has been an investor with InterWest Partners, a venture capital firm focused on information technology and life sciences, since 1982 and a General Partner since 1984. Prior to joining InterWest Partners, Mr. Gianos was with IBM Corporation, an information technology company, for eight years, six of which were in engineering management.

Mr. Gianos brings to the Board over 30 years of experience as an investor in multiple areas of information technology, including semiconductors, at a venture capital firm, as well as six years of experience in engineering management. Such experience has proved valuable to the Board in considering and evaluating strategic investments for the Company, as well as in overseeing the operational and R&D aspects of the Company's business.

**Mr. Gavriellov** joined the Company in January 2008 as President and CEO and was appointed to the Board in February 2008. Prior to joining the Company, Mr. Gavriellov served at Cadence Design Systems, Inc., an electronic design automation company, as Executive Vice President and General Manager of the Verification Division from April 2005 through November 2007. Mr. Gavriellov served as CEO of Verisity Ltd., an electronic design automation company, from March 1998 to April 2005 before its acquisition by Cadence Design Systems, Inc. Prior to joining Verisity, Mr. Gavriellov spent nearly 10 years at LSI Corporation (formerly LSI Logic Corporation), a semiconductor manufacturer, in a variety of executive management positions, including Executive Vice President of the Products Group, Senior Vice President and General Manager of International Marketing and Sales and Senior Vice President and General Manager of LSI Logic Europe plc. Additionally, Mr. Gavriellov held various engineering and engineering management positions at Digital Equipment Corporation and National Semiconductor Corporation.

With extensive experience in executive management and engineering with semiconductor and software companies, Mr. Gavriellov understands the Company and its competitors, customers, operations and key business drivers. From this experience, Mr. Gavriellov has developed a broad array of skills, particularly in the areas of building and developing semiconductor and software businesses, and providing leadership and a clear vision to the Company's employees. As the CEO of the Company, Mr. Gavriellov also brings his strategic vision for the Company to the Board and creates a critical link between the management and the Board, enabling the Board to perform its oversight function with the benefit of management's perspective on the business.

**Mr. Doyle** joined the Company's Board in December 1994. Mr. Doyle held numerous technical and managerial positions at Hewlett-Packard Company from 1957 to 1991. Mr. Doyle is an independent consultant.

Mr. Doyle has developed a wide breadth of experience since 1991 as an independent technical and business strategy consultant. Prior to that, Mr. Doyle spent nearly 35 years at Hewlett-Packard Company including time as VP of Personnel, VP of Research and Development, Director of HP Labs and Executive VP of the Computer Systems, Networks and Peripherals businesses which included their integrated circuits operations. Mr. Doyle's executive experience at Hewlett-Packard brings deep leadership and operational experience to our Board. In addition, Mr. Doyle has extensive knowledge of the Company's business, in particular, gained from his service as a Director of the Company since 1994. Mr. Doyle has also served on the boards of directors of multiple public and private technology companies which provide him with insights into how boards of other companies have addressed issues similar to those faced by the Company.

**Dr. Howard** joined the Company's Board in September 1996. Dr. Howard has worked as an independent consultant for various semiconductor and microelectronics companies since December 1990. From October 1987 to December 1990, Dr. Howard was a senior fellow at the National Academy of Engineering conducting studies of technology management. Dr. Howard held various management positions at Motorola, Inc., a wireless and broadband communications company, between 1969 and 1987 including Senior Vice President and Director of Research and Development. Dr. Howard also serves as Chairman of the Board of Ramtron International Corporation, a manufacturer of memory products.

Dr. Howard's nearly 20 years of experience as an independent consultant for various semiconductor and microelectronics companies, including SEMATECH, the Semiconductor Industry Association and Dow Corning, provides the Board with valuable insights into the industry in which the Company competes. Dr. Howard's 18 years of experience in various management positions at a leading wireless and broadband communications company, including as its Senior Vice President and Director of Research and Development, has also proved to be valuable as the Company evaluates its own development efforts. Through Dr. Howard's involvement with several scientific and engineering organizations, including as a member of the National Academy of Engineering and a fellow of the Institute of Electrical Engineers and of the American Association for the Advancement of Science, he has also gained valuable knowledge of the most recent developments in engineering. Dr. Howard has also gained a broad range of skills from his service on multiple boards of directors of public and private technology companies.

**Mr. Patterson** joined the Company's Board in October 2005. Mr. Patterson was employed by PricewaterhouseCoopers (PWC), a public accounting firm, from 1970 until retirement in 2001. The positions he held during his 31-year career at PWC include chair of the national high tech practice, chair of the semiconductor tax practice, department chair for PWC's Silicon Valley tax practice and managing partner of PWC's Silicon Valley office. Mr. Patterson serves on a few boards of private companies and advises charitable organizations.

Mr. Patterson's qualifications to sit on our Board of Directors include his extensive experience with public and financial accounting matters for complex global organizations. Mr. Patterson's extensive financial background, including specifically advising companies in the semiconductor industry, has enabled him to play a meaningful role in the oversight of our financial reporting and accounting practices and executive compensation practices.

**Mr. Pimentel** joined the Company's Board in August 2010. In April 2011, Mr. Pimentel was appointed Executive Vice President, Chief Sales and Marketing Officer for Seagate Technology LLC, a manufacturer of hard drives and storage solutions. From May 2008 until August 2010, Mr. Pimentel served as CFO and COO of McAfee, Inc., a security technology company. Prior to that, Mr. Pimentel served as Executive Vice President and CFO of Glu Mobile, Inc., a publisher of mobile games, since 2004. Prior to joining Glu Mobile, Mr. Pimentel served as Executive Vice President and CFO of Zone Labs, Inc., an end-point security software company, from 2003 until it was acquired in 2004 by Checkpoint Software, Inc. From 2001 to 2003, he served as a partner of Redpoint Ventures. Prior to joining Redpoint, he served as Executive Vice President and CFO for WebTV Networks, Inc., a provider of set-top Internet access devices and services acquired by Microsoft Corporation, and LSI Logic Corporation, a semiconductor and storage systems developer. Mr. Pimentel also serves on the board of directors of Imperva, Inc., a security software company and Lifelock, an identity theft protection company.

Mr. Pimentel's strong financial background, including his work as the CFO at three different publicly-traded companies, provides financial expertise to the Board, including an understanding of financial statements, corporate finance and accounting. As an executive of a publicly-traded company, Mr. Pimentel also brings deep leadership and operational experience to our Board.

**Mr. Turner** joined the Company's Board in March 2007. Mr. Turner served as interim CEO of MEMC Electronic Materials, a manufacturer of silicon wafers for semiconductor and solar power applications, from November 2008 until March 2009, and has been a member of their company's board of directors since 2007. Mr. Turner served as Chairman and CEO of Dupont Photomasks, Inc., a manufacturer of photomasks for semiconductor chip fabricators, from June 2003 until its sale in April 2005, and then as President and CEO of the company, renamed Toppan Photomasks, Inc., through May 2006. Mr. Turner is also a member of the board of directors of the AllianceBernstein Funds, a group of 32 mutual funds.

Mr. Turner has been involved in the semiconductor and software industries for 39 years in a variety of roles including as the CEO of two global public companies in the semiconductor industry and chairman of two software companies as well as a venture capital investor. From these experiences, Mr. Turner has developed a broad range of skills that contribute to the Board's oversight of the operational, financial and risk management aspects of our business. Mr. Turner has also served on 24 corporate boards of directors and chaired four of them, giving him meaningful perspective regarding the processes and considerations that our Board may bring to bear on a variety of issues.

**Ms. Vanderslice** joined the Company's Board in December 2000. Ms. Vanderslice served as a General Manager of Terra Lycos, Inc., an Internet access and interactive content provider, from July 1999 until July 2001. Prior to joining Terra Lycos, Ms. Vanderslice was a Vice President of Wired Digital, Inc., an online services company, beginning in 1995 and served as its President and CEO from 1996 through June 1999 when she led its acquisition by Terra Lycos. Prior to joining Wired Digital, Ms. Vanderslice served as a principal in the investment banking firm Sterling Payot Company and in 1994 became a Vice President at H. W. Jesse & Co., a San Francisco investment banking and business strategy consulting firm spun off from Sterling Payot. Ms. Vanderslice holds an MBA from Harvard Business School. Ms. Vanderslice is also on the Board of Trustees of Boston College.

Ms. Vanderslice brings a broad range of skills to the Board from her experience as a general manager of an internet access and interactive content provider, CEO of an online services company and as an investment banker at two investment banking firms. In particular, in addition to her computer science and systems engineer background, Ms. Vanderslice contributes to the Board's understanding of the Company's sales and marketing efforts and engineering management, and her experience in mergers and acquisitions is valuable to the Board in evaluating strategic transactions.

There are no family relationships among the executive officers of the Company or the Board.

#### **Required Vote**

Each nominee receiving more votes "FOR" than "AGAINST" shall be elected as a Director. If you do not wish your shares to be voted with respect to a nominee, you may "ABSTAIN," in which case your shares will have no effect on the election of that nominee.

**THE BOARD RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES.**



## BOARD MATTERS

### Board Meetings and Committee Composition

The Company's Board held a total of six (6) meetings during the fiscal year ended March 30, 2013. All Directors are expected to attend each meeting of the Board and the Committees on which he or she serves and are also expected to attend the Annual Meeting. All Directors attended the 2012 annual meeting of stockholders. Each Director attended over 75% of the aggregate of all meetings of the Board or its Committees on which such Director served during the fiscal year. The Board holds four (4) pre-scheduled meetings per fiscal year.

The following table reflects the current composition of the Company's standing Audit Committee, Compensation Committee, Nominating and Governance Committee, and Committee of Independent Directors.

	<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Nominating and Governance Committee</u>	<u>Committee of Independent Directors</u>
<b>Non-Employee Directors:</b>				
Philip T. Gianos (Chairman)			X	X
John L. Doyle	Chair			X
William G. Howard, Jr.			X	X
J. Michael Patterson	X	Chair		X
Albert A. Pimentel	X			X
Marshall C. Turner	X	X		X
Elizabeth W. Vanderslice		X	Chair	X
<b>Employee Director:</b>				
Moshe N. Gavriellov				

During fiscal 2013, Jerald G. Fishman served on the Nominating and Governance Committee and Independent Directors Committee before his death in March 2013.

### Committees

The Board has a standing Audit Committee, Compensation Committee, Nominating and Governance Committee and Committee of Independent Directors (the Committees). The Board has determined that each Director currently serving on these Committees and who served on the Committees in fiscal 2013 is "independent" in accordance with the NASDAQ Marketplace Rules and Rule 10A-3 of the Exchange Act. The Board and its Committees have authority to engage independent advisors and consultants and have used such services. Each of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee, is subject to charters approved by the Board, which are posted on the investor relations page of the Company's website at [www.investor.xilinx.com](http://www.investor.xilinx.com) under "Corporate Governance."

#### *Audit Committee*

The members of the Audit Committee are John L. Doyle, J. Michael Patterson, Albert A. Pimentel, and Marshall C. Turner. During fiscal 2013, the Audit Committee held seven (7) meetings. The Audit Committee assists the Board in fulfilling its oversight responsibilities to the stockholders relating to the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls, and the audit process. The Board has determined that each Audit Committee member meets the independence and financial knowledge requirements under the SEC rules and the corporate governance listing standards of NASDAQ. The Audit Committee operates in accordance with a written charter adopted by the Board, which complies with NASDAQ and SEC listing standards.

The Board has further determined that each member of the Audit Committee qualifies as an "audit committee financial expert" as defined by SEC rules. Stockholders should understand that this designation is a disclosure requirement of the SEC related to the Audit Committee members' individual experience and understanding with respect to certain accounting and auditing matters. The designation does not impose upon any of the Audit Committee members any duties, obligations or liabilities that are greater than those generally imposed on each of them as members of the Board nor does it alter the duties, obligations or liability of any other member of the Board.

#### *Compensation Committee*

The members of the Compensation Committee during fiscal 2013 were J. Michael Patterson, Philip T. Gianos, and Elizabeth W. Vanderslice. The current members of the Compensation Committee are J. Michael Patterson, Marshall C. Turner, and

Elizabeth W. Vanderslice. The Compensation Committee met sixteen (16) times during fiscal 2013. The Compensation Committee has responsibility for establishing the compensation policies of the Company. The Compensation Committee determines the compensation of the Company's Board and executive officers and has exclusive authority to grant equity-based awards, including options and restricted stock units (RSUs), to such executive officers under the 2007 Equity Incentive Plan. The Compensation Committee, together with the Board, evaluates the CEO's performance and the Compensation Committee determines CEO compensation, including base salary, incentive pay and equity. The CEO is not present during the Committee's or Board's deliberations or Compensation Committee voting on CEO compensation, but may be present during voting and deliberations related to compensation of other executive officers. For further information about the processes and procedures for the consideration and determination of executive compensation, please refer to the section of this proxy statement entitled "EXECUTIVE COMPENSATION—Compensation Discussion and Analysis."

The Board has further determined that each member of the Compensation Committee is an "outside director" as that term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the Tax Code) and a "Disinterested Person" and a "Non-Employee Director" as those terms are used by the SEC.

#### *Nominating and Governance Committee*

The Nominating and Governance Committee, which currently consists of Elizabeth W. Vanderslice, Philip T. Gianos, and William G. Howard, Jr., met four (4) times during fiscal 2013. Jerald G. Fishman served on the Nominating and Governance Committee during fiscal 2013, until his death in March 2013. The Nominating and Governance Committee has responsibility for identifying, evaluating and recommending to the Board individuals to serve as members of the Board, and to establish policies affecting corporate governance. The Nominating and Governance Committee, among other things, makes suggestions regarding the size and composition of the Company's Board, ensures that the Board reviews the Company's management organization, including the management succession plans, and the adequacy of the Company's strategic planning process and recommends nominees for election as Directors. For further information about the director nomination criteria and process, please refer to the section of this proxy statement entitled "BOARD MATTERS—Nomination Criteria and Board Diversity."

#### *Committee of Independent Directors*

All independent Directors are members of the Committee of Independent Directors. This Committee met seven (7) times during fiscal 2013. The Committee's principal focus is succession planning but it also addresses other topics as deemed necessary and appropriate. The Committee of Independent Directors typically meets outside the presence of management.

### **Nomination Criteria and Board Diversity**

The Board believes in bringing a diversity of cultural backgrounds and viewpoints to the Board and desires that its Directors and nominees possess critical skills and experience in the areas of semiconductor design and marketing, manufacturing, software and finance. These factors, and any other qualifications considered useful by the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time. As a result, the priorities and emphasis of the Nominating and Governance Committee may change from time to time to take into account changes in business and other trends, and the portfolio of skills and experience of current and prospective Board members. Therefore, while focused on the achievement and the ability of potential candidates to make a positive contribution with respect to such factors, the Nominating and Governance Committee has not established any specific minimum criteria or qualifications that a director or nominee must possess. The Board remains apprised of qualified individuals who may be considered as Board candidates in the future.

As necessary and as part of its annual evaluation of current Board members, the Nominating and Governance Committee considers the skills, experience and viewpoints previously mentioned as desirable director qualifications, independence, any job changes, the amount of time each Director spends on Xilinx matters and to what extent, if any, other commitments the Directors may have outside of Xilinx impact the Director's service to Xilinx. In connection with its evaluation of Board composition, the Nominating and Governance Committee also considers rotating Directors' positions on the Board Committees.

Consideration of new Board nominee candidates typically involves a series of internal discussions, review of information concerning candidates and interviews with selected candidates. In fiscal 2013, the Company did not employ a search firm or pay fees to other third parties in connection with seeking or evaluating Board nominee candidates. The Nominating and Governance Committee will consider candidates proposed by stockholders using the same process it uses for a candidate recommended by a member of the Board, an employee, or a search firm, should one be engaged. A stockholder seeking to recommend a prospective nominee for the Nominating and Governance Committee's consideration should submit the candidate's name and qualifications by mail addressed to the Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124, by email to [corporate.secretary@xilinx.com](mailto:corporate.secretary@xilinx.com), or by fax to the Corporate Secretary at (408) 377-6137.

## **Director Independence**

The NASDAQ listing standards require that a majority of the members of a listed company's board of directors must qualify as "independent" as affirmatively determined by its board of directors. Our Board annually reviews information relating to the members of our Board to ensure that a majority of our Board is independent under the NASDAQ Marketplace Rules and the rules of the SEC. After review of all relevant transactions and relationships between each Director nominee, his or her family members and entities affiliated with each Director nominee and Xilinx, our senior management and our independent registered public accounting firm, our Board has determined that seven of our eight nominees for Director are independent directors as defined in the NASDAQ Marketplace Rules and in Rule 10A-3 of the Exchange Act. Mr. Gavriellov, our President and CEO, is not an independent director within the meaning of the NASDAQ Marketplace Rules or the rules of the SEC because he is a current employee of Xilinx.

In making a determination of the independence of the nominees for Director, the Board reviewed relationships and transactions occurring since the beginning of fiscal 2011 between each Director nominee, his or her family members and entities affiliated with each Director nominee and Xilinx, our senior management and our independent registered public accounting firm. In making its determination, the Board applied the standards for independence set forth by NASDAQ and the SEC. In each case, the Board determined that, because of the nature of the relationship or the amount involved in the transaction, the relationship did not impair the Director nominee's independence. The transactions listed below were considered by the Board in its independence determinations.

Mr. Pimentel is employed as an executive officer of a company with which Xilinx does business. Xilinx transactions with Mr. Pimentel's company occur in the normal course of business and the amount received by Xilinx in each fiscal year for goods and services from his company represented less than 1% of Xilinx's annual revenue. Mr. Pimentel did not have any direct or indirect material interest in these transactions that requires disclosure under Regulation S-K, Item 404(a).

Each of Messrs. Doyle, Gianos, Pimentel and Dr. Howard is, or was during the previous three fiscal years, a non-management director of one or more other companies that has done business with Xilinx. All of the transactions with these organizations occurred in the normal course of business in the purchase or supply of goods or services. In addition, Mr. Gianos serves as a non-management director of a private company in which Xilinx has made certain investments. Such investments were made by Xilinx in the ordinary course of its business pursuant to Xilinx investment policies. None of Messrs. Doyle, Gianos, Pimentel, or Dr. Howard has a direct or indirect material interest in these transactions that requires disclosure under Regulation S-K, Item 404(a).

## **Board's Role in Risk Oversight**

Our Board of Directors has overall responsibility for risk oversight at the Company and may delegate particular risk areas to the appropriate Committees of the Board. The Board's role in risk oversight builds upon management's risk management process. The Company conducts a formal annual risk assessment as well as coordinates on-going risk management activities throughout the year to identify, analyze, respond to, monitor and report on risks. Risks reviewed by the Company include operational risks, financial risks, legal and compliance risks, IT risks and strategic risks. The management team then reviews with the Board any significant risks identified during the process, together with plans to mitigate such risks. In response, the Board, or the relevant Committee, may request that management conduct additional review of or reporting on select enterprise risks. The process and risks are reviewed at least annually with the Board and additional review or reporting of significant enterprise risks will be conducted as needed or as requested by the Board or any of its Committees.

## **CORPORATE GOVERNANCE PRINCIPLES**

The Company and the Board, through its Nominating and Governance Committee, regularly review and evaluate the Company's corporate governance principles and practices. The Significant Corporate Governance Principles, the Company's Code of Conduct, the Director's Code of Conduct, and charters for each of the following Board Committees are posted on our website at [www.investor.xilinx.com](http://www.investor.xilinx.com): Audit Committee, Compensation Committee, and Nominating and Governance Committee. Printed copies of these documents are also available to stockholders upon written request addressed to the Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124 or by email at [corporate.secretary@xilinx.com](mailto:corporate.secretary@xilinx.com).

### **Board Leadership Structure and Independence**

The Board believes there should be a substantial majority of independent Directors on the Board. The Board also believes that it is useful and appropriate to have members of management as Directors, including the CEO. Independent Directors are given an opportunity to meet outside the presence of members of management, and hold such meetings regularly.

It is the written policy of the Board that if the Chairman is not "independent" in accordance with NASDAQ Marketplace Rules and the Exchange Act, the Board will designate an independent Director to serve as Lead Independent Director. We believe that having an independent Chairman or a Lead Independent Director, either of whom is responsible for coordinating the activities of the independent Directors, as well as other duties, including chairing the meetings of the Committee of Independent Directors, allows the Company's CEO to better focus on the day-to-day management and leadership of the Company, while better enabling the Board to advise and oversee the performance of the CEO. The Board's Nominating and Governance Committee reviews the position of Lead Independent Director and identifies the Director who serves as Lead Independent Director in the absence of an independent Chairman. For fiscal 2013, Philip T. Gianos, an independent director, served as Chairman of the Board, so there was no Lead Independent Director.

### **Majority Vote Standard**

All Directors are elected annually at the annual stockholder meeting. In response to a successful stockholder proposal for election of directors by majority vote standard, on May 3, 2006, the Board amended the Company's Bylaws to provide for the election of Directors in an uncontested election by the majority of votes cast regarding each nominee. In contested elections, Directors will be elected by the plurality standard whereby those Directors with the highest number of votes cast are elected. Any existing Director that receives more "AGAINST" votes than "FOR" votes will tender his or her resignation to the Board. The Board will announce its decision with regard to the resignation within 120 days following the certification of election results.

### **Board Evaluation**

The Board conducts an annual evaluation of its performance. The process varies from year-to-year, including self-evaluations and/or one-on-one meetings with each Board member and the chairperson of the Nominating and Governance Committee. Results of the evaluation are formally presented to the Board. The Board has made changes in Board procedures based on feedback from the process.

### **Board Service Limits and Terms**

The Board has set a limitation on the number of public boards on which a Director may serve to three (3) for any CEO and four (4) for all other Directors. This limitation is inclusive of service on the Xilinx Board.

The Board believes that term limits on Directors' service and a mandatory retirement age do not serve the best interests of the Company. While such policies could help ensure that fresh ideas and new viewpoints are addressed by the Board, such limits have the disadvantage of losing the contribution of Directors who over time have developed increased insight and knowledge into the Company's operations and who remain active and contributing members of the Board. The Board evaluation process plays a significant role in determining our Nominating and Governance Committee's recommendation regarding Board tenure.

### **Change of Principal Occupation or Association**

When a Director's principal occupation or business association changes substantially during his or her tenure as Director, that Director shall tender his or her resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee will recommend to the Board the action, if any, to be taken with respect to the resignation.

## **Director Education**

The Company offers internal and external course selections for new-Director orientation as well as continuing education. On a rotating basis, Directors will attend director education programs and report back to the entire Board on key learnings.

## **Stock Ownership Requirements**

### *Directors*

The Board has established minimum stock ownership guidelines for Directors. Under these guidelines, Directors are required to own Company stock having a value equal to at least five (5) times their annual cash retainer. At the time these ownership guidelines were adopted, the annual cash retainer for Directors was \$60,000, and therefore Directors are required to own Company stock with a value of at least \$300,000. For example, based on \$38.56, the closing price of the Company's Common Stock on May 10, 2013, \$300,000 would purchase 7,780 shares of our Common Stock. Previously, the stock ownership requirement for Directors was 4,000 shares.

Directors are required to retain half of the shares of Company stock derived from awards of RSUs until this ownership requirement is met. Half of the RSUs that are vested but are not settled pursuant to a pre-arranged deferral program will count toward the ownership requirement. Based on \$38.56, the closing price of the Company's Common Stock on May 10, 2013, all of our Directors have met the stock ownership requirements.

### *Executive Officers*

In August 2011, our Board of Directors approved amendments to the stock ownership guidelines shifting ownership requirement from a share-based model to a value-based model. Under the revised guidelines, the CEO is required to own Company stock having a value of at least \$2.5 million. Senior vice presidents who are Section 16 officers are required to own Company stock having a value of at least \$750,000 and corporate vice presidents who are Section 16 officers are required to own Company stock having a value of at least \$500,000. In addition, the CEO and all other Section 16 officers must retain half of the shares of Company stock derived from awards of time-based RSUs until their respective ownership requirements are met.

## **Succession Planning**

The Board plans for succession to the position of the Chairman of the Board, the position of CEO, and other senior management positions. To assist the Board, the CEO annually provides the Board with an assessment of senior managers and of their potential to succeed him. He also provides the Board with an assessment of considered potential successors to certain senior management positions.

## **Internal Audit**

The Company's Internal Audit function reports to the Audit Committee of the Board and administratively to the Company's CFO.

## **Codes of Conduct and Ethics**

The Board of Directors adopted a Code of Conduct applicable to the Company's Directors and employees, including the Company's CEO, CFO and its principal accounting personnel. The Code of Conduct includes protections for employees who report violations of the Code of Conduct and other improprieties and includes an anonymous reporting process to provide employees with an additional channel to report any perceived violations. Independent Directors receive complaints and reports of violations regarding accounting, internal accounting controls, auditing, legal and other matters reported through the anonymous reporting process, if any. The Chief Compliance Officer provides a quarterly report to the Audit Committee of incident reports identified through the anonymous reporting process and otherwise. The Code of Conduct is available on the investor relations page of our website at [www.investor.xilinx.com](http://www.investor.xilinx.com). Printed copies of these documents are also available to stockholders upon written request directed to Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124.

The Board has adopted a separate Code of Ethics pertaining particularly to the Board which covers topics including insider trading, conflicts of interests, financial reporting and compliance with other laws.

A waiver of any violation of the Code of Conduct by an executive officer or Director and a waiver of any violation of the Directors' Code of Ethics may only be made by the Board. The Company will post any such waivers on its website under the Corporate Governance page at [www.investor.xilinx.com](http://www.investor.xilinx.com). Amendments to the Code of Conduct will also be posted on the Xilinx website under the Corporate Governance page at [www.investor.xilinx.com](http://www.investor.xilinx.com). No waivers were requested or granted in the past year. The Code of Conduct was last amended in May 2012.

### **Anonymous Reporting and Whistleblower Protection**

The Company's Code of Conduct includes protections for employees who report violations of the Code of Conduct, other policies, laws, rules and regulations. The Company has implemented an Internet-based anonymous reporting process for employees to report violations they do not otherwise bring directly to management. The site can be accessed from the Company's intranet as well as from any Internet connection around the world.

### **Stockholder Value**

The Board is cognizant of the interests of the stockholders and accordingly:

- All employee stock plans will be submitted to the stockholders for approval prior to adoption;
- The 2007 Equity Incentive Plan includes a provision that prohibits repricing of options whether by directly lowering the exercise price, through cancellation of the option or SAR in exchange for a new option or SAR having a lower exercise price, or by the replacement of the option or SAR with a full value award (i.e., an award of restricted stock or RSUs); and
- The Company is committed to keeping dilution under its stock plans for employees under industry standards.

### **Stockholder Communications to the Board**

Stockholders may initiate any communication with the Company's Board in writing and send them addressed in care of the Company's Corporate Secretary, at Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124, by e-mail to [corporate.secretary@xilinx.com](mailto:corporate.secretary@xilinx.com), or by fax to the Corporate Secretary at (408) 377-6137. The name of any specific intended recipient, group or committee should be noted in the communication. The Board has instructed the Corporate Secretary to forward such correspondence only to the intended recipients; however, the Board has also instructed the Corporate Secretary, prior to forwarding any correspondence, to review such correspondence and, in his discretion, not to forward certain items if they are deemed of a commercial or frivolous nature or otherwise inappropriate for the Board's consideration. In such cases, and as necessary for follow up at the Board's direction, correspondence may be forwarded elsewhere in the Company for review and possible response. This centralized process will assist the Board in reviewing and responding to stockholder communications in an appropriate manner.

## COMPENSATION OF DIRECTORS

### Non-Employee Directors

#### *Cash Compensation*

In fiscal 2013, the Company paid each of its non-employee Directors serving on its Board a cash retainer of \$60,000 per year for service as a Director, with the exception of the Chairman of the Board. The Chairman of the Board is entitled to an annual cash retainer equal to twice the amount paid to the other non-employee Directors, or \$120,000. The chairperson of the Audit Committee received an additional \$22,500 per year, the chairperson of the Compensation Committee received an additional \$17,500 per year, and the chairperson of the Nominating and Governance Committee received an additional \$12,500 per year. Other than the chairpersons, members of the Audit Committee received an additional \$10,000 per year, members of the Compensation Committee received an additional \$7,500 per year and members of the Nominating and Governance Committee received an additional \$5,000 per year. If applicable, the Lead Independent Director is also eligible to receive an additional \$10,000 per year. All payments were made in installments on a quarterly basis. As noted above, for fiscal 2013, Mr. Gianos, an independent director, served as Chairman of the Board, so there was no Lead Independent Director.

#### *Equity Compensation*

Non-employee Directors participate in an equity compensation program under the Company's 2007 Equity Incentive Plan. Under this program, eligible non-employee Directors are eligible to receive automatic restricted stock unit awards (RSUs). The terms of those automatic RSU grants are as follows:

*Annual Grant.* Each eligible non-employee Director is eligible for an annual RSU award. Each eligible non-employee Director is automatically granted \$165,000 worth of RSUs on the date of each annual meeting of stockholders, and such RSUs shall vest in full on the day immediately preceding the subsequent annual meeting. Accordingly, on August 8, 2012, on which date the fair market value of our Common Stock was \$33.72, each non-employee Director received a grant of 4,893 RSUs, which will vest in full on August 13, 2013, the day prior to the 2013 Annual Meeting of Stockholders.

*Initial Grant.* A non-employee director joining the Board between annual meetings of stockholders will receive a pro-rated number of RSUs on or about the tenth day of the month following the Director's initial appointment or election to the Board. The RSUs vest in full on the day immediately preceding the subsequent annual meeting.

#### *Stock Ownership Guidelines*

Under the Company's stock ownership guidelines, Directors are required to own Company stock having a value equal to at least \$300,000, which is equal to five times their annual retainer in effect at the time the new equity compensation program for Directors was adopted. Directors are required to retain half of the shares of Company stock derived from awards of RSUs until their ownership requirements are met. Half of the RSUs that are vested but are not settled pursuant to a pre-arranged deferral program will count toward the ownership requirement. For more information about stock ownership guidelines for Directors, please see "CORPORATE GOVERNANCE PRINCIPLES—Stock Ownership Requirements."

### Employee Directors

Directors who are actively employed as executives by the Company receive no additional compensation for their service as Directors. Mr. Gavriellov is currently the only employee Director of the Company.

### Deferred Compensation

We also maintain a nonqualified deferred compensation plan which allows each Director as well as eligible employees to voluntarily defer receipt of a portion or all of their cash compensation until the date or dates elected by the participant, thereby allowing the participating Director or employee to defer taxation on such amounts. For a discussion of this plan, see "EXECUTIVE COMPENSATION—Deferred Compensation Plan."

## Director Compensation for Fiscal 2013

The following table provides information on Director compensation in fiscal 2013:

Name	Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Option Awards <sup>(3)</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Philip T. Gianos (Chairman)	124,950	154,325	—	—	— <sup>(4)</sup>	—	279,275
John L. Doyle	79,830	154,325	—	—	—	—	234,155
Jerald G. Fishman <sup>(5)</sup>	65,236	154,325	—	—	—	—	219,561
William G. Howard, Jr.	64,288	154,325	—	—	— <sup>(4)</sup>	—	218,613
J. Michael Patterson	83,050	154,325	—	—	—	—	237,375
Albert A. Pimentel	68,220	154,325	—	—	—	—	222,545
Marshall C. Turner	68,220	154,325	—	—	—	—	222,545
Elizabeth W. Vanderslice	77,508	154,325	—	—	— <sup>(4)</sup>	—	231,833

(1) Includes amounts deferred at the Director's election.

(2) Amounts shown do not reflect compensation actually received by the Director. Instead, the amounts shown reflect the grant date fair value for stock awards granted in fiscal 2013 as determined pursuant to FASB ASC Topic 718. The assumptions used to calculate the value of the awards are set forth in Note 6 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for fiscal 2013 filed with the SEC on May 23, 2013.

(3) No option awards were granted to Directors during fiscal 2013. The following aggregate number of option awards were outstanding as of March 30, 2013 for each of the Directors: Mr. Gianos, 66,000; Mr. Doyle, 54,000; Mr. Fishman, 51,500; Dr. Howard, 66,000; Mr. Patterson, 51,000; Mr. Pimentel, 0; Mr. Turner, 36,000; and Ms. Vanderslice, 66,000.

(4) Director participated in the Company's nonqualified deferred compensation plan in fiscal 2013. For more information about this plan see the section entitled "EXECUTIVE COMPENSATION—Deferred Compensation Plan."

(5) Mr. Fishman's stock awards granted to him in fiscal 2013 became fully vested upon his death in March 2013.



**PROPOSAL TWO**  
**AMENDMENT TO THE 1990 EMPLOYEE QUALIFIED**  
**STOCK PURCHASE PLAN**

The Company's 1990 Employee Qualified Stock Purchase Plan (ESPP) provides eligible employees of the Company and its participating subsidiaries with the opportunity to purchase shares of Common Stock at a discounted price through payroll deductions. During the fiscal year ended March 30, 2013, the Company issued 1,272,274 shares of Common Stock under the ESPP. As of March 30, 2013, a total of 8,891,810 shares remained available for issuance under the ESPP, not including the 2,000,000 additional shares of Common Stock that would be authorized if the amendment described below is approved.

**Proposal**

At the Annual Meeting, the stockholders will be asked to approve an amendment to the ESPP to increase by 2,000,000 the maximum number of shares of Common Stock that may be issued under the ESPP.

Unless a sufficient number of shares are authorized and reserved under the ESPP at the beginning of each offering period (August 1 and February 1) to cover the number of shares purchased throughout its entire 24-month term, the Company may incur additional compensation expense for financial statement purposes for each period in which the sale of shares is dependent on obtaining stockholder approval of an additional share authorization. The Board believes an additional 2,000,000 shares will be necessary to provide for offering periods commencing before the next annual meeting of stockholders.

On May 15, 2013, subject to stockholder approval, the Board adopted an amendment to the ESPP to increase the number of shares authorized for issuance under the plan by 2,000,000. If the amendment is approved by the stockholders, the total number of shares available for issuance under the ESPP immediately following such approval will be 10,891,810.

The Board believes that participation by the Company's employees in the ESPP promotes the success of the Company's business through broad-based equity ownership among the employees. The Board further believes that the ESPP is an integral component of the Company's benefits program that is intended to provide employees with an incentive to exert maximum effort for the success of the Company and to participate in that success through acquisition of the Company's Common Stock.

As long as the ESPP remains in effect, the Company anticipates that it will ask the stockholders each year for the number of additional shares required to meet the Company's projected share commitments for offering periods beginning before the next annual meeting of stockholders.

Subject to the eligibility requirements described below, most of the Company's 3,329 employees (as of March 30, 2013) are eligible to participate in the ESPP. As of March 30, 2013, approximately 78% of the Company's employees were participating in the ESPP.

**Summary of the 1990 Employee Qualified Stock Purchase Plan, as Amended**

A summary of the material terms of the ESPP, as amended, is set forth below and is qualified, in its entirety, by the full text of the plan set forth in Appendix A to our 2013 proxy statement as filed with the SEC and available for viewing without charge at its website at [www.sec.gov](http://www.sec.gov). A copy of the ESPP can be obtained from us at no charge upon request.

*Purpose*

The purpose of the ESPP is to provide employees of the Company and its designated subsidiaries with an opportunity to purchase Common Stock of the Company through accumulated payroll deductions.

*Administration*

The ESPP may be administered by the Board or a committee appointed by the Board. All questions of interpretation of the ESPP are determined by the Board or its committee, whose decisions are final and binding upon all participants. Currently, the Compensation Committee administers the ESPP.

*Authorized Shares*

Currently, a maximum of 48,540,000 shares of our Common Stock are authorized for issuance under the ESPP, of which 8,891,810 shares of our Common Stock remained available for future issuance as of March 30, 2013, subject to appropriate adjustments in the event of any stock dividend, stock split, reverse stock split, recapitalization or similar change in the capital structure of the Company, or in the event of any merger, sale of assets or other reorganization of the Company. The Board has amended the ESPP, subject to stockholder approval, to authorize an additional 2,000,000 shares for issuance under the ESPP,

which would result in a total 50,540,000 shares authorized for issuance, of which 10,891,810 shares of our Common Stock would be available for future purchases.

### *Eligibility*

Subject to certain limitations imposed by Section 423(b) of the Tax Code, any person who is employed by the Company (or any designated subsidiary) as of the commencement of an offering period under the ESPP and is customarily employed for at least 20 hours per week and more than five months in a calendar year is eligible to participate in the offering period. Eligible employees may become participants in the ESPP by delivering to the Company a subscription agreement authorizing payroll deductions on or before the first day of the applicable offering period. As of March 30, 2013, most of the Company's 3,329 employees, including nine current executive officers, were eligible to participate in the ESPP.

### *Offering Periods*

The ESPP is implemented by consecutive and overlapping 24-month offering periods, with a new offering period commencing on or about the first day of February and August of each year. The Board may generally change the duration of any offering period without stockholder approval, provided that no offering period may exceed 27 months in duration. In addition, the Board may establish separate, simultaneous or overlapping offering periods applicable to one or more subsidiaries of the Company and having different terms and conditions, for example, to comply with the laws of the applicable jurisdiction.

### *Purchase Price*

Each 24-month offering period consists of four exercise periods of six months' duration. The last day of each exercise period, which occurs on or about January 31 and July 31 of each year, is an exercise date on which each participant in the offering period acquires shares. The purchase price of the shares offered under the ESPP in a given exercise period is the lower of 85% of the fair market value of the Common Stock on the first date of the offering period containing that exercise period or 85% of the fair market value of the Common Stock on the exercise date. The fair market value of the Common Stock on a given date is the closing sale price of the Common Stock on such date as reported by NASDAQ. On March 28, 2013, the last trading day of the 2013 fiscal year, the closing price of our Common Stock as reported on NASDAQ was \$38.17 per share.

### *Payroll Deductions*

The purchase price for the shares is accumulated through payroll deductions during each offering period. Payroll deductions commence on the first payday following the commencement of an offering period and end on the last exercise date of the offering period, unless sooner terminated as provided in the ESPP. A participant may not authorize deductions of more than 15% or less than 2% of the participant's eligible compensation, which is defined by the ESPP to include all regular straight time earnings and any payments for overtime, shift premiums, incentive compensation, bonuses, commissions or other compensation for a given offering period. The Company may limit a participant's payroll deductions in any calendar year as necessary to avoid accumulating an amount in excess of the maximum amount the Tax Code permits to be applied toward the purchase of shares in any offering under the ESPP. A participant may discontinue participating in the ESPP, or may decrease the rate of payroll deductions during the offering period. Upon withdrawal from the ESPP, the Company will refund, without interest, the participant's accumulated payroll deductions not previously applied to the purchase of shares.

### *Grant and Exercise of Purchase Right*

In general, the maximum number of shares subject to purchase by a participant in an exercise period is that number determined by dividing the amount of the participant's total payroll deductions accumulated prior to the relevant exercise date by 85% of the lower of the fair market value of the Common Stock at the beginning of the offering period or on the exercise date. However, the maximum number of shares a participant may purchase in any offering period is a number determined by dividing \$50,000 by the fair market value of a share of Common Stock on the first day of the offering period. Unless a participant withdraws from the ESPP, the participant's right to purchase shares is exercised automatically on each exercise date for the maximum number of whole shares that may be purchased at the applicable price.

No employee will be permitted to subscribe for shares under the ESPP if, immediately after the grant of a purchase right, the employee would own and/or hold purchase rights to acquire 5% or more of the voting securities of the Company. Further, no employee may be granted a purchase right which would permit the employee to accrue a right to purchase more than \$25,000 worth of stock (determined by the fair market value of the shares at the time the purchase right is granted) for each calendar year in which the purchase right is outstanding at any time.

### *Automatic Transfer to Low Price Offering Period*

In the event that the fair market value of the Company's Common Stock on any exercise date (other than the last exercise date of an offering period) is less than on the first day of the offering period, all participants will be withdrawn from the offering

period after the exercise of their purchase right on such exercise date and enrolled as participants in a new offering period commencing on or about the day following such exercise date. A participant may elect to remain in the previous offering period by filing a written statement declaring such election prior to the time of the automatic change to the new offering period.

#### *Withdrawal; Termination of Employment*

A participant may withdraw all, but not less than all, payroll deductions credited to his or her account but not yet used to exercise a purchase right under the ESPP at any time by signing and delivering to the Company a notice of withdrawal from the ESPP. Any withdrawal by the participant of accumulated payroll deductions for a given offering period automatically terminates the participant's interest in that offering period. The failure of a participant to remain in the continuous employment of the Company for at least 20 hours per week during an offering period will be deemed to be a withdrawal from that offering period and accumulated payroll deductions will be returned to the participant.

#### *Transferability*

No rights or accumulated payroll deductions of a participant under the ESPP may be assigned, transferred, pledged or otherwise disposed of in any way (other than by will, the laws of descent and distribution or pursuant to the ESPP) and any attempt to so assign or transfer may be treated by the Company as an election to withdraw from the ESPP.

#### *Adjustments upon Changes in Capitalization*

In the event any change is made in the Company's capitalization pursuant to a stock split or any other increase or decrease in the number of shares of Common Stock effected without receipt of consideration by the Company, proportionate adjustments will be made by the Board to the number of shares authorized for issuance under the ESPP and subject to each outstanding purchase right and in the purchase price per share.

In the event of a sale of all or substantially all of the assets of the Company or a merger of the Company with another corporation, the acquiring or successor corporation or its parent may assume the purchase rights outstanding under the ESPP or substitute equivalent purchase rights for the acquiror's stock, provided that the Board may instead shorten an offering period and accelerate the exercise date of all offering periods then in progress to a date prior to the transaction.

#### *Amendment or Termination*

The Board may at any time and for any reason amend or terminate the ESPP, except that (other than in limited circumstances set forth in the ESPP) termination will not affect purchase rights previously granted, and no amendment may make any change in any purchase right previously granted that adversely affects the participant's rights. Stockholder approval must be obtained for any amendment to the extent necessary to comply with applicable law. Under its current terms, the ESPP will expire on January 26, 2030.

### **Federal Tax Information**

The following summary of the effect of United States federal income taxation upon the participant and the Company with respect to the purchase of shares under the ESPP does not purport to be complete, and reference should be made to the applicable provisions of the Tax Code. In addition, this summary does not discuss the provisions of the income tax laws of any municipality, state or foreign country in which the participant may reside.

The ESPP, and the right of participants to make purchases thereunder, is intended to qualify under the provisions of Sections 421 and 423 of the Tax Code. Under these provisions, no income will be taxable to a participant at the time of grant of the purchase right or purchase of shares. Upon disposition of the shares, the participant will generally be subject to tax, and the amount of the tax will depend upon the length of time the shares have been held by the participant. If the shares have been held by the participant for more than two years after the date of grant of the purchase right and more than one (1) year after the date on which the shares were purchased, then the purchaser will recognize ordinary income equal to the lesser of (a) the excess of the fair market value of the shares at the time of such disposition over the purchase price of such shares or (b) 15% of the fair market value of the shares on the first day of the offering period. Any further gain upon such disposition will be treated as long-term capital gain. If the shares are disposed of before the expiration of these holding periods, the participant will recognize ordinary income generally equal to the excess of the fair market value of the purchased shares on the date of the purchase over the purchase price. Any additional gain or loss on the sale will be a capital gain or loss, which will be either long-term or short-term depending on the actual period for which the shares were held. The Company is entitled to a deduction for amounts taxed as ordinary income reported by participants upon disposition of shares within two years from date of grant or one year from the date of acquisition.

## New Plan Benefits

The number of shares that may be purchased under the ESPP will depend on each participant's voluntary election to participate and on the fair market value of the Common Stock of the Company on future purchase dates, and therefore the actual number of shares that may be purchased by any individual is not determinable. No purchase rights have been granted, and no shares of Common Stock of the Company have been issued with respect to the 2,000,000 additional shares for which stockholder approval is being sought.

## Number of Shares Purchased by Certain Individuals and Groups

The following table sets forth for each of the listed persons and groups (i) the aggregate number of shares of Common Stock of the Company purchased under the ESPP during fiscal 2013, and (ii) the market value of those shares on the date of such purchase, minus the purchase price of such shares:

Name and Position	Dollar Value (\$)	Number of Shares
Moshe N. Gavriellov President and Chief Executive Officer	7,399	785
Jon A. Olson Senior Vice President, Finance and Chief Financial Officer	7,399	785
Victor Peng Senior Vice President, Programmable Platforms Group	6,546	761
Vincent L. Tong Senior Vice President, Worldwide Quality and New Product Introductions	7,399	785
Frank Tornaghi Senior Vice President, Worldwide Sales	7,399	785
All current executive officers, as a group	60,618	6,652
All current directors who are not executive officers, as a group <sup>(1)</sup>	N/A	N/A
All employees who are not executive officers, as a group	9,741,132	1,265,622

(1) Non-employee Directors are not eligible to participate in the ESPP.

## Required Vote

Affirmative votes constituting a majority of the shares present or represented by proxy and entitled to vote on this proposal will be required to approve this proposal. Abstentions will have the same effect as a negative vote, while broker non-votes will have no effect on the outcome of this vote.

**THE BOARD RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE AMENDMENT TO THE COMPANY'S 1990 EMPLOYEE QUALIFIED STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES.**

## PROPOSAL THREE

### APPROVAL TO EXTEND THE TERM OF THE 2007 EQUITY INCENTIVE PLAN

#### Proposal

At the Annual Meeting, the stockholders are being requested to approve an amendment to the 2007 Equity Incentive Plan (2007 Equity Plan), to extend its term by an additional ten years to December 31, 2023. This amendment will not increase the number of shares of our Common Stock authorized for issuance under the 2007 Equity Plan. We are, however, requesting an increase by 2,000,000 shares in the number of shares of our Common Stock authorized for issuance under the 2007 Equity Plan in the next proposal. See Proposal Four—Amendment to the 2007 Equity Incentive Plan.

The 2007 Equity Plan was adopted by the Company's Board on May 3, 2006, approved by stockholders at the Annual Stockholders Meeting in July 2006, and became effective on January 1, 2007. We make share-based incentive awards under this plan to newly hired employees and in connection with promotions and our annual performance review process. Without the proposed amendment, the 2007 Equity Plan would terminate on December 31, 2013, and we would be unable to provide future equity incentives to our employees. We need the 2007 Equity Plan to attract new employees and retain existing employees, which helps us to remain competitive in the marketplace.

#### Key Terms of the 2007 Equity Plan

The following is a summary of the key provisions of the 2007 Equity Plan.

Plan Term:	Currently, January 1, 2007 to December 31, 2013. If the stockholders approve the proposed amendment, the plan term will continue until December 31, 2023.
Eligible Participants:	Employees, consultants and non-employee directors of Xilinx and its subsidiaries are eligible to receive awards under the 2007 Equity Plan.
Shares Authorized:	A total of 36,500,000 shares of Common Stock were authorized for issuance under the plan, of which approximately 15,990,452 shares remained available for future grant as of March 30, 2013, subject to adjustment to reflect stock splits and similar events. If the stockholders approve Proposal Four to increase the number of shares of Common Stock authorized for issuance by 2,000,000 shares, a total of 38,500,000 shares will be available for future grants, subject to adjustment to reflect stock splits and similar events.
Award Types:	<ul style="list-style-type: none"><li>• Non-qualified and incentive stock options</li><li>• Restricted stock awards</li><li>• Restricted stock units ("RSUs")</li><li>• Stock appreciation rights ("SARs")</li></ul>
Award Limits:	A participant may receive in any calendar year: <ul style="list-style-type: none"><li>• No more than 4,000,000 shares subject to options or SARs, in the aggregate</li><li>• No more than 2,000,000 shares subject to awards other than options and SARs</li><li>• No more than \$6,000,000 subject to awards that may be settled in cash</li></ul>
Award Terms:	Stock options and SARs must expire no more than seven years from the date of grant.
Exercise Price:	The exercise price of stock options or SARs may not be less than 100% of the fair market value of our Common Stock on the date of grant.
Repricing:	Repricing of out-of-money options or SARs, whether by directly lowering the exercise price, by canceling an option or SAR in exchange for a new option or SAR having a lower exercise price, or by substituting a full value award in place of the option or SAR is not permitted without stockholder approval.

The Board believes that participation in the 2007 Equity Plan by the employees, consultants, and non-employee directors of the Company and its designated subsidiaries worldwide promotes the success of the Company's business by providing them with an incentive to exert their maximum effort toward achieving that success. Therefore, the Board unanimously adopted on May 15, 2013, subject to stockholder approval, an amendment to extend the term of the 2007 Equity Plan by an additional ten years to December 31, 2023.

## **Summary of the 2007 Equity Plan, as Amended**

A summary of the material terms of the 2007 Equity Plan, as amended, is set forth below and is qualified, in its entirety, by the full text of the 2007 Equity Plan set forth in Appendix B to our 2013 proxy statement as filed with the SEC and available for viewing without charge at its website at [www.sec.gov](http://www.sec.gov). A copy of the 2007 Equity Plan can be obtained from us at no charge upon request.

### *Purpose*

The purpose of the 2007 Equity Plan is to attract and retain the services of employees, consultants, and non-employee directors of the Company and its subsidiaries, and to provide such persons with a proprietary interest in the Company.

### *Administration*

The Compensation Committee of the Board administers the 2007 Equity Plan, unless otherwise determined by the Board. The Compensation Committee consists of at least two directors of the Company who are both “outside directors” under Section 162(m) of the Tax Code, and “non-employee directors” under Rule 16b-3 promulgated under the Exchange Act. The Compensation Committee, in its sole discretion, will interpret the 2007 Equity Plan and prescribe, amend, and rescind any rules and regulations necessary or appropriate for the administration of the 2007 Equity Plan, including the creation of sub-plans to take advantage of favorable tax-treatment, comply with local law, or reduce administrative burdens for grants of awards in non-U.S. jurisdictions.

### *Eligibility*

The Compensation Committee determines the employees, consultants, and non-employee directors of the Company or a subsidiary who are eligible to receive awards under the 2007 Equity Plan. As of March 30, 2013, there were 3,329 employees, including nine (9) current executive officers, 109 consultants and seven (7) non-employee directors eligible to participate in the 2007 Equity Plan.

### *Authorized Shares*

Subject to adjustment in the event of certain corporate events (as described below), the maximum number of shares of the Company’s Common Stock currently authorized under the 2007 Equity Plan is 36,500,000, of which 15,990,452 remained available for future issuance as of March 30, 2013, all of which may be granted under the terms of the 2007 Equity Plan as incentive stock options. However, the Board has amended the 2007 Equity Plan, subject to stockholder approval, to authorize an additional 2,000,000 shares for issuance under the plan, which would result in a total of 38,500,000 authorized shares, of which 17,990,452 shares would be available for future grants. If any award granted under the 2007 Equity Plan expires or otherwise terminates in whole or in part for any reason, or if shares issued pursuant to an award are forfeited or otherwise reacquired by the Company because of the participant’s failure to comply with the conditions of the award or for any other reason, any such shares subject to a terminated award or reacquired by the Company will again become available for issuance under the 2007 Equity Plan. Shares will not be treated as having been issued under the 2007 Equity Plan and will therefore not reduce the number of shares available for issuance to the extent an award is settled in cash. The Compensation Committee is authorized to adopt such procedures for counting shares against the maximum number of authorized shares as the Compensation Committee deems appropriate.

### *Types of Awards*

The 2007 Equity Plan allows the Compensation Committee to grant incentive stock options, non-qualified stock options, RSUs, restricted stock and SARs. Subject to the limits set forth in the 2007 Equity Plan, the Compensation Committee has the discretionary authority to determine the amount and terms of awards granted under the 2007 Equity Plan.

### *Automatic Non-employee Director Awards*

The 2007 Equity Plan provides for the periodic automatic grant of RSU awards to non-employee directors. Each non-employee director continuing in office will automatically be granted on the day of each annual meeting of stockholders an award consisting of a number of RSUs determined by dividing \$165,000 by the closing price of the Company’s Common Stock on the grant date. These awards vest in full on the day immediately preceding the subsequent annual meeting. A non-employee director joining the Board between annual meetings of stockholders will receive a prorated RSU award on or about the tenth day of the month following the director’s initial appointment or election to the Board.

### *Limitations on Awards*

Awards under the 2007 Equity Plan are subject to the following limitations:

An option's exercise price cannot be less than 100% of the fair market value of each share underlying the option on the date of option grant. A SAR's base level price cannot be less than 100% of the fair market value of each share underlying the SAR on the date of grant of such SAR.

Section 162(m) of the Tax Code requires, among other things, that the maximum number of shares for which an award may be granted or the maximum amount of compensation that could be paid to an individual during a specified period must be set forth in the plan and approved by stockholders in order for the awards to be eligible for treatment as performance-based compensation that will not be subject to the \$1,000,000 limitation on tax deductibility for compensation paid to each "covered employee." Covered employees are the Company's chief executive officer and its three highest compensated executive officers (excluding the chief executive and chief financial officers) holding office on the last day of the Company's taxable year. Accordingly, the 2007 Equity Plan limits awards granted to an individual participant in any calendar year. The aggregate awards granted under the 2007 Equity Plan to any participant during any calendar year may not exceed (i) 4,000,000 shares of the Company's Common Stock subject to stock options or SARs and (ii) 2,000,000 shares of the Company's Common Stock subject to awards other than stock options and SARs. In addition, no participant may receive during any calendar year an award under the 2007 Equity Plan settled in cash exceeding \$6,000,000 in the aggregate.

Without stockholder approval, the Company cannot reprice options or SARs, whether by directly lowering the exercise price, through cancellation of the option or SAR in exchange for a new option or SAR having a lower exercise price, or by the replacement of the option or SAR with a full value award (i.e., an award of restricted stock or RSUs).

### *Performance Goals*

The Compensation Committee has the sole discretion to condition awards granted to those employees subject to Section 162(m) of the Tax Code on the attainment of objective performance goals. The Compensation Committee will establish the performance goals in writing. Such performance goals shall be based on one or more or a combination of the following criteria in either absolute or relative terms: (i) increased revenue; (ii) net income measures (including, but not limited to, income after capital costs and income before or after any one or more of the share-based compensation expense, interest, taxes, appreciation or amortization); (iii) stock price measures (including, but not limited to, growth measures and total stockholder return); (iv) market segment share; (v) earnings per share (actual or targeted growth); (vi) cash flow measures (including, but not limited to, net cash flow and net cash flow before financing activities); (vii) return measures (including, but not limited to, return on equity, return on average assets, return on capital, risk-adjusted return on capital, return on investors' capital and return on average equity); (viii) operating measures (including operating income, gross margin, operating margin, funds from operations, cash from operations, after-tax operating income, sales volumes, production volumes and production efficiency); (ix) expense measures (including, but not limited to, overhead cost, research and development expense and general and administrative expense); (x) product technology leadership metrics; and (xi) product quality leadership metrics.

### *Transferability*

Awards granted under the 2007 Equity Plan may not be transferred other than by will or the laws of descent and distribution, and may be exercised during the lifetime of a participant only by the participant or the participant's legally authorized representative. However, the Compensation Committee, in its sole discretion, may allow for the transfer or assignment of a participant's award pursuant to a divorce decree or domestic relations order, but only if such participant is a U.S. resident.

### *Adjustments upon Changes in Capitalization*

In the event any change is made in the Company's capitalization pursuant to a stock split, stock dividend, recapitalization or any other increase or decrease in the Company's shares effected without receipt of consideration by the Company, equitable adjustments will be made to the number of shares of Common Stock available for grant under the 2007 Equity Plan, the exercise price of options, the SAR base level price, and the number of shares underlying outstanding awards, including restricted stock and RSU awards.

### *Merger or Change of Control*

In the event of a merger, consolidation, or share exchange pursuant to which the Company is not the surviving or resulting corporation: (i) the shares or equivalent cash or property of the surviving or resulting corporation shall be substituted for any unexercised portions of outstanding awards under the 2007 Equity Plan; or (ii) all awards may be canceled by the Company immediately prior to the effective date of such event and each stockholder may be permitted to purchase all or any portion of the shares of Common Stock underlying his or her vested and unvested award(s) within 30 days before such effective date. In the event of a change in control of the Company, among other actions, the Compensation Committee may provide that the

vesting and exercisability of all or any portion of the outstanding awards will be accelerated and exercisable in full and all restriction periods, if any, will expire.

#### *Amendment or Termination*

The Board may at any time and for any reason amend, alter, revise, suspend or terminate the 2007 Equity Plan, subject to the written consent of any participant whose rights would be adversely affected. Unless sooner terminated by the Board and subject to approval by the stockholders of this proposal, the 2007 Equity Plan will terminate on December 31, 2023. Without stockholder approval, the Board may not amend the 2007 Equity Plan in any manner that would require stockholder approval under applicable law.

#### **Federal Tax Information**

The following summary of the effect of United States federal income taxation upon the participant with respect to the 2007 Equity Plan does not purport to be complete and reference should be made to the applicable provisions of the Tax Code. In addition, this summary does not discuss the provisions of the income tax laws of any municipality, state or foreign country in which the participant may reside.

#### *Incentive Stock Options*

An individual residing in the U.S. who is granted an incentive stock option is not taxed on the date of grant or vesting of such option. If the shares underlying the option are held for at least two years from the date of grant, and at least one year from the date of option exercise (the "holding periods"), then upon the sale of the shares, the individual will generally recognize a long-term capital gain or loss on the difference between the exercise price of the option and the fair market value of the Common Stock underlying the option on the date of sale. If either of the holding periods is not satisfied, the individual will generally recognize as ordinary income on the date of the disposition (a "disqualifying disposition") of the shares an amount equal to the difference between the option's exercise price and the fair market value of the Common Stock underlying the option determined as of the date of exercise (not to exceed the gain realized upon the disposition if the disposition is a transaction with respect to which a loss, if sustained, would be recognized). Any further gain or loss upon the disqualifying disposition of the shares constitutes a capital gain or loss.

In general, the difference between the option exercise price and the fair market value of the shares on the date of exercise of an incentive stock option is treated as an adjustment in computing the participant's alternative minimum taxable income and may be subject to an alternative minimum tax which is paid if such tax exceeds the regular tax for the year. Special rules may apply with respect to certain subsequent sales of the shares in a disqualifying disposition, certain basis adjustments for purposes of computing the alternative minimum taxable income on a subsequent sale of the shares and certain tax credits which may arise with respect to participants subject to the alternative minimum tax.

#### *Non-Qualified Stock Options*

An individual who is granted a non-qualified stock option generally is not taxed on the date of grant or vesting of such option. Rather, the individual will generally recognize as ordinary income on the date of option exercise an amount equal to the difference between the option's exercise price and the fair market value of the stock underlying the option on the date of option exercise. Any further gain or loss upon the subsequent sale or disposition of the shares underlying the option constitutes a capital gain or loss.

#### *Stock Appreciation Rights*

An individual who is granted a SAR will generally recognize ordinary income on the date the SAR is exercised in an amount equal to the difference between the SAR's exercise price and the fair market value of the shares underlying the SAR on the date of exercise.

#### *Restricted Stock*

Unless an individual makes a timely election under Section 83(b) of the Tax Code (as described below), an individual will recognize ordinary income in an amount equal to the excess of the fair market value of the restricted stock on the date of vesting of the shares over the purchase price, if any, paid for the shares. Any further gain or loss from the subsequent sale of such restricted stock constitutes capital gain or loss. If the individual makes a timely election under Section 83(b), the individual is taxed, at ordinary income rates, on the excess of the fair market value of the restricted stock on the date of grant over the purchase price, if any, paid for the shares, and any further gain or loss on the subsequent sale of the stock constitutes a capital gain or loss.



### *Restricted Stock Units*

An individual generally will recognize no income upon the receipt of an award of RSUs. Upon the settlement of RSUs, the participant generally will recognize ordinary income in the year of receipt in an amount equal to the cash received and/or the fair market value of any substantially vested shares received in respect of vested RSUs. If the participant receives shares of restricted stock, the participant generally will be taxed in the same manner as described above under “Restricted Stock.” Any further gain or loss on a subsequent sale of any shares received will be taxed as capital gain or loss.

In general, the Company is entitled to a deduction in an amount equal to the ordinary income recognized by the individual.

### **Plan Benefits**

The number, amount and type of awards to be granted in the future to eligible persons under the 2007 Equity Plan cannot be determined at this time. With the exception of the RSUs to be automatically granted to non-employee Directors, awards under the 2007 Equity Plan will be granted at the discretion of the Compensation Committee or the Board of Directors, and accordingly cannot be determined at this time. See the above section “Automatic Non-employee Director Awards” for a discussion of the automatic grant of RSU awards to our non-employee directors under the 2007 Equity Plan.

The table below sets forth the RSUs awards that will be granted under the “Automatic Non-employee Director Awards” component of the 2007 Equity Plan on the date of the Annual Meeting to certain individuals and groups. This table is furnished pursuant to the rules of the SEC. Only non-employee directors are eligible to receive automatic non-employee Director awards.

<b>Name and Position</b>	<b>Dollar Value (\$)</b>	<b>Number of Units</b>
Moshe N. Gavriellov President and Chief Executive Officer	—	—
Jon A. Olson Senior Vice President, Finance and Chief Financial Officer	—	—
Victor Peng Senior Vice President, Programmable Platforms Group	—	—
Vincent L. Tong Senior Vice President, Worldwide Quality and New Product Introductions	—	—
Frank A. Tornaghi Senior Vice President, Worldwide Sales	—	—
All current executive officers, as a group	—	—
All current directors who are not executive officers, as a group	— <sup>(1)</sup>	— <sup>(1)</sup>
All employees who are not executive officers, as a group	—	—

- (1) On the date of the 2013 Annual Meeting, each non-employee Director continuing in office following the meeting automatically will be granted a number of RSUs determined by dividing \$165,000 by the closing price of the Company’s Common Stock on that date.

### Options Granted to Certain Persons

The aggregate number of shares of Common Stock subject to options granted to certain persons under the 2007 Equity Plan since its inception is reflected in the table below. Since its inception, no option has been granted under the 2007 Equity Plan to any other nominee for election as a Director, or any associate of any such director, nominee or executive officer, and no other person has been granted 5% or more of the total amount of options granted under the 2007 Equity Plan.

Name and Position	<u>Amount of Options</u>
Moshe N. Gavriellov President and Chief Executive Officer	1,450,000
Jon A. Olson Senior Vice President, Finance and Chief Financial Officer	326,250
Victor Peng Senior Vice President, Programmable Platforms Group	355,000
Vincent L. Tong Senior Vice President, Worldwide Quality and New Product Introductions	246,250
Frank A. Tornaghi Senior Vice President, Worldwide Sales	271,000
All current executive officers, as a group	3,256,550
All current Directors who are not executive officers, as a group	108,000
All employees who are not executive officers, as a group	6,984,779

### Required Vote

Affirmative votes constituting a majority of the shares present or represented by proxy and entitled to vote on this proposal will be required to approve this proposal. Abstentions will have the same effect as a negative vote, while broker non-votes will have no effect on the outcome of this vote.

**THE BOARD RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE AMENDMENT TO THE COMPANY’S  
2007 EQUITY INCENTIVE PLAN TO EXTEND ITS TERM UNTIL DECEMBER 31, 2023.**

**PROPOSAL FOUR**  
**AMENDMENT TO THE 2007 EQUITY INCENTIVE PLAN**

Our stockholders have previously approved the 2007 Equity Incentive Plan (2007 Equity Plan), under which employees, officers, directors and consultants may be granted share-based incentive awards. As of March 30, 2013, there were 36,500,000 shares of Common Stock authorized for issuance under the 2007 Equity Plan, of which 15,990,452 shares remained available for future grants. The stockholders are now being asked to approve an increase to the number of shares of Common Stock authorized for issuance under the 2007 Equity Plan by 2,000,000 shares, for a total of 38,500,000 authorized shares, of which 17,990,452 shares would be available for future grants.

In a separate proposal, our stockholders are asked to approve an amendment to extend the term of the 2007 Equity Incentive Plan by ten years to December 31, 2023. See Proposal Three—Approval to Extend the Term of the 2007 Equity Incentive Plan.

We make stock grants in connection with new hires and promotions and in connection with our annual “Focal Review.” Our Focal Review is a process in which we evaluate the performance and compensation of each Company employee. Following this evaluation, we make appropriate adjustments to the compensation of a substantial number of Company employees, including through equity grants. These compensation adjustments are typically made in July and the majority of our annual stock budget is used during this period. Our fiscal 2014 Focal Review will occur this July 2013, and our fiscal 2015 Focal Review will occur next July 2014. This means that we would go through two Focal Review periods, with corresponding equity grants, before having the opportunity at our next annual meeting to obtain stockholder approval of additional shares under the 2007 Equity Plan.

**Key Equity Metrics**

*Share Usage.* In the past two years, we have used an average of 3,150,000 shares during the course of each year. As of March 30, 2013 there were 15,990,452 shares available for grant. Given the timing of when we issue this proxy statement and when we hold our annual meetings, we are seeking stockholder approval of a 2,000,000 share increase in the number of shares authorized and thereby available under the 2007 Equity Plan at the 2013 Annual Meeting, resulting in 17,990,452 shares available for future grants, in order to ensure that we will have a sufficient number of shares available to meet the requirements of our equity compensation program over the next two years.

*Dilution.* We are committed to effectively managing the Company's equity compensation while minimizing stockholder dilution. For this reason, we carefully manage the Company's use of shares of Common Stock available for equity-based compensation each year and aim to keep dilution from our stock plans for employees under industry standards. The requested share increase represents approximately 0.76% of the weighted average outstanding shares of the Company as of March 30, 2013. Because this share reserve increase does not contemplate the amount or timing of specific equity awards in the future, it is not possible to calculate with certainty the amount of subsequent dilution that may ultimately result from such awards. In evaluating the share reserve increase, the Company also considered information provided by a leading proxy advisory firm, Institutional Shareholder Services (ISS) regarding the maximum allowable share increase that ISS would support for the 2007 Equity Plan, based on ISS' proprietary “shareholder value transfer” model.

*Grant Practices.* Beyond the annual automatic grants to eligible non-employee Directors of the Board described in Proposal Three, the Company did not review specific projections of stock grants to individuals in connection with its recommendation to increase the share reserve by 2,000,000 shares.

*Equity Utilization Rate.* Over the past three fiscal years, the Company has had an ISS average equity utilization rate, sometimes also referred to as a “burn rate,” of approximately 2.88%. The Company's three-year average ISS adjusted burn rate was below the 2012 ISS allowable cap for the applicable ISS industry grouping.

The following table shows key equity metrics:

Key Metrics	FY2013	3-Year Average (FY2011-2013)
Shares subject to awards granted <sup>(1)</sup>	3.1 million	3.6 million
Gross burn rate <sup>(2)</sup>	1.19%	1.35%
ISS adjusted burn rate <sup>(3)</sup>	2.92%	2.88%
Dilution at Fiscal Year End <sup>(4)</sup>	13.28%	14.57%
Overhang at Fiscal Year End <sup>(5)</sup>	7.17%	8.99%

- (1) Reflects total number of shares subject to equity awards granted during fiscal 2013 and the average for the prior three fiscal years, as applicable.
- (2) Gross burn rate is calculated by dividing the total number of shares subject to equity awards granted during the applicable fiscal period by the total weighted-average number of shares outstanding during the applicable fiscal period.
- (3) ISS adjusted burn rate is calculated by dividing the total number of shares subject to equity awards granted during the applicable fiscal period, adjusted to address the dilutive effect of stock-based awards other than stock options and stock appreciation rights, by the total weighted-average number of shares outstanding during the applicable fiscal period.
- (4) Dilution is calculated by dividing the sum of (x) the number of shares subject to equity awards outstanding at the end of the applicable fiscal period and (y) the number of shares available for future equity awards under the 2007 Equity Plan as of the end of the applicable fiscal period, by the weighted-average number of shares outstanding during the applicable fiscal period.
- (5) Overhang is calculated by dividing the number of shares subject to equity awards outstanding at the end of the applicable fiscal period by the weighted-average number of shares outstanding during the applicable fiscal period.

We believe that the proposed amendment to the 2007 Equity Plan is vital to our continued success. If we do not increase the shares of Common Stock available for issuance under the 2007 Equity Plan, then based on historical usage rates of shares under the Plan, we would expect to significantly exhaust the number of shares available for issuance under the Plan by the time of our next annual meeting, thereby potentially limiting our use of an important compensation tool aligned with stockholder interests to attract, motivate and retain highly qualified talent.

### Summary of the 2007 Equity Plan

For a summary of the material terms of the 2007 Equity Plan, please see Proposal Three—Approval to Extend the Term of the 2007 Equity Incentive Plan. The summary of the 2007 Equity Plan is qualified in its entirety by the specific language of the 2007 Equity Plan, set forth in Appendix B to our 2013 proxy statement as filed with the SEC and available for viewing without charge at its website at [www.sec.gov](http://www.sec.gov). A copy of the 2007 Equity Plan can also be obtained from us at no charge upon request.

### Federal Income Tax Aspects of the 2007 Equity Plan

For a summary of the U.S. federal income tax consequences of participation in the 2007 Equity Plan, please see Proposal Three—Approval to Extend the Term of the 2007 Equity Incentive Plan.

### Required Vote

Affirmative votes constituting a majority of the shares present or represented by proxy and entitled to vote on this proposal will be required to approve this proposal. Abstentions will have the same effect as a negative vote, while broker non-votes will have no effect on the outcome of this vote.

**THE BOARD RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE AMENDMENT TO THE COMPANY’S  
2007 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK TO BE  
RESERVED FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES.**

## Equity Compensation Plan Information

The table below sets forth certain information as of fiscal year ended March 30, 2013 about the Company's common stock that may be issued upon the exercise of options, RSUs, warrants and rights under all of our existing equity compensation plans including the ESPP:

<u>Plan Category</u>	<u>A</u>	<u>B</u>	<u>C</u>
	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in Column A)
<b>Equity Compensation Plans Approved by Security Holders</b>			
1997 Stock Plan	7,118,065	\$ 30.88	— <sup>(1)</sup>
2007 Equity Plan	11,655,986 <sup>(2)</sup>	\$ 24.37 <sup>(3)</sup>	15,990,452 <sup>(4)</sup>
Employee Stock Purchase Plan	N/A	N/A	8,891,810
Total-Approved Plans	18,774,051	\$ 28.01	24,882,262
<b>Equity Compensation Plans NOT Approved by Security Holders</b>			
Supplemental Stock Option Plan <sup>(5)</sup>	7,000	\$ 28.96	—
Total-All Plans	18,781,051	\$ 28.01	24,882,262

- (1) The Company ceased issuing options under the 1997 Stock Plan as of April 1, 2007. The 1997 Stock Plan expired on May 8, 2007 and all available but unissued shares under this plan were cancelled.
- (2) Includes approximately 6,000,000 shares issuable upon vesting of RSUs that the Company granted under the 2007 Equity Plan, and assumes 100% performance achievement for performance-based RSUs granted in fiscal 2013. In May 2013, the Compensation Committee determined the actual number of RSUs earned based on performance achievement for performance-based RSUs awarded in fiscal 2013. For more information on the number of RSUs at 100% performance achievement and the actual performance achievement for performance-based RSUs awarded in fiscal 2013, see the table under "EXECUTIVE COMPENSATION—Compensation Components—Long-Term Equity Incentive Compensation."
- (3) The weighted-average exercise price does not take into account shares issuable upon vesting of outstanding RSUs, which have no exercise price.
- (4) On July 26, 2006, the stockholders approved the adoption of the 2007 Equity Plan and authorized 10,000,000 shares to be reserved for issuance thereunder. The 2007 Equity Plan, which became effective on January 1, 2007, replaced both the Company's 1997 Stock Plan (which expired on May 8, 2007) and the Supplemental Stock Option Plan. On August 9, 2007, August 14, 2008, August 12, 2009, August 11, 2010, August 10, 2011, and August 8, 2012, our stockholders authorized the reserve of an additional 5,000,000 shares, 4,000,000 shares, 5,000,000 shares, 4,500,000 shares, 4,500,000 shares and 3,500,000 shares, respectively. All of the shares reserved for issuance under the 2007 Equity Plan may be granted as stock options, stock appreciation rights, restricted stock or RSUs.
- (5) Under the Supplemental Stock Option Plan, options were granted to employees and consultants of the Company, however neither officers nor members of our Board were eligible for grants under the Supplemental Stock Option Plan. Only non-qualified stock options were granted under the Supplemental Stock Option Plan (that is, options that do not entitle the optionee to special U.S. income tax treatment) and such options generally expire not later than 12 months after the optionee ceases to be an employee or consultant. Upon a merger of the Company with or into another company, or the sale of substantially all of the Company's assets, each option granted under the Supplemental Stock Option Plan may be assumed or substituted with a similar option by the acquiring company, or the outstanding options will become exercisable in connection with the merger or sale.

**PROPOSAL FIVE**  
**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act) enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules.

Our executive officer compensation program is designed to attract and retain talented and qualified senior executives to manage and lead our Company and to motivate them to pursue and meet our corporate objectives. Under this program, our named executive officers are rewarded for individual and collective contributions to our success consistent with our “pay for performance” orientation. Furthermore, the executive officer total compensation program is aligned with the nature and dynamics of our business, which focuses management on achieving the Company’s annual and long-term business strategies and objectives. Additional details about our executive compensation programs are described under the section titled “EXECUTIVE COMPENSATION—Compensation Discussion and Analysis.”

Our Compensation Committee regularly reviews the executive officer compensation program to ensure that it achieves the desired goals of emphasizing long-term value creation and aligning the interests of management and stockholders through the use of equity-based awards.

We are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, we ask our stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company’s proxy statement for the 2013 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure.”

**Required Vote**

The “say-on-pay” vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board of Directors. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will consider our stockholders’ concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

**THE BOARD RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC.**

**PROPOSAL SIX**  
**RATIFICATION OF APPOINTMENT OF EXTERNAL AUDITORS**

The Audit Committee has selected Ernst & Young LLP, an independent registered public accounting firm, to audit the consolidated financial statements of Xilinx for the fiscal year ending March 29, 2014 and recommends that stockholders vote for ratification of such appointment. Although we are not required to submit to a vote of the stockholders the ratification of the appointment of Ernst & Young LLP, the Company, the Board and the Audit Committee, as a matter of good corporate governance, have determined to ask the stockholders to ratify the appointment. If the appointment of Ernst & Young LLP is not ratified, the Audit Committee will take the vote under advisement in evaluating whether to retain Ernst & Young LLP.

Representatives of Ernst & Young LLP attend meetings of the Audit Committee of the Board including executive sessions of the Audit Committee at which no members of Xilinx management are present. Ernst & Young LLP has audited the Company's financial statements for each fiscal year since the fiscal year ended March 31, 1984. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. In addition, they will have an opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions from stockholders.

**Fees Paid to Ernst & Young LLP**

The following table shows the fees billed or to be billed for audit and other services provided by Ernst & Young LLP for fiscal 2013 and 2012.

	<u>2013</u>	<u>2012</u>
Audit Fees	\$ 2,545,000	\$ 2,655,000
Audit-Related Fees	8,000	8,000
Tax Fees	170,000	132,000
All Other Fees	57,000	29,000
Total	<u>\$ 2,780,000</u>	<u>\$ 2,824,000</u>

*Audit Fees*

This category includes fees for the audit of the Company's annual financial statements and for the review of the Company's interim financial statements on Form 10-Q. This category also includes advice on any audit and accounting matters that arose during the annual audit, the review of interim financial statements, and statutory audits required by non-U.S. jurisdictions. In fiscal 2013, audit fees included acquisitions, and in fiscal 2012, audit fees included services related to the Company's Oracle R12 implementation and acquisitions.

*Audit-Related Fees*

This category consists of assurance and related services that are reasonably related to the performance of the annual audit or interim financial statement review and are not reported under "Audit Fees." In fiscal 2013 and fiscal 2012, audit-related services consisted of services performed in connection with the audit of an employee benefit plan.

*Tax Fees*

This category consists of fees for tax compliance, tax advice and tax planning services, including preparation of tax returns and assistance and representation in connection with tax audits and appeals.

*All Other Fees*

In fiscal 2013 and fiscal 2012, all other fees consisted of fees related to advice and consulting services provided in connection with review of the International Financial Reporting Standards (IFRS).

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

The Audit Committee has adopted policies and procedures for approval of financial audit (and audit-related), non-financial audit and tax consulting work performed by Ernst & Young LLP. Pursuant to its charter and those policies, the policy of the Audit Committee is that any and all services to be provided to the Company by Ernst & Young LLP are subject to pre-approval by the Audit Committee. The Audit Committee pre-approves annual audit fees, quarterly reviews and tax compliance fees at the beginning of the fiscal year. In its review of non-financial audit and tax consulting services, the Audit Committee considers whether the provision of such services are consistent with SEC guidance, and whether the service facilitates the performance of the financial audit, improves the Company's financial reporting process, and is otherwise in the Company's best interests and compatible with maintaining Ernst & Young LLP's independence.

The Audit Committee did not waive its pre-approval policies and procedures during the fiscal year ended March 30, 2013.

All of the services described in the fee table above were approved pursuant to the Audit Committee's pre-approval policy.

### **Required Vote**

Approval of this proposal requires the affirmative vote of a majority of the shares present and entitled to vote either in person or by proxy. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum. Abstentions will be counted as "AGAINST" votes with respect to the proposal, but broker non-votes will have no effect on the outcome of the proposal.

**THE BOARD RECOMMENDS A VOTE "FOR" THE RATIFICATION OF ERNST & YOUNG LLP AS THE COMPANY'S EXTERNAL AUDITORS FOR FISCAL 2014.**



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of Common Stock of the Company as of May 10, 2013, including the right to acquire beneficial ownership within 60 days of May 10, 2013, except as noted below, by: (i) each stockholder known to the Company to be a beneficial owner of more than 5% of the Company's Common Stock, (ii) each of the Company's Directors and Director nominees, (iii) each of the named executive officers identified in the section entitled "Executive Compensation" and (iv) all current Directors and executive officers as a group. The Company believes that each of the beneficial owners of the Common Stock listed below, based on information furnished by such beneficial owners, has sole voting power and sole investment power with respect to such shares, except as otherwise set forth in the footnotes below and subject to applicable community property laws.

Beneficial Owners	Amount and Nature of Beneficial Ownership	Percent of Class <sup>(1)</sup>
<b>Greater than 5% Stockholders</b>		
Blackrock, Inc. 40 East 52 <sup>nd</sup> Street New York, NY 10022	21,672,027 <sup>(2)</sup>	8.2
T. Rowe Price Associates, Inc. 100 East Pratt Street Baltimore, MD 21202	16,131,927 <sup>(3)</sup>	6.1
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	15,888,421 <sup>(4)</sup>	6.0
<b>Directors</b>		
Philip T. Gianos	156,151 <sup>(5)</sup>	*
Moshe N. Gavrielov	1,115,822 <sup>(6)</sup>	*
John L. Doyle	71,124 <sup>(7)</sup>	*
William G. Howard, Jr.	119,052 <sup>(8)</sup>	*
J. Michael Patterson	68,044 <sup>(9)</sup>	*
Albert A. Pimentel	9,997 <sup>(10)</sup>	*
Marshall C. Turner	62,102 <sup>(11)</sup>	*
Elizabeth W. Vanderslice	74,506 <sup>(12)</sup>	*
<b>Named Executive Officers</b>		
Jon A. Olson	619,475 <sup>(13)</sup>	*
Victor Peng	369,883 <sup>(14)</sup>	*
Vincent L. Tong	367,086 <sup>(15)</sup>	*
Frank. A. Tornaghi	258,530 <sup>(16)</sup>	*
All current Directors and executive officers as a group (16 persons)	3,723,647 <sup>(17)</sup>	1.4

\* Less than 1%

- (1) The beneficial ownership percentage of each stockholder is calculated on the basis of 263,863,503 shares of common stock outstanding as of May 10, 2013. Any additional shares of common stock that a stockholder has the right to acquire within 60 days after May 10, 2013 that are not already outstanding at such time are deemed to be outstanding and beneficially owned for the purpose of calculating that stockholder's percentage beneficial ownership. They are not, however, deemed to be outstanding and beneficially owned for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Xilinx, Inc., 2100 Logic Drive, San Jose, California 95124.
- (2) Based on information contained in a Schedule 13G/A, reflecting stock ownership information as of December 31, 2012, which was filed by this stockholder pursuant to Section 13(d) of the Exchange Act (Section 13(d)), on February 1, 2013 reporting beneficial ownership of 21,672,027 shares of Common Stock consisting of 21,672,027 shares as to which it has sole voting power and sole dispositive power.

- (3) Based on information contained in a Schedule 13G/A, reflecting stock ownership information as of December 31, 2012, which was filed by this stockholder pursuant to Section 13(d), on February 11, 2013 reporting beneficial ownership of 16,131,927 shares of Common Stock consisting of 4,847,104 shares as to which it has sole voting power and 16,130,427 shares as to which it has sole dispositive power. According to the stockholder, these securities are owned by various individual and institutional investors which T. Rowe Price Associates, Inc. (“Price Associates”) serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Exchange Act, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates disclaims beneficial ownership of such securities.
- (4) Based on information contained in a Schedule 13G/A, reflecting stock ownership information as of December 31, 2012, which was filed by this stockholder pursuant to Section 13(d), on February 11, 2013 reporting beneficial ownership of 15,888,421 shares of Common Stock consisting of 462,165 shares as to which it has sole voting power, no shares as to which it has shared voting power, 15,453,239 shares as to which it has sole dispositive power and 435,182 shares as to which it has shared dispositive power.
- (5) Consists of 76,704 shares held directly, 13,427 shares held in a family trust, 20 shares held by Mr. Gianos’ son and 66,000 shares issuable upon exercise of options. Does not include 7,625 shares that are vested but not settled pursuant to a pre-arranged deferral program.
- (6) Consists of 70,378 shares held directly, 995,385 shares issuable upon exercise of options and 50,059 shares issuable upon settlement of RSUs, which represents 25,660 shares vesting as a result of performance achievement under an RSU granted in fiscal 2012, and 24,399 shares vesting as a result of performance achievement under an RSU granted in fiscal 2013.
- (7) Consists of 17,124 shares held in a family trust and 54,000 shares issuable upon exercise of options.
- (8) Consists of 32,000 shares held directly, 21,052 held in a family trust and 66,000 shares issuable upon exercise of options.
- (9) Consists of 8,400 shares held directly, 51,000 shares issuable upon exercise of options, and 8,644 shares issuable upon settlement of RSUs. Does not include 7,625 shares that are vested but not settled pursuant to a pre-arranged deferral program.
- (10) Consists of 9,997 shares held in a family trust.
- (11) Consists of 25,352 shares held directly, 750 shares held by Mr. Turner’s spouse and 36,000 shares issuable upon exercise of options.
- (12) Consists of 5,520 shares held directly, 2,986 shares held in joint tenancy and 66,000 shares issuable upon exercise of options. Does not include 7,625 shares that are vested but not settled pursuant to a pre-arranged deferral program.
- (13) Consists of 40,587 shares held in a family trust, 560,000 shares issuable upon exercise of options and 18,888 shares issuable upon settlement of RSUs, which represents 9,765 shares vesting as a result of performance achievement under an RSU granted in fiscal 2012, and 9,123 shares vesting as a result of performance achievement under an RSU granted in fiscal 2013.
- (14) Consists of 19,745 shares held directly, 331,250 shares issuable upon exercise of options and 18,888 shares issuable upon settlement of RSUs, which represents 9,765 shares vesting as a result of performance achievement under an RSU granted in fiscal 2012, and 9,123 shares vesting as a result of performance achievement under an RSU granted in fiscal 2013.
- (15) Consists of 30,098 shares held directly, 324,250 shares issuable upon exercise of options and 12,738 shares issuable upon settlement of RSUs, which represents 6,585 shares vesting as a result of performance achievement under an RSU granted in fiscal 2012, and 6,153 shares vesting as a result of performance achievement under an RSU granted in fiscal 2013.
- (16) Consists of 14,792 shares held directly, 231,000 shares issuable upon exercise of options and 12,738 shares issuable upon settlement of RSUs, which represents 6,585 shares vesting as a result of performance achievement under an RSU granted in fiscal 2012, and 6,153 shares vesting as a result of performance achievement under an RSU granted in fiscal 2013.
- (17) Includes an aggregate of 3,305,430 shares issuable upon exercise of options or settlement of RSUs.

For certain information concerning our Executive Officers, see “Executive Officers of the Registrant” in Item 1 of Part I of our Form 10-K.

## EXECUTIVE COMPENSATION COMPENSATION DISCUSSION AND ANALYSIS

This section of the proxy statement explains our compensation programs in general, and how they operate with respect to our named executive officers in particular. This year, our “named executive officers” are our CEO, CFO and the three most highly compensated executive officers serving at the end of fiscal 2013, as follows:

- Moshe N. Gavriellov, President and Chief Executive Officer
- Jon A. Olson, Senior Vice President, Finance and Chief Financial Officer
- Victor Peng, Senior Vice President, Programmable Platforms Group
- Vincent L. Tong, Senior Vice President, Worldwide Quality and New Product Introductions
- Frank A. Tornaghi, Senior Vice President, Worldwide Sales

### Overview

#### *Financial Performance for Fiscal 2013*

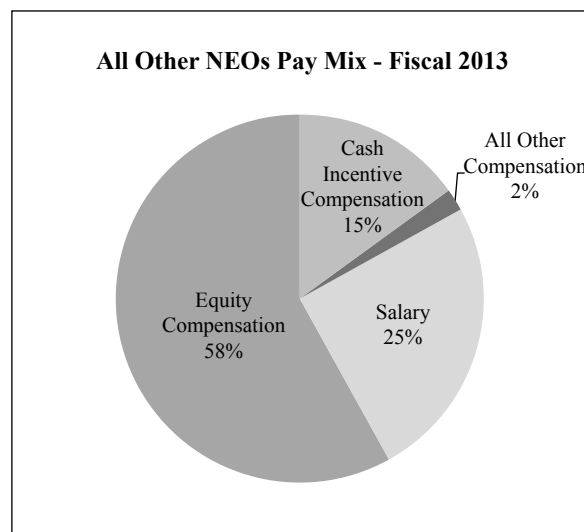
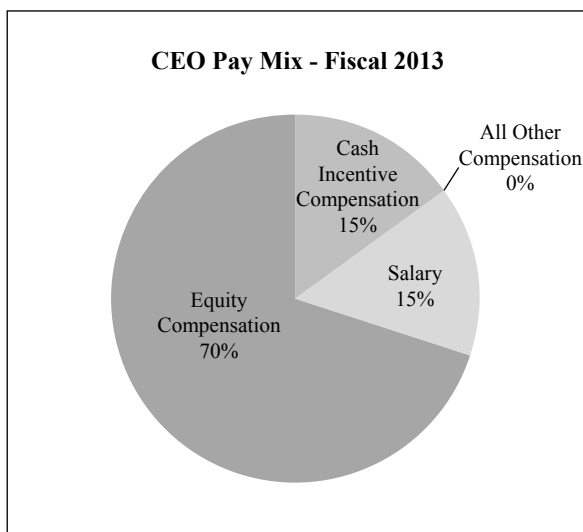
Xilinx achieved success in fiscal 2013, despite challenging economic conditions that continued to impact the semiconductor industry. Although the Company’s overall net revenues were down in fiscal 2013 compared to the prior fiscal year, the Company achieved a record gross margin percentage in fiscal 2013. In addition, the Company began to see returns on its investment in research and development with the success of the Company’s 28-nm product portfolio. Following are some major product and financial highlights in fiscal 2013:

- Overall net revenues were \$2.17 billion, compared to \$2.24 in the prior fiscal year
- Gross margin for the full fiscal year reached a record 66%, compared to 65% in the prior fiscal year
- Net revenues from our new products increased 81% in fiscal 2013, compared to the prior fiscal year. Products in this category are our Virtex<sup>®</sup>-7, Kintex<sup>®</sup>-7, Zynq<sup>®</sup>-7000, Virtex-6, and Spartan<sup>®</sup>-6 products
- Sales from our 28-nm product portfolio, which includes the 7 series FPGAs and the Zynq-7000 family, surpassed \$100 million
- We expanded our software leadership with the introduction of the Vivado<sup>®</sup> Design Suite, a design environment built from the ground up, providing customers with up to a 4X productivity advantage
- We increased our dividend by \$0.03 per diluted share, bringing our quarterly dividend to \$0.25 per diluted share, the largest in our history
- We returned \$198 million to our stockholders through our stock buyback program
- Our total stockholder return on an annualized basis over the prior 1-, 3-, and 5-year periods was 7%, 17% and 13%, respectively.

#### *Fiscal 2013 Key Compensation Actions*

In keeping with our pay-for-performance philosophy, compensation awarded to the named executive officers for fiscal 2013 reflected our financial results and critical strategic advancements:

- Pay Mix. We provide our named executive officers with three primary elements of pay: base salary, incentive cash compensation and long-term equity compensation. The performance-based incentives, consisting of incentive cash compensation and equity compensation, together constitute the largest portion of potential compensation for the named executive officers. The following charts show the pay mix for (i) our CEO, and (ii) all other named executive officers, for fiscal 2013:



The percentages above were calculated using salary, incentive cash compensation, grant date fair value of equity awards, and all other compensation as reported in the Summary Compensation Table.

- Incentive Cash Compensation.** We paid bonuses consistent with our financial results and individual performance goals set for each named executive officer. As discussed below, our 2013 Executive Incentive Plan (2013 Incentive Plan) was designed around the achievement of three components: revenue growth, operating profit margin, and individual performance. With respect to the operating profit component, the Company exceeded the target in the first half and performed at target for the second half of fiscal 2013 resulting in 110% and 100% payouts, respectively. The payouts to the named executive officers (other than our CEO) under the individual performance component ranged from 105% to 125% of target for the first half of the fiscal year and from 110% to 120% target for the second half of the fiscal year. The payout to Mr. Gavriellov, our CEO, under the individual performance component was 120% of target, which was measured annually rather than semi-annually. The Company did not meet its revenue growth component and therefore no bonus was paid for that performance metric. As a result of the performance outcomes above, annual incentive cash compensation paid to our named executive officers for fiscal 2013 was below each executive's target annual incentive opportunity.

The following table shows the annual performance achievement as a percentage of target by our named executive officers under the 2013 Incentive Plan:

**Named Executive Officer Actual Incentive Cash Compensation as a Percent of Target**

<u>Name</u>	<u>Total Incentive Award as % of Target</u>
Moshe N. Gavriellov	79.47%
Jon A. Olson	77.09%
Victor Peng	79.38%
Vincent L. Tong	80.47%
Frank A. Tornaghi	75.50%

- Long-Term Equity Incentive Compensation.** In fiscal 2013, the Compensation Committee granted restricted stock units (RSUs) to our named executive officers. The RSUs granted were comprised of a mix of performance-based RSUs (60%) and time-based RSUs (40%) in fiscal 2013. The Compensation Committee believed that a greater portion of the RSUs should be specifically tied to performance requirements in line with our business strategy to align pay with performance. Shares earned under the 2013 performance-based RSU grants were based on three performance measures that we believe drive long-term shareholder value. These measures are share of revenue, technology leadership and quality leadership. Performance is measured over one year and any shares earned vest over an additional two years (for a total of three years of vesting). In fiscal year 2013, the Company exceeded the thresholds for payout for all three performance measures. As a result, each named executive officer earned 127.3% of the target number of shares granted (one-third of the shares vest in July 2013 and the remainder will vest one-third in July 2014 and one-third in July 2015).

### *Impact of 2012 Shareholder Advisory Vote on Executive Compensation*

In August 2012, we conducted a non-binding advisory vote on the compensation of our named executive officers, commonly referred to as a “say on pay” vote, at our Annual Meeting of Stockholders. Our stockholders overwhelmingly approved the compensation of the named executive officers, with approximately 91% of stockholder votes cast in favor of our executive compensation program.

As the Compensation Committee evaluated our executive compensation policies and practices throughout fiscal 2013, it was mindful of the strong support our stockholders expressed for our compensation philosophy and objectives. Accordingly, and as a result of the favorable say-on-pay vote, the Company continued its long-term equity incentive philosophy by granting a mix of time-based and performance-based RSUs and the Compensation Committee decided to retain its general approach to executive compensation, with an emphasis on granting incentive compensation such as performance-based RSUs that reward our most senior executives when they deliver value for our stockholders.

Consistent with the recommendation of the Board of Directors and the preference of our stockholders as reflected in the advisory vote on the frequency of future say-on-pay votes conducted at our 2011 Annual Meeting of Stockholders, the Board of Directors has adopted a policy providing for an annual advisory vote on the compensation of our named executive officers.

### **Role of the Compensation Committee**

The Compensation Committee, in consultation with the Company’s CEO, is responsible for establishing the Company’s compensation and benefits philosophy and strategy. The Compensation Committee also oversees the general compensation policies of the Company and sets specific compensation levels for corporate officers, including the named executive officers. The Compensation Committee, together with the Board, evaluates the CEO’s performance and, the Compensation Committee determines CEO compensation. In determining compensation strategy, the Compensation Committee reviews market competitive data (described below) to ensure that the Company is able to attract, motivate, reward and retain quality employees, including the named executive officers. The Compensation Committee has the authority to engage its own independent advisors to assist in carrying out its responsibility and has done so, as described below, but may not delegate its authority to such advisors.

### **Compensation Consultant**

In fiscal 2013, the Compensation Committee continued to retain the services of Semler Brossy Consulting Group LLC (Semler Brossy) to act as its independent compensation consultant. Semler Brossy reported directly to the Compensation Committee and not to management. Semler Brossy provided the Compensation Committee with general advice on compensation matters, including reviewing the composition of the peer group, providing compensation data related to executives at the selected companies in the peer group and providing advice on our executive officers’ compensation generally. Based on the above and its review of the factors set forth under Rule 10C-1 of the Exchange Act, the Compensation Committee assessed the independence of Semler Brossy and concluded that no conflict of interest exists that would prevent Semler Brossy from independently representing the Compensation Committee. In fiscal 2013, the Compensation Committee met regularly in executive session with its independent compensation consultant without management present. Semler Brossy did not provide any additional services to the Company other than the services for which it was retained by the Compensation Committee, and the Compensation Committee is not aware of any conflict of interest that exists that would otherwise prevent Semler Brossy from being independently engaged. The Company pays the cost for Semler Brossy’s services.

### **Compensation Philosophy and Objectives**

The primary objectives of the Compensation Committee with respect to determining executive compensation are to attract, motivate and retain talented employees and to align executives’ interests with those of stockholders, with the ultimate objective of improving stockholder value. It is the philosophy of the Compensation Committee that the best way to achieve this is to align executives’ compensation with their level of performance, thereby compensating executives on a “pay for performance” basis.

To achieve these objectives, the Compensation Committee has implemented and oversees compensation plans that tie a significant portion of executives’ overall compensation to our financial performance, including operating profit, revenue growth, our share of revenue and the trading price of our Common Stock. Overall, the total compensation opportunity is intended to create an executive compensation program which is competitive with comparable companies. The comparable companies considered by the Compensation Committee are described more fully below.

For fiscal 2013, the Compensation Committee approved the 2013 Incentive Plan, which is described in greater detail below. Compensation under the 2013 Incentive Plan varied with our financial performance during the fiscal year. Bonus payments to executives corresponded with the Company’s performance during the fiscal year, as well as with their individual performance. This design was intended to accomplish the Company’s goal of aligning executives’ interests with those of stockholders by

encouraging the executives to work diligently toward the success of the Company, and to reward, as appropriate, achievement of semi-annual and annual objectives.

In addition to the 2013 Incentive Plan, the Company further seeks to advance its objective of aligning executives' interests with the interests of stockholders through its 2007 Equity Incentive Plan (2007 Equity Plan). In May 2013, the Compensation Committee approved amendments to the 2007 Equity Plan to extend its term by ten years and to increase the number of shares reserved for issuance by 2,000,000 shares, as further discussed under Proposals Three and Four. The purpose of the 2007 Equity Plan is to promote the success of our business by encouraging equity ownership in the Company. In particular, the 2007 Equity Plan provides officers with incentive to exert maximum effort toward the success of the Company and to participate in such success through acquisition and retention of our Common Stock.

### **Procedural Approaches to Accomplish Compensation Objectives**

The Compensation Committee believes that the executive compensation provided by the Company to its executives, including the named executive officers, should include both cash and stock-based compensation that rewards performance as measured against established goals.

**Peer Group Data.** To aid in its periodic examination and determination of executive compensation, the Company purchased for the Compensation Committee data from Radford Surveys + Consulting (Radford), specifically the Radford Global Technology Survey, to assist in setting executive compensation. In our survey of market data, we focused on companies meeting all or some of the following criteria: (i) they operate in a similar industry as the Company; (ii) they are of roughly similar size (as measured by revenues and aggregate market capitalization) as the Company; (iii) they have growth expectations similar to those of the Company; and (iv) they are companies against whom the Company competes for talent. For fiscal 2013, the Compensation Committee considered the following peer group companies:

- Advanced Micro Devices, Inc.
- Altera Corporation
- Analog Devices, Inc.
- Applied Materials, Inc.
- Atmel Corporation
- Autodesk, Inc.
- Broadcom Corporation
- Brocade Communications Systems Inc.
- Cadence Design Systems, Inc.
- Cypress Semiconductor Corporation
- Fairchild Semiconductor International Inc.
- KLA-Tencor Corporation
- LAM Research Corporation
- Linear Technology Corporation
- LSI Corporation
- Marvell Technology Group Ltd.
- Maxim Integrated Products Inc.
- Microchip Technology Inc.
- Nvidia Corporation
- ON Semiconductor Corporation
- Sandisk Corporation
- Synopsys, Inc.

The Compensation Committee approved several changes to the peer group in fiscal 2013 to ensure the peer group remained relevant. First, three companies were added to the list, namely Applied Materials Inc., Autodesk, Inc. and Brocade Communications Systems, Inc., because they compete for similar end markets and met the criteria enumerated above. Second, two companies were removed from the list, namely Novellus Systems, Inc. and National Semiconductor Corporation, because they either had been or were in the process of being acquired. Data on the compensation practices of the above-mentioned peer group is generally gathered through searches of publicly available information, including publicly available databases. Peer group data is gathered with respect to base salary, bonus targets and equity awards. The Radford survey reflects more current information than the information found through publicly available sources. In fiscal 2013 all of the peer group companies identified above participated in the Radford survey.

As noted above, the Compensation Committee retains the services of Semler Brossy to provide independent compensation advice and analysis. In addition, the Compensation Committee reviews the Radford survey and publicly available information of compensation offered by the applicable market comparables. The Committee took the results of the Radford report and Semler Brossy's analysis into account, along with other relevant considerations as described in this Compensation Discussion and Analysis, in determining adjustments to executive compensation. The Compensation Committee ensures the Company's compensation policies for the named executive officers are designed to attract, motivate, and retain talented executive officers and are aligned with the long-term interests of the Company's shareholders. While the Compensation Committee reviews the external market data, it does not target any specific pay percentile within those companies for purposes of setting cash and equity compensation levels nor does the Compensation Committee consider the total shareholder return of the peer group in making compensation decisions. Rather, the Compensation Committee uses the peer group information merely as a guide to determine whether we are generally competitive in the market.

***CEO Evaluation and Compensation Determination.*** The Compensation Committee, together with the Board, annually reviews the performance of the CEO in light of the goals and objectives of the Company's executive compensation plans, and approves CEO compensation. The review of the performance and compensation of the CEO and all other named executive officers is conducted annually during the period commencing around the middle of May which is called our "Focal Review Period." The Compensation Committee uses objective data from peer group companies to assist in determining the compensation of the CEO, and compares the data to competitive ranges following statistical analysis and review of subjective policies and practices, including assessment of the CEO's achievements, and a review of compensation paid to CEOs of the peer group companies. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee considers all relevant factors, including the Company's performance and relative stockholder return, the value of similar awards to CEOs of the peer group companies, the awards given to the CEO in prior years, and formal feedback from the independent directors. To provide further assurance of independence, the Compensation Committee's independent compensation consultant, Semler Brossy, provides its recommendation for CEO compensation. The compensation consultant prepares analyses showing competitive CEO compensation among the peer group for the individual elements of compensation and total direct compensation. Then, it provides the Compensation Committee with a range of recommendations for any change in the CEO's base salary, annual incentive target, equity grant value, and equity mix. The recommendations take into account the peer group competitive pay analysis, expected future pay trends, and importantly, the position of the CEO in relation to other senior executives and proposed pay actions for all key employees of the Company. The range allows the Compensation Committee to exercise its discretion based on the CEO's individual performance and other factors.

Based on the foregoing and after reviewing comparative compensation data provided by Semler Brossy, the Compensation Committee approved increases in Mr. Gavriellov's base salary and target bonus percentages for fiscal 2013. Mr. Gavriellov's base salary was increased by \$50,000 to \$750,000 and his target bonus rate was increased by 15 percentage points from 110% to 125% for fiscal year 2013.

***Evaluation of Other Named Executive Officers and Compensation Determination.*** The CEO works with the Compensation Committee in establishing the Company's compensation and benefits philosophy and strategy for its executives and also makes specific recommendations to the Compensation Committee with respect to the individual compensation for each of the executive officers, including the named executive officers other than himself. With respect to the named executive officers, the Compensation Committee annually reviews, with the CEO, the executives' performance in light of the goals and objectives of the Company, and approves their compensation. The Compensation Committee also considers all relevant factors in approving the level of such compensation, including each executive officer's performance during the year, specifically an officer's accomplishments, areas of strength and areas for development, the executive's scope of responsibility and contributions to the Company, and the executive's experience and tenure in the position. During the Focal Review Period, the CEO and members of the Company's human resources department evaluate each named executive officer's performance during the year based on the CEO's knowledge of each named executive officer's performance, individual self-assessment and feedback provided by the named executive officer's peers and direct reports. The CEO also reviews compensation data gathered from Radford as well as from publicly available information such as SEC filings and identifies trends and competitive factors to consider in adjusting compensation levels of the named executive officers. The CEO then makes a recommendation to the Compensation Committee as to each element of each named executive officer's compensation.

## Compensation Components

Our executive compensation is divided into the following components: base salary, incentive cash compensation, and long-term equity incentive compensation. The following table summarizes these elements of compensation:

Compensation Element	Objectives	Key Features
Base Salary	Provides a fixed, baseline level of compensation for services rendered during the fiscal year.	<p>Fixed cash compensation is based on scope of responsibility, breadth of knowledge, experience and tenure in the position and individual performance.</p> <p>In addition, in determining base salaries for executive officers, we review the base salaries being paid to executive officers in comparable positions in our peer group companies and conduct an internal review of the executive's compensation, both individually and relative to other executive officers.</p>
Performance-Based Incentive Cash Compensation	Rewards participants for achieving or exceeding corporate and individual performance objectives and serves to compensate, attract and retain highly qualified executives.	<p>The incentive cash bonus is calculated as a percentage of the named executive officer's annual base earnings. Cash incentive awards are payable based on the achievement of pre-established corporate objectives, including revenue growth, operating profit, and individual performance goals. The operating profit component and individual performance component are paid on a semi-annual basis for all named executive officers except the CEO whose operating profit component is paid on a semi-annual basis but whose individual performance is paid on an annual basis. The revenue growth component is paid on an annual basis for all named executive officers.</p>
Long-Term Equity Incentive Compensation	<p>Establishes a corporate culture that supports strong long-term corporate performance by encouraging our named executive officers to take a long-term outlook.</p> <p>Provides an important retention tool for named executive officers to the extent that equity awards are subject to vesting over an extended period of time.</p>	<p>The performance-based RSUs have several performance-based components, including share of revenue, technology leadership and quality leadership. The number of performance-based RSUs earned is dependent on the level of achievement under these performance metrics, aligning pay with performance. Following determination of the number of performance-based RSUs earned, the RSUs will be subject to further time-based vesting. The performance-based RSUs will vest in three annual equal installments, starting one year from the date of grant.</p> <p>The time-based RSUs vest in one lump sum on the third anniversary from the date of grant.</p>

**Base Salary.** In May 2012, as part of the annual Focal Review Period, the Compensation Committee reviewed the base salaries of our named executive officers focusing on the competitiveness of salaries. Based on comparing current salaries to the base salary levels at the companies in our peer group, as well as considering the roles and responsibilities and potential performance of the named executive officers, the Compensation Committee increased the base salaries of Mr. Olson by \$10,000, Mr. Peng by \$60,000, Mr. Tong by \$20,000 and Mr. Tornaghi by \$15,000. The base salary increases were effective July 1, 2012. As discussed above, Mr. Gavriellov, our CEO, received a \$50,000 increase in his base salary in fiscal 2013, also effective on July 1, 2012.



The following table is a summary of the changes to base salary for our named executive officers in fiscal 2013:

### Named Executive Officer Salary Adjustments

<u>Named Executive Officer</u>	<u>Fiscal 2012 Salary<sup>(1)</sup></u>	<u>Fiscal 2013 Salary<sup>(1)</sup></u>	<u>Percent Change</u>
Moshe N. Gavriellov	\$700,000	750,000	7.1%
Jon A. Olson	470,000	480,000	2.1%
Victor Peng	410,000	470,000	14.6%
Vincent L. Tong	350,000	370,000	5.7%
Frank A. Tornaghi	370,000	385,000	4.1%

- (1) These amounts reflect the base salaries approved for a particular fiscal year, and not the actual earnings for the respective named executive officer, which earnings may be different due to certain factors, such as the timing of the approved salary increase.

**Incentive Cash Compensation.** In fiscal 2013, the Compensation Committee adopted the 2013 Incentive Plan. The bonus target for our CEO was increased to 125% of his annual base earnings, up from 110% in fiscal 2012, based on competitive market data. The bonus target for all other named executive officers was 75% of their annual base earnings, unchanged from fiscal 2012. Under the 2013 Incentive Plan, the cash bonuses for the named executive officers were based on each executive's earnings and then determined using three different components, each with a different weighting: (1) the Company's operating profit as a percentage of revenue determined in accordance with U.S. Generally Accepted Accounting Principles, or GAAP (OP Component), but excluding payments under the Company's non-sales incentive plans and other unusual charges, weighted at 30%; (2) the Company's annual revenue growth (Growth Component), weighted at 30%; and (3) the individual performance component (Individual Performance Component) based on individual performance goals pertaining to such officer's position and responsibilities, weighted at 40%. The OP Component and Individual Performance Component are paid on a semi-annual basis and the Growth Component is paid on an annual basis, except for Mr. Gavriellov, our CEO, whose OP Component is paid on a semi-annual basis but whose Individual Performance Component and Growth Component are paid on an annual basis.

For fiscal 2013 as compared to fiscal 2012, the weighting of the different components was revised to increase the weighting of the Growth Component by 10 percentage points and correspondingly reduce the Individual Performance Component by 10 percentage points in order to greater emphasize revenue growth as a factor in determining bonus amounts.

For the first half of fiscal 2013, the Company exceeded the operating profit objective resulting in a 110% payout under the OP Component. Payouts to the named executive officers (other than our CEO) under the Individual Performance Component for the first half of the fiscal year ranged from 105% to 125% of target. In the second half of the fiscal year, the Company met its operating profit objective, resulting in a 100% payout under the OP Component. In the second half of the fiscal year, the payouts to the named executive officers (other than our CEO) under the Individual Performance Component ranged from 110% to 120% of target. The payout to Mr. Gavriellov, our CEO, under the Individual Performance Component was 120% of target, which was measured annually rather than semi-annually. The Company did not meet its revenue growth component and therefore no bonus was paid for that performance metric. The following table shows the annual performance achievement as a percentage of target by our named executive officers under the 2013 Incentive Plan:

### Named Executive Officer Actual Incentive Cash Compensation as a Percent of Target

<u>Name</u>	<u>Total Incentive Award as % of Target</u>
Moshe N. Gavriellov	79.47%
Jon A. Olson	77.09%
Victor Peng	79.38%
Vincent L. Tong	80.47%
Frank A. Tornaghi	75.50%

Each component is described in more detail below under the sections entitled "Operating Profit Component," "Revenue Growth Component," and "Individual Performance Component."

**Operating Profit Component.** The OP Component is designed to measure and reward improvements in the Company's operating profit. The goal in the OP Component is to continually manage and reduce costs and enhance profitability. For

purposes of the 2013 Incentive Plan, the OP Component is calculated on a semi-annual basis using the financial results for the fiscal six-month period. The operating profit percentage used in the OP Component, and referred to in the discussion below, excludes expenses related to bonus payments made under the Company's non-sales incentive compensation plans and other non-recurring adjustments or expenses that are not associated with currently planned or on-going business operations such as litigation expenses and restructuring expenses. In connection with the calculation of the OP Component for the second half of fiscal 2013, the Compensation Committee exercised its discretion to exclude a restructuring charge, not to exceed \$3 million, incurred by the Company as a result of reductions in force in its offices globally.

The OP Component is subject to a threshold range for any payout and contains a multiplier that increases payout under this component depending on Company performance. For fiscal 2013, the Compensation Committee instituted a cap of 2 times (2x) on the multiplier, which means the maximum multiplier for the OP Component is 200%. There was no cap in the OP Component in fiscal 2012. Except for the cap of 2x on the multiplier, the operating margin percentage targets remained unchanged from fiscal 2012. The table below outlines the general progression of the multipliers in fiscal 2013:

#### **OP Component Scale (Abbreviated)**

<b>Operating Profit Margin (FY2013)</b>	<b>OP Component Multiplier</b>
<13%	—
13% - 19%	20%
20%	30%
27% - 29%	100%
30%	110%
34%	150%
39%	200%

Once the Company reached 13% operating profit, then the OP Component multiplier (OP Component Multiplier) would equal 20%. The OP Component Multiplier remained at 20% for each percentage point increase in operating profit until the Company achieved 20% operating profit. Once the Company's operating profit reached 20%, then the OP Component Multiplier increases by 10% for each percentage point increase over 20% operating profit until the Company reaches 27% operating profit. The Company would then pay 100% of the OP Component of the target bonus for operating profit between 27% and 29%. Thereafter, the OP Component Multiplier increases by 10% for each percentage point increase of operating profit over 29% until a total operating profit of 39%, at which the multiplier is capped at 200%.

The calculations below of the OP Component Multiplier are based on actual fiscal 2013 Company performance, and show the Company's operating profit exceeded target in the first half of the fiscal year and was at target for the second half of the fiscal year.

#### **OP Component Multipliers for Fiscal 2013**

<b>Period</b>	<b>Actual Company OP Component</b>	<b>OP Component Multiplier</b>
First Half	30%	1.1
Second Half	28%	1.0

The OP Component was paid semi-annually and determined by the following formula:

$$\text{OP Component Weighting (30\%)} \times \text{OP Component Multiplier} \times \text{Target Bonus \%} \times \text{Semi-Annual Earnings} = \text{Semi-Annual OP Component}$$

*Revenue Growth Component.* The Growth Component measures increases in the Company's revenue growth year over year and rewards increases over a certain minimum threshold. The Growth Component is measured and paid on an annual basis. In fiscal 2013, the minimum increase in revenue growth for payment was 1%. Once the Company reached 1% revenue growth year over year, then the Growth Component multiplier (Growth Component Multiplier) would equal 20%. The Growth Component Multiplier increased by 20% for each percentage point of revenue growth above 1%, and was capped at 200%.

The Growth Component for the year was determined by the following formula:

$$\text{Growth Component Weighting (30\%)} \times \text{Growth Component Multiplier} \times \text{Target Bonus \%} \times \text{Annual Earnings} = \text{Growth Component}$$

In fiscal 2013, the Company did not meet its revenue Growth Component threshold for payout and therefore no bonus was paid for that performance metric.

*Individual Performance Component.* Under the Individual Performance Component, for each performance period, each named executive officer received up to a maximum of ten individual goals, each with a weighting depending on the value of the goal. The threshold payment for any payout under the Individual Performance Component is 50% overall achievement and the maximum performance is capped at 150% (Individual Performance Multiplier).

Each individual goal under the Individual Performance Component was (1) directly related to the Company's business objectives and (2) corresponded to such executive's position and responsibilities at the Company. The management goals for the named executive officers related to the broader corporate goals within the following categories:

- *Product objectives.* Goals related to product innovation and development, product quality and product schedules fell within this category.
- *Sales and marketing objectives.* Goals related to design wins, marketing strategies and product launches fell within this category.
- *Operational objectives.* Goals related to fiscal discipline, cost reductions, business efficiencies and profitability fell within this category.
- *Organizational objectives.* Goals related to the implementation of employee performance and compensation programs, succession planning and compliance fell within this category.

The Individual Performance Component is paid semi-annually for all named executive officers, except the CEO, and determined by the following formula:

Individual Performance Component Weighting (40%) x Individual Performance Multiplier x Target Bonus % x Semi-Annual Earnings = Semi-Annual Individual Performance Component

The CEO's Individual Performance Component was paid annually and determined by the following formula:

Individual Performance Component Weighting (40%) x Individual Performance Multiplier x Target Bonus % x Annual Earnings = CEO's Individual Performance Component

For all named executive officers other than the CEO, the CEO, in consultation with each executive, assigned a weight to each goal which was measured in proportion to how that goal corresponded to the importance of the business objective involved. At the end of each semi-annual period, the CEO reviewed his determination of the executive's performance along with the executive's self assessment on a scale of 0% to 150% of the executive's achievement of each goal. Based on the CEO's determination of the executive's level of goal achievement, the CEO then recommended to the Compensation Committee an individual performance multiplier, on a scale of 0% to 150%, for each named executive officer.

For the CEO, the Compensation Committee, in consultation with the CEO, set forth each of the CEO's goals, which were measured in proportion to the importance of that goal to the business. At the end of the annual period, the CEO self-assessed his achievement of each goal on the same 0% to 150% scale and submitted the self-assessment to the Compensation Committee. The performance of these goals was then reviewed and discussed with the Board and the award was approved by the Compensation Committee.

The table below reflects a hypothetical example of how particular goals would be weighted based on their achievement level, resulting in the calculation of the Individual Performance Multiplier for an individual executive participating in the plan.

**Individual Performance Component Multiplier (Example Only)**

<u>Goal</u>	<u>Weighting</u>	<u>Achievement Level</u>	<u>Multiplier</u>
#1	20%	100%	20%
#2	30%	50%	15%
#3	30%	100%	30%
#4	20%	150%	30%
<b>Individual Performance Multiplier</b>			<b>95%</b>

Following the CEO's assessment and recommendation, the Compensation Committee reviews and approves the multiplier and semi-annual payout for each named executive officer for each semi-annual period. With respect to the CEO, the Compensation Committee reviewed the CEO's self-assessment and made their own assessment of his performance at the end of the annual period. The Compensation Committee then recommended to the Board of Directors, and the Board of Directors reviewed and discussed the multiplier and annual payout for the CEO and then the Compensation Committee approved it. In assessing the

CEO's achievements and approving his compensation, the Compensation Committee and the Board of Directors considered his achievements within a broader set of expectations including strategic leadership, organizational quality and effectiveness, management abilities and responsiveness to economic conditions.

A summary of the goals for each named executive officer under the Individual Performance Component are discussed in the footnotes to the table below. The target and actual bonus amounts for fiscal 2013 for our named executive officers, based on the achievement against the financial goals (as discussed above) and achievement against the individual performance goals (as discussed in the footnotes below) were as follows:

Named Executive Officer	Base Salary (\$)	Target Bonus (\$)	Bonus Actually Paid (\$)				Total Bonus Actually Paid (\$)	Annual Target as Percentage of Base Salary (%)	Bonuses Actually Paid as Percentage of Base Salary (%)
			First Half Financial Metrics (\$)	First Half Individual Performance (\$)	Second Half Financial Metrics (\$)	Second Half Individual Performance (\$)			
Moshe N. Gavriellov	737,500	921,875	149,531	—	140,625	442,500 <sup>(1)</sup>	732,656	125	99
Jon A. Olson	477,500	358,125	58,781	81,938 <sup>(2)</sup>	54,000	81,360 <sup>(3)</sup>	276,079	75	58
Victor Peng	455,000	341,250	54,450	82,500 <sup>(4)</sup>	52,875	81,075 <sup>(5)</sup>	270,900	75	60
Vincent L. Tong	365,000	273,750	44,550	67,500 <sup>(6)</sup>	41,625	66,600 <sup>(7)</sup>	220,275	75	60
Frank A. Tornaghi	381,250	285,938	46,716	59,456 <sup>(8)</sup>	43,313	63,525 <sup>(9)</sup>	213,010	75	56

- (1) Represents the actual bonus paid to Mr. Gavriellov for fiscal 2013 based achievement against his specific individual performance goals. For fiscal 2013, Mr. Gavriellov earned 120% of his target bonus attributable to the Individual Performance Component by successfully: (1) meeting product delivery goals, product development goals, and achieving sales targets, (2) assessing and presenting to the Board a fabrication strategy and product and portfolio strategy to increase revenue and market share, and (3) exhibiting strategic leadership through organization cohesiveness, nurturing a performance-based culture, responding to a changing market and economic environment, developing and retaining a strong management team, and successfully managing the Company's relationship with its stockholders.
- (2) Represents the actual bonus paid to Mr. Olson for the first half of fiscal 2013 based on achievement against his specific individual performance goals. For the first half of fiscal 2013, Mr. Olson earned 115% of his target bonus attributable to the Individual Performance Component by successfully: (1) driving the Company's efforts on gross margin improvements, (2) implementing various programs to improve the Company's profitability and financial decision making processes, (3) implementing programs to maintain and improve Company controls and processes, and (4) identifying components for employee development program.
- (3) Represents the actual bonus paid to Mr. Olson for the second half of fiscal 2013 based on achievement against his specific individual performance goals. For the second half of fiscal 2013, Mr. Olson earned 113% of his target bonus attributable to the Individual Performance Component by successfully: (1) driving the Company's efforts on gross margin improvements, (2) driving profitability and completing key strategic initiatives, (3) implementing various programs to improve the Company's controls, compliance, and processes, and (4) implementing expanded employee evaluation and career development programs.
- (4) Represents the actual bonus paid to Mr. Peng for the first half of fiscal 2013 based on achievement against his specific individual performance goals. For the first half of fiscal 2013, Mr. Peng earned 125% of his target bonus attributable to the Individual Performance Component by successfully: (1) meeting product delivery and production goals, (2) releasing certain software development tools and next generation products on time, (3) achieving certain business revenue targets, (4) achieving gross margin goals, and (5) identifying components for employee development program.
- (5) Represents the actual bonus paid to Mr. Peng for the second half of fiscal 2013 based on achievement against his specific individual performance goals. For the second half of fiscal 2013, Mr. Peng earned 115% of his target bonus attributable to the Individual Performance Component by successfully: (1) releasing next generation software development tools on time, (2) meeting product delivery and production goals, (3) achieving certain business and marketing goals, (4) achieving gross margin goals, and (5) designing an action plan to implement career development program for employees.
- (6) Represents the actual bonus paid to Mr. Tong for the first half of fiscal 2013 based on achievement against his specific individual performance goals. For the first half of fiscal 2013, Mr. Tong earned 125% of his target bonus attributable to the Individual Performance Component by successfully: (1) achieving the Company's gross margin goals, (2) achieving certain quality production goals, (3) attaining certain product deliverables on time, (4) identifying employee development programs, (5) meeting quality control goals, and (6) identifying components for employee development.
- (7) Represents the actual bonus paid to Mr. Tong for the second half of fiscal 2013 based on achievement against his specific individual performance goals. For the second half of fiscal 2013, Mr. Tong earned 120% of his target bonus

attributable to the Individual Performance Component by successfully: (1) implementing certain cost control measures, (2) meeting certain quality production goals, (3) achieving certain quality control and delivery goals on time, (4) implementing certain employee development and training programs.

- (8) Represents the actual bonus paid to Mr. Tornaghi for the first half of fiscal 2013 based on achievement against his specific individual performance goals. For the first half of fiscal 2013, Mr. Tornaghi earned 105% of his target bonus attributable to the Individual Performance Component by successfully: (1) achieving gross margin goals, (2) achieving design win goals for certain product lines, (3) increasing growth in certain customer accounts, and (4) identifying components for employee development program.
- (9) Represents the actual bonus paid to Mr. Tornaghi for the second half of fiscal 2013 based on achievement against his specific individual performance goals. For the second half of fiscal 2013, Mr. Tornaghi earned 110% of his target bonus attributable to the Individual Performance Component by successfully: (1) achieving design win goals for certain product lines, (2) increasing growth in major customer accounts, (3) achieving gross margin goals, and (4) implementing certain employee development and training programs.

*Calculation of Payouts for Named Executive Officers.* Except for the CEO, to determine the semi-annual payment for the first half of the fiscal year, the OP Component Multiplier and the Individual Performance Component Multiplier were multiplied by their respective weights and added together to compile a semi-annual multiplier (Semi-Annual Multiplier). The calculation of the Semi-Annual Multiplier was as follows:

$$[\text{OP Component Weighting (30\%)} \times \text{OP Component Multiplier} \times \text{Target Bonus \%}] + [\text{Individual Performance Component Weighting(40\%)} \times \text{Individual Performance Component Multiplier} \times \text{Target Bonus \%}] = \text{Semi-Annual Multiplier}$$

The Semi-Annual Multiplier was then applied to the named executive officer's salary earned during the first half of the fiscal year, except for the CEO.

The calculation for the CEO's semi-annual payment for the first half of the fiscal year was as follows:

$$[\text{OP Component Weighting (30\%)} \times \text{OP Component Multiplier} \times \text{Target Bonus \%}] = \text{CEO Semi-Annual Multiplier}$$

The CEO Semi-Annual Multiplier was then applied to the CEO's salary earned during the first half of the fiscal year. The calculation does not include the Individual Performance Component Multiplier because that is evaluated and paid on an annual basis for the CEO.

To determine the payment for all named executive officers for the second half of the fiscal year, except the CEO, the calculation is as follows:

$$[\text{OP Component Weighting (30\%)} \times \text{OP Component Multiplier} \times \text{Target Bonus \%} \times \text{Semi-Annual Earnings}] + [\text{Individual Performance Component Weighting (40\%)} \times \text{Individual Performance Component Multiplier} \times \text{Target Bonus \%} \times \text{Semi-Annual Earnings}] + [\text{Growth Component Weighting (30\%)} \times \text{Growth Component Multiplier} \times \text{Target Bonus \%} \times \text{Annual Earnings}] = \text{Non-CEO Second Half Payout}$$

Because the CEO's Individual Performance and Growth Components are determined on an annual basis, rather than on a semi-annual basis, the CEO's payout for the second half of the fiscal year is determined according to the following formula:

$$[\text{OP Component Weighting (30\%)} \times \text{OP Component Multiplier} \times \text{Target Bonus \%} \times \text{Semi-Annual Earnings}] + [\text{Individual Performance Component Weighting (40\%)} \times \text{Individual Performance Component Multiplier} \times \text{Target Bonus \%} \times \text{Annual Earnings}] + [\text{Growth Component Weighting (30\%)} \times \text{Growth Component Multiplier} \times \text{Target Bonus \%} \times \text{Annual Earnings}] = \text{CEO Second-Half Payout}$$

***Long-Term Equity Incentive Compensation.*** The Compensation Committee regularly monitors the environment in which the Company operates and makes changes to our equity program as necessary to help us meet our goals, including achieving long-term stockholder value and attracting, motivating and retaining talent. In fiscal 2013, the Compensation Committee granted a mix of performance-based RSUs and time-based RSUs to the named executive officers. The Compensation Committee believes that RSUs align the executives' interests with the stockholders' interests and provide a stronger retention tool for our executives as compared to stock options that are unpredictable during turbulent economic times. Additionally, the higher value of RSUs allows us to issue fewer shares of our Common Stock thereby reducing dilution to our stockholders.

For fiscal 2013, the mix of RSUs was as follows: 40% are time-based RSUs and 60% are performance-based RSUs with additional time-based vesting. The Compensation Committee believed that a portion of the RSUs should be specifically tied to performance requirements in line with our business strategy to align pay with performance but that a portion should also be time-based to provide a retention tool for the Company. The basis of determining the number of RSUs granted (viewed in the aggregate by value) was based on individual performance, peer group data, the pay mix between cash compensation and equity compensation, the equity mix between options and RSUs, and the Compensation Committee's assessment of the retention value of existing and new equity grants. Additionally, further differentiation was made between the named executive officers

based on competitive peer group data for their respective positions and the Compensation Committee's assessment of each executive's potential future contributions to the Company.

*Time-Based RSUs.* Time-based RSUs were subject to vesting based on the executive's continued service with us but not subject to performance vesting criteria. These time-based RSUs vest in one lump sum on the third anniversary from the date of grant, thereby promoting retention. The named executive officers, as well as all other Section 16 officers, must retain half of the shares of Company stock derived from awards of time-based restricted stock units until their respective stock ownership requirements are met.

*Performance-Based RSUs.* In fiscal 2013, the Compensation Committee granted our named executive officers performance-based RSUs based upon its fundamental belief that performance should continue to be a significant factor in our overall equity compensation program. The amount of the performance-based RSUs that become earned will be based on a one-year performance cycle as determined subsequent to the end of the Company's fiscal year. The number of earned performance-based RSUs may increase with overachievement of the performance goals and may decrease for underachievement of the performance goals, including no performance-based RSUs being earned. The maximum number of performance-based RSUs that may be earned is 150% of the target number of performance-based RSUs. Following a determination by the Compensation Committee of the number of performance-based RSUs earned based on the achievement of the applicable performance goals, such earned RSUs will be subject to further time-based vesting in equal installments on each of the three anniversaries of the grant date, which for performance-based RSUs granted in fiscal 2013, will be July 2 of each of 2013, 2014 and 2015.

The performance period for the performance-based RSUs is the Company's fiscal year. Following the end of the fiscal year, the performance goals are evaluated and the degree of achievement, between 0-150%, is determined. This data was presented to the Compensation Committee in May 2013 and after analyzing and reviewing the results, they certified the degree of goal accomplishment against performance-based components (share of revenue, technology leadership and quality leadership). The Compensation Committee's certification also included the total number of RSUs to be issued pursuant to each award based on the degree of achievement. The first 33.3% of the total number of RSUs subject to an award vests on the one year anniversary of the date of grant or July 2, 2013. The remaining 66.7% of the unvested shares (as determined based on results from the one-year performance period) are subject to time-based vesting and shall vest in equal annual installments over the following two years on the anniversary of the date of grant, or July 2, 2014 and July 2, 2015. The performance components applicable to the 2013 performance-based RSUs consist of the following: share of revenue component (SOR Component), weighted at 20% which is designed to measure and reward increases in the Company's share of revenue as compared to specified competitors; technology leadership component (Technology Component), weighted at 50% which measures the leadership of the Company's product portfolio; and quality leadership component (Quality Component), weighted at 30%, which measures the quality of the Company's products from both a customer and internal controls perspective.

The following table sets forth the number of targeted and actual performance-based RSUs and actual time-based RSUs awarded to each of our named executive officers in fiscal 2013, based on the considerations described above:

#### **Named Executive Officer RSU Awards for Fiscal 2013**

<b>Name</b>	<b>Performance-Based RSUs (Target) <sup>(1)</sup></b>	<b>Performance-Based RSUs (Actual) <sup>(2)</sup></b>	<b>Time-Based RSUs (Actual)</b>
Moshe N. Gavriellov	57,500	73,198	38,500
Jon A. Olson	21,500	27,370	14,500
Victor Peng	21,500	27,370	14,500
Vincent L. Tong	14,500	18,459	10,000
Frank A. Tornaghi	14,500	18,459	10,000

- (1) This column represents the number of performance-based RSUs for fiscal 2013 based on achievement of the performance goals at 100% of target. Actual RSUs for 2013 may range from 0 to 150% of target depending on the level of performance.
- (2) This column represents the actual number of performance-based RSUs awarded based on performance achievement for fiscal 2013. The Compensation Committee determined the performance-based RSU multiplier was 1.273 for fiscal 2013.

## Performance Components

The performance-based RSUs are granted subject to the terms and conditions of our 2007 Equity Plan and applicable RSU agreement. Performance-based RSUs consist of three performance components, as follows:

*Share of Revenue Component.* The SOR Component was designed to measure and reward increases in the Company's share of revenue as compared to certain benchmark programmable logic device (PLD) companies identified by the Compensation Committee, which for the fiscal 2013 were Altera Corporation and Lattice Semiconductor (collectively, the SOR Comparator Companies). The SOR Component was selected as a goal because the Company sought to improve its market position relative to its chief PLD competitors, and the Compensation Committee identified the SOR Comparator Companies as such chief competitors.

To determine the Company's share of revenue as compared to the SOR Comparator Companies, the Company measured the actual revenue result of the Company and the SOR Comparator Companies on an annual basis. The Company's share of revenue (the Company SOR) is determined by dividing the Company's total annual revenue by the annual revenue generated by the Company and the SOR Comparator Companies during the Company's fiscal year. The SOR Component is subject to a threshold and a multiplier that increases the target number of shares depending on Company performance above that threshold. In fiscal 2013, the SOR Component is subject to a threshold of 50.3% and a maximum award of 150% of the target number of shares. If the performance score is below the 50.3% threshold, no shares will be earned. If the Company reached this threshold, then the SOR Component payout multiplier (SOR Component Multiplier) was 10%. For each 0.1% increase in the SOR Component the SOR Component Multiplier increased by 10%. If the Company SOR achieved 51.2%, then the SOR Component Multiplier increased to 100% and 100% payout would be achieved. The maximum payout was capped at 150% if the SOR Component reached 51.8% or greater.

*Technology Component.* The Technology Component was designed to measure and reward significant achievements in the Company's technology roadmap. The Technology Component measures a number of factors in assessing the Company's competitiveness and status of leadership in the PLD market with respect to its portfolio of products. Such factors include, but are not limited to, use of power, process node achievements, integration, performance of high speed transceiver technology and ease of use of software. The Technology Component is subject to a minimum threshold of 20% and a maximum award of 150% of the target number of shares. If the performance score is below the minimum, no shares will be earned.

*Quality Component.* The Quality Component was designed to measure and reward significant achievements in the quality of the Company's products. The Quality Component is measured by both customer experience and internal quality systems monitoring. The Quality Component is subject to a minimum threshold of 20% and a maximum award of 150% of the target number of shares. If the performance score is below the minimum, no shares will be earned.

***Generally Available Benefit Programs.*** The Company also maintains generally available benefit programs in which our executives may participate. The Company maintains the ESPP, under which generally all employees are able to purchase our Common Stock through payroll deductions at a discounted price. We also maintain a tax-qualified 401(k) Plan for employees in the U.S., which provides for broad-based employee participation. Under the 401(k) Plan, the Company will match up to 50% of the first 8% of an employee's compensation that the employee contributes to their 401(k) account, up to a maximum per calendar year of \$4,500 per employee. We also provide a "true-up" for participants who did not receive their maximum matching contribution during a 401(k) plan year as a result of meeting their contribution limits early in the year. The Company makes a matching contribution to help attract and retain employees and to provide an additional incentive for our employees to save for their retirement in a tax-favored manner.

The Company also offers a number of other benefits to the named executive officers pursuant to benefits programs that provide for broad-based employee participation which includes medical, dental and vision insurance, disability insurance, various other insurance programs, health and dependent care flexible spending accounts, educational assistance, employee assistance and certain other benefits. The terms of these benefits are essentially the same for all eligible employees.

The Company also maintains an unfunded, nonqualified deferred compensation plan which allows eligible participants, including executive officers and members of the Board, to voluntarily defer receipt of a portion or all of their salary, cash bonus payment or directorship fees, as the case may be, until the date or dates elected by the participants, thereby allowing the participating employees and directors to defer taxation on such amounts. Refer to the section below entitled "Deferred Compensation Plan" for more information about this benefit plan. The Company does not maintain a "SERP" or similar defined benefit deferred compensation plan for any of its employees.

Consistent with our compensation philosophy, we intend to continue to maintain market-competitive benefits for all employees, including our named executive officers; provided, however, that the Compensation Committee may revise, amend, or add to the officer's executive benefits and perquisites if it deems advisable in order to remain competitive with comparable companies and/or to retain individuals who are critical to the Company. We believe the benefits and perquisites we offer are currently at

competitive levels with comparable companies. We do not provide any other perquisites to our named executive officers that are not made available to other employees.

### **Fiscal 2014 Compensation Actions**

On May 15, 2013, the Compensation Committee approved an executive incentive plan for fiscal 2014 (2014 Incentive Plan). The 2014 Incentive Plan provides for a cash bonus calculated as a percentage of the executive officer's base salary. After a review of market compensation data, the Committee increased the fiscal 2014 bonus target for the CEO from 125% to 140% of his base salary, and the bonus targets for all other executive officers were increased to a range of 65% to 80% (previously the range was 60% to 75%) of their respective base salaries, depending on their position. The 2014 Incentive Plan has an operating profit component, revenue growth component and individual performance component, similar to the 2013 Incentive Plan. The 2014 Incentive Plan components are weighted as follows: the operating profit component, weighted at 30%, the revenue growth component, weighted at 30%, and the individual performance component, weighted at 40%. For all the named executive officers except the CEO, the operating profit component and individual performance component are paid on a semi-annual basis and the revenue growth component is paid on an annual basis. For the CEO, the operating profit component is paid on a semi-annual basis, but the individual performance component and the revenue growth component are paid on an annual basis. The 2014 Incentive Plan is effective for fiscal 2014. For fiscal 2014, based on comparing base salary levels at the companies in our peer group, as well as considering the roles and responsibilities and potential performance of the named executive officers, the Compensation Committee increased the base salary for Mr. Peng to \$480,000, and did not change any of the other named executive officers. Mr. Peng's base salary increase will be effective on July 1, 2013.

For fiscal 2014, the Compensation Committee has decided to award equity only in the form of performance-based RSUs to the Company's executive officers in order to tie all their equity compensation to Company performance and increase the executives' focus on key long-term drivers of value.

### **Employment Agreements with Named Executive Officers**

***Employment Letter Agreements with Moshe N. Gavriellov and Jon A. Olson.*** The Company maintains employment letter agreements with Messrs. Gavriellov and Olson. Mr. Gavriellov's employment letter agreement, entered into with Mr. Gavriellov on January 4, 2008, and amended on June 13, 2012, entitles him to certain payments and benefits in the event his employment is terminated at any time due to disability or other than for cause, or if Mr. Gavriellov voluntarily terminates his employment for good reason. Mr. Gavriellov's agreement was entered into with him as part of an arm's length negotiation with the Compensation Committee when he joined the Company.

The employment letter agreement that we entered into with Mr. Olson on June 2, 2005, and amended on February 14, 2008, and June 13, 2012, provides Mr. Olson with certain payments and benefits in the event he is terminated without cause within one year following a change in control of the Company. This arrangement was entered into with Mr. Olson to retain Mr. Olson and ensure his cooperation with and continued commitment to the success of the Company.

The employment letter agreements with Messrs. Gavriellov and Olson were amended on June 13, 2012, to clarify the treatment of certain equity awards in the event of termination of employment. A description of the terms of Messrs. Gavriellov's and Olson's employment letter agreements, as amended, and a quantification of the potential payments and benefits under these agreements, are provided below in the section entitled "Potential Payments Upon Termination or Change in Control."

### **Equity Grant Procedures and Guidelines**

We have conducted an internal review of our equity granting procedures to ensure that our procedures satisfy both our objectives and all applicable compliance requirements. To this end, the Company has adopted written procedures for the grant of equity awards. With respect to grants to employees and officers, including named executive officers, the Compensation Committee reserves the authority to make grants at such time and with such terms as it deems appropriate in its discretion, subject to the terms of the 2007 Equity Plan. Generally, grants of equity awards are made to officers based on and in connection with the annual review during the Focal Review Period. The Compensation Committee determines individual grants to each named executive officer based on a variety of factors that the Compensation Committee determines to be relevant and appropriate at the time of grant. These factors typically have included the size and value of unvested equity awards held by the named executive officer, the named executive officer's job performance, skill set, prior experience, and time in the position, as well as external market data, internal equity, pressures to attract and retain talent, dilutive effect of grant size and business conditions. The Compensation Committee also periodically grants equity awards at its scheduled meetings or by unanimous written consent for new hires and promotions. Grants approved during scheduled meetings become effective and are priced as of the date of approval or a pre-determined future date. Grants approved by unanimous written consent become effective and are priced as of the date the last signature is obtained or as of a predetermined future date. The Compensation Committee has made certain exceptions to these procedures in order to grant an equity award on an executive's start date, as it did in the case of the initial option grant to Mr. Gavriellov. The Company has not granted, nor does it intend in the future to grant, equity awards to executives in anticipation of the release of material nonpublic information that is likely to result in changes to the



price of the Company's Common Stock, such as a significant positive or negative earnings announcement. Similarly, the Compensation Committee has not timed, nor does it intend in the future to time, the release of material nonpublic information based on equity award grant dates. In any event, because equity compensation awards typically vest over three or four-year periods, the effect of any immediate increase in the price of the Company's Common Stock following grant is minimal.

The Board of Directors has delegated to the CEO and CFO limited authority to approve equity award grants to non-officer employees pursuant to the terms of the 2007 Equity Plan, and subject to the provisions of pre-determined guidelines. Specifically, with respect to non-officer employees, our annual focal awards will be granted on or about the first business day of our second fiscal quarter of each year, and other equity awards will generally be granted on the 10th day of the month, or if on such date the Company's stock is not traded, the first business day thereafter that the Company's stock is traded. The Compensation Committee is responsible for determining and granting all equity awards to executive officers.

Under the 2007 Equity Plan, the exercise price of options and stock appreciation rights may not be less than 100% of the closing price of the shares underlying such options and stock appreciation rights on the date of grant.

### **Claw-Back Policy**

The Board has adopted a policy for seeking the return (claw-back) from executive officers of compensation to the extent such amounts were paid due to financial results that later had to be restated, subject to the terms described below. The policy provides that to the extent the Board, or any Committee thereof, and the Company, in their discretion, determine appropriate, the Company may require reimbursement of all or a portion of any bonus, incentive payment, commission, equity-based award or other compensation granted to and received by or for an elected officer beginning in fiscal 2009, where: (1) the compensation was predicated upon achieving certain financial results that were subsequently the subject of a substantial restatement of Company financial statements filed with the SEC; (2) the Board (or a Committee thereof), in its sole discretion, determines the elected officer engaged in intentional misconduct that was directly responsible for the substantial restatement; and (3) a reduced amount of compensation would have been paid to the elected officer based upon the restated financial results.

### **Stock Ownership Guidelines**

We have adopted stock ownership guidelines for our officers, including the named executive officers, to align more closely the interests of our officers with those of our stockholders. Under these guidelines, the CEO is required to own Company stock having a value of at least \$2.5 million. Senior vice presidents who are Section 16 officers are required to own Company stock having a value of at least \$750,000 and corporate vice presidents who are Section 16 officers are required to own Company stock having a value of at least \$500,000. In addition, the CEO and all other Section 16 officers must retain half of the shares of Company stock delivered from awards of time-based restricted stock units until their respective ownership requirements are met.

### **Policy Against Short Sales, Other Put-Equivalent Investment and Margin Accounts**

All employees, including the named executive officers, are subject to our Insider Trading Policy. Our Insider Trading Policy prohibits any employee from hedging, engaging in short sales or entering into any transaction, investment or arrangement that is intended or may be expected to increase in value on the basis of any decrease in value of any of our shares of Common Stock (such as buying "put" options). In addition, the policy prohibits any employee from holding shares of our Common Stock in a margin account or pledging shares of our Common Stock. The Company has a corporate policy regarding 10b5-1 trading plans and pursuant to such policy, key terms of the 10b5-1 trading plans of Directors and executive officers are disclosed on the Company's website at [www.investor.xilinx.com](http://www.investor.xilinx.com).

### **Tax and Accounting Treatment of Compensation**

In our review and establishment of compensation programs and payments, we consider, but do not place great emphasis on, the anticipated accounting and tax treatment of our compensation programs. While we do consider the accounting and tax treatment, these factors alone are not dispositive. Among other factors that receive greater consideration are the net costs to the Company and our ability to effectively administer executive compensation arrangements which are in the short and long-term interests of stockholders. The Compensation Committee seeks to maintain flexibility and judgment in compensating executive officers in a manner designed to promote varying corporate goals and therefore, has not adopted a policy with respect to the tax or accounting treatment of compensation.

It is our policy generally to qualify compensation paid to named executive officers for deductibility under Section 162(m) of the Tax Code. Section 162(m) of the Tax Code places a limit of \$1,000,000 on the amount of compensation that the Company may deduct in any one year with respect to each of its CEO and next three most highly paid executive officers (other than its CFO, referred to in the Tax Code as "covered persons"). Our stockholder-approved equity plans are qualified so that awards of stock options and performance based RSUs under these plans may constitute performance-based compensation not subject to the limit under Section 162(m) of the Tax Code, provided they otherwise satisfied the requirements under Section 162(m) of

the Tax Code. A portion of the cash payments we make under the 2013 Incentive Plan may not be deductible under Section 162(m) of the Tax Code. The Compensation Committee intends to continue to evaluate the effects of the Tax Code and related U.S. Treasury regulations and the advisability of qualifying its executive compensation for deductibility of such compensation. To maintain flexibility in compensating executive officers in a manner designed to promote varying corporate goals, however, the Compensation Committee has not adopted a policy that all compensation payable to a covered person must be deductible on the Company's federal income tax returns.

We account for equity compensation paid to our employees and non-employee directors in accordance with FASB ASC Topic 718, which requires us to estimate and record expense for each award of equity compensation over the service period of the award.

### **Risk Analysis of Compensation Programs**

The Compensation Committee considers potential risks when reviewing and approving compensation programs. The Compensation Committee, in cooperation with management reviewed the Company's existing compensation programs and believes that the mix and design of the elements of such programs does not encourage management to assume excessive risks and accordingly are not reasonably likely to have a material adverse effect on the Company. Our programs have been balanced to focus on both short-term and long-term financial and operational performance through prudent business judgment and appropriate, measured risk-taking.

Our incentive cash compensation program is designed to reward financial and management performance in areas considered critical to short- and long-term success of the Company. The cash incentive plan for our named executive officers is based on a combination of corporate financial metrics and individualized strategic goals. The financial metric component is based on multiple financial metrics which counterbalance each other, decreasing the likelihood that executives will pursue any one metric to the detriment of overall financial performance. The OP Component is designed to reward improvements in the Company's operating profit and the Growth Component is designed to measure and reward increases in the Company's revenue growth year over year. These metrics limit the ability of an executive to be rewarded for taking excessive risk on behalf of the Company by, for example, seeking revenue enhancing opportunities at the expenses of profitability. In addition, there are caps on bonus payments in all the components of the cash incentive plan. The OP Component and Growth Component are capped at 200% and the Individual Performance Component is capped at 150%. These limitations and caps eliminate the risk of uncapped cash bonus opportunities and unjustified bonus payments. Finally, the Board has also adopted a clawback policy (as discussed above) whereby the Company would seek a return (claw-back) from executive officers of compensation to the extent such amounts were paid due to financial results that later had to be restated. The individual strategic goals for the CEO are reviewed and discussed with the Board and approved by the Compensation Committee; the individual strategic goals for each of the named executive officers are reviewed and discussed with the Compensation Committee and approved by the CEO. Furthermore, payment for the cash incentive bonus for our named executive officers is approved by the Compensation Committee. This multi-layer approval process in the goal-setting and payment approval process reduces the risk of improper awards.

Our equity incentive program is designed to promote long-term performance. During fiscal 2013, our equity incentive program contained a mix of time-based RSUs and performance-based RSUs. Time-based RSUs for employees vest annually over a four-year vesting schedule and the time-based RSUs for executive officers vest in a lump sum on the third anniversary of the date of grant. Since restricted stock retains value even in a depressed market, employees are usually incentivized to enhance its value. Performance-based RSUs are earned upon the attainment of certain performance metrics therefore aligning pay with performance.

In prior years, our equity incentive program also included awards of stock options that vest monthly over a period of four years. Some of these stock options remain outstanding. Since options generate value if the stock price appreciates from the date of grant, these awards also provide incentives to promote behavior that is aligned with stockholder interests over the long term.

As previously discussed, the Company has also adopted stock ownership guidelines which further align executives with stockholder interests and promote long-term focus on Company growth. Therefore, the Compensation Committee believes that these equity awards do not encourage unnecessary or excessive risk taking since equity awards are subject to long-term vesting schedules and the ultimate value of the awards is tied to the appreciation of the Company's stock price. This helps ensure that executives have significant value tied to long-term stock price performance.

The Company has also adopted corporate policies to encourage diligence, prudent decision-making and oversight during the goal-setting and review process. The processes that are in place to manage and control risk include:

- The Compensation Committee approves the payout scale for the OP Component and the Growth Component.
- The Compensation Committee sets the financial metrics at reasonable levels in light of past performance and market conditions.
- Payments under the incentive cash compensation program for executives are subject to the approval of the Compensation Committee.
- The Compensation Committee retains discretion in administering all awards and in determining performance achievement.

The Company has implemented a number of effective controls such as the Code of Conduct, a claw-back policy and quarterly sub-certification process for all executives in order to mitigate the risk of any unethical behavior.

## 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 the management of the Company and, based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and, through incorporation by reference from this proxy statement, the Company's Annual Report on Form 10-K for the fiscal year ended March 30, 2013.

The Compensation Committee  
—J. Michael Patterson, Chairman  
—Marshall C. Turner  
—Elizabeth W. Vanderslice

The following non-employee members of the Board participated in the review, discussions and recommendations with respect to the compensation of the CEO.

—Philip T. Gianos  
—John L. Doyle  
—William G. Howard, Jr.  
—J. Michael Patterson  
—Albert A. Pimentel  
—Marshall C. Turner  
—Elizabeth W. Vanderslice

The foregoing Report of the Compensation Committee of the Board of Directors is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of Xilinx under the Securities Act of 1933, as amended (the "Securities Act,") or under the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in any such filing.

## Summary Compensation Table

The following table provides compensation information for the named executive officers.

Name and Position	Year	Salary (1) (\$)	Bonus (\$)	Stock Awards (2) (\$)	Option Awards (2) (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in	All Other Compensation (3) (\$)	Total (\$)
							Pension Value and Nonqualified Deferred Compensation Earnings (\$)		
Moshe N. Gavriellov	2013	737,500	—	3,019,200	—	732,656	—	4,437	4,493,793
President and Chief	2012	700,000	—	3,319,785	—	750,750	—	8,000	4,778,535
Executive Officer	2011	700,000	—	—	2,351,650	1,074,150	—	—	4,125,800
Jon A. Olson <sup>(4)</sup>	2013	477,500	—	1,132,200	—	276,079	—	3,783	1,889,562
Senior Vice President,	2012	467,500	—	1,264,680	—	337,472	—	5,350	2,075,002
Finance and Chief	2011	460,000	—	—	739,090	498,525	—	3,733	1,701,348
Financial Officer									
Victor Peng <sup>(4)</sup>	2013	455,000	—	1,132,200	—	270,900	—	4,725	1,862,825
Senior Vice President,	2012	407,500	—	1,264,680	—	278,972	—	2,788	1,953,940
Programmable	2011	400,000	—	—	638,305	415,500	—	2,250	1,456,055
Platforms Group									
Vincent L. Tong <sup>(5)</sup>	2013	365,000	—	770,525	—	220,275	—	139,303	1,495,103
Senior Vice President, Worldwide Quality and New Product Introductions									
Frank A. Tornaghi	2013	381,250	—	770,525	—	213,010	—	4,625	1,369,410
Senior Vice President,	2012	367,500	—	843,120	—	234,253	—	5,183	1,450,056
Worldwide Sales	2011	360,000	—	—	537,520	368,550	—	3,900	1,269,970

- (1) Amounts shown reflect salary earned in fiscal 2013. Effective July 1, 2012, the Compensation Committee increased annual base salaries to the amounts as follows: Mr. Gavriellov, \$750,000; Mr. Olson, \$480,000; Mr. Peng, \$470,000; Mr. Tong, \$370,000 and Mr. Tornaghi, \$385,000.
- (2) Amounts shown do not reflect compensation actually received by the named executive officer. Instead, the amounts shown reflect the grant date fair value for stock awards granted in fiscal 2013 as determined pursuant to FASB ASC Topic 718. The assumptions used to calculate the value of the awards are set forth in Note 6 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for fiscal 2013 filed with the SEC on May 23, 2013. These compensation costs as they relate to stock awards reflect costs associated with stock awards granted in fiscal 2013. These compensation costs as they relate to option awards reflect option awards granted in 2011. For fiscal 2013, this includes the following number of performance-based RSUs based on achievement at 100% of target level performance: Mr. Gavriellov, 57,500 shares; Mr. Olson, 21,500 shares; Mr. Peng, 21,500 shares; Mr. Tong, 14,500 shares; and Mr. Tornaghi, 14,500 shares. The maximum number of performance-based RSUs that could be earned by our named executive officers based on achievement at 150% of target level performance is as follows: Mr. Gavriellov, 86,250 shares; Mr. Olson, 32,250 shares; Mr. Peng, 32,250 shares; Mr. Tong, 21,750 shares; Mr. Tornaghi, 21,750 shares. In May 2013, the Compensation Committee determined that the following number of performance-based RSUs were earned based on actual performance achievement: Mr. Gavriellov, 73,198 shares; Mr. Olson, 27,370 shares; Mr. Peng, 27,370 shares; Mr. Tong, 18,459 shares; and Mr. Tornaghi, 18,459 shares. For fiscal 2013, this also includes the following number of time-based RSUs: Mr. Gavriellov, 38,500 shares; Mr. Olson, 14,500 shares; Mr. Peng, 14,500 shares; Mr. Tong, 10,000; and, Mr. Tornaghi, 10,000 shares.
- (3) Unless otherwise indicated, the amounts in this column consist of Company contributions during the applicable fiscal year under its 401(k) Plan. The Company's 401(k) Plan includes a program that matches up to \$4,500 of employee contributions calculated on a calendar year basis. In order to provide the relevant contributions for our fiscal year, the contributions shown in the table overlap two calendar years and may include amounts attributable to catch-up contributions.
- (4) Named executive officer participates in the Company's non-qualified deferred compensation plan. For more information about this plan see the section below entitled "Deferred Compensation Plan."

- (5) Mr. Tong became a named executive officer in fiscal 2013. As a result, information for fiscal 2011 and fiscal 2012 has been omitted. In addition to Mr. Tong's role as Senior Vice President, Worldwide Quality and New Product Introductions, Mr. Tong currently serves as the Company's executive leader for the Asia Pacific region. In this role, Mr. Tong's charter is to expand the Company's presence and accelerate business development in a region that is experiencing tremendous growth. In connection with his service in this role, the Company leases an apartment and automobile for Mr. Tong, and reimburses certain costs incurred by Mr. Tong as a direct result of his work in the Asia Pacific region. Specifically, in connection with Mr. Tong's Asia Pacific assignment, in fiscal year 2013 the Company paid \$59,085 for the lease of an apartment and other housing-related expenses; \$33,673 for the lease of an automobile and other transportation-related expenses; \$14,370 for a cost of living allowance; \$10,966 for home leave expenses, such as airfare and transportation; and \$21,209 for tax services related to his service abroad.

### Grants of Plan-Based Awards for Fiscal 2013

The following table provides information on equity and non-equity awards granted to our named executive officers during fiscal 2013.

Name	Type	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(3)</sup>	All Other Option Awards: Number of Securities Underlying Options <sup>(3)</sup>	Exercise or Base Price of Option Awards <sup>(3)</sup>	Grant Date Fair Value/ Incremental Fair Value of Stock and Option Awards <sup>(4)</sup>
				Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Moshe N. Gavrielov	RSU	7/2/2012	6/13/2012	—	—	—	—	—	—	38,500	—	—	1,210,825
	PSU	7/2/2012	6/13/2012	—	—	—	—	57,500	86,250	—	—	—	1,808,375
	EIP	—	5/10/2012	—	921,875	1,659,375	—	—	—	—	—	—	—
Jon A. Olson	RSU	7/2/2012	6/13/2012	—	—	—	—	—	—	14,500	—	—	456,025
	PSU	7/2/2012	6/13/2012	—	—	—	—	21,500	32,250	—	—	—	676,175
	EIP	—	5/9/2012	—	358,125	644,625	—	—	—	—	—	—	—
Victor Peng	RSU	7/2/2012	6/13/2012	—	—	—	—	—	—	14,500	—	—	456,025
	PSU	7/2/2012	6/13/2012	—	—	—	—	21,500	32,250	—	—	—	676,175
	EIP	—	5/9/2012	—	341,250	614,250	—	—	—	—	—	—	—
Vincent L. Tong	RSU	7/2/2012	6/13/2012	—	—	—	—	—	—	10,000	—	—	314,500
	PSU	7/2/2012	6/13/2012	—	—	—	—	14,500	21,750	—	—	—	456,025
	EIP	—	5/9/2012	—	273,750	492,750	—	—	—	—	—	—	—
Frank A. Tornaghi	RSU	7/2/2012	6/13/2012	—	—	—	—	—	—	10,000	—	—	314,500
	PSU	7/2/2012	6/13/2012	—	—	—	—	14,500	21,750	—	—	—	456,025
	EIP	—	5/9/2012	—	285,937	514,688	—	—	—	—	—	—	—

- (1) Actual payouts have been made under the fiscal 2013 Incentive Plan, as disclosed in the Summary Compensation Table in the column entitled "Non-Equity Incentive Plan Compensation."
- (2) Represents performance-based RSU awards granted in fiscal 2013, which become earned based on performance in fiscal 2013. These columns show the number of performance-based RSU awards that may become earned at threshold, target and maximum levels of performance. In May 2013, the Compensation Committee determined the actual number of RSUs earned based on performance for fiscal 2013 were as follows: Mr. Gavrielov, 73,198 shares; Mr. Olson, 27,370 shares, Mr. Peng, 27,370 shares; Mr. Tong, 18,459 shares; and Mr. Tornaghi, 18,459 shares. These RSUs are subject to further time-based vesting, as described above under "EXECUTIVE COMPENSATION—Compensation Discussion and Analysis—Long-Term Equity Incentive Compensation – Performance-Based RSUs." The awards were granted under our 2007 Equity Plan.
- (3) This column represents awards of time-based RSUs granted under our 2007 Equity Plan.
- (4) Amounts in this column represent the grant date fair value of RSUs granted in fiscal 2013 calculated in accordance with FASB ASC Topic 718. The assumptions used to calculate the value of the awards are set forth in Note 6 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for fiscal 2013 filed with the SEC on May 23, 2013.

## Outstanding Equity Awards at Fiscal Year-End 2013

The following table provides information on outstanding stock options and RSUs held by the named executive officers as of March 30, 2013.

Name	Option Awards						Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Grant Date	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (1) (#)	Market Value of Shares or Units of Stock That Have Not Vested (2) (\$)	Equity Incentive Plan Awards: Number of Units or Other Rights That Have Not Vested (3) (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (2) (#)
Moshe N. Gavriellov	524,965	—	—	20.46	1/7/2008	1/7/2015 <sup>(4)</sup>	—	—	—	—
	240,683	29,167	—	20.57	7/1/2009	7/1/2016 <sup>(5)</sup>	—	—	—	—
	175,043	116,667	—	25.39	7/6/2010	7/6/2017 <sup>(5)</sup>	—	—	—	—
	—	—	—	—	7/5/2011	—	38,000	1,450,460	—	—
	—	—	—	—	7/5/2011	—	—	—	51,321	1,958,923
	—	—	—	—	7/2/2012	—	38,500	1,469,545	—	—
	—	—	—	—	7/2/2012	—	—	—	57,500	2,194,775
	—	—	—	—	7/2/2012	—	—	—	—	—
Jon A. Olson	200,000	—	—	25.66	6/27/2005	6/27/2015 <sup>(4)</sup>	—	—	—	—
	80,000	—	—	22.80	7/3/2006	7/3/2016 <sup>(5)</sup>	—	—	—	—
	37,500	—	—	26.97	7/2/2007	7/2/2014 <sup>(5)</sup>	—	—	—	—
	60,000	—	—	24.29	7/1/2008	7/1/2015 <sup>(5)</sup>	—	—	—	—
	91,666	8,334	—	20.57	7/1/2009	7/1/2016 <sup>(5)</sup>	—	—	—	—
	73,333	36,667	—	25.39	7/6/2010	7/6/2017 <sup>(5)</sup>	—	—	—	—
	—	—	—	—	7/5/2011	—	14,500	553,465	—	—
	—	—	—	—	7/5/2011	—	—	—	19,530	745,460
	—	—	—	—	7/2/2012	—	14,500	553,465	—	—
—	—	—	—	7/2/2012	—	—	—	21,500	820,655	
Victor Peng	170,000	—	—	26.34	5/12/2008	5/12/2015 <sup>(4)</sup>	—	—	—	—
	82,500	7,500	—	20.57	7/1/2009	7/1/2016 <sup>(5)</sup>	—	—	—	—
	63,333	31,667	—	25.39	7/6/2010	7/6/2017 <sup>(5)</sup>	—	—	—	—
	—	—	—	—	7/5/2011	—	14,500	553,465	—	—
	—	—	—	—	7/5/2011	—	—	—	19,530	745,460
	—	—	—	—	7/2/2012	—	14,500	553,465	—	—
	—	—	—	—	7/2/2012	—	—	—	21,500	820,655
Vincent L. Tong	28,000	—	—	40.11	4/5/2004	4/5/2014 <sup>(5)</sup>	—	—	—	—
	25,000	—	—	26.02	12/8/2005	12/8/2015 <sup>(5)</sup>	—	—	—	—
	20,000	—	—	22.80	7/3/2006	7/3/2016 <sup>(5)</sup>	—	—	—	—
	25,000	—	—	19.79	8/8/2006	8/8/2016 <sup>(5)</sup>	—	—	—	—
	26,250	—	—	26.97	7/2/2007	7/2/2014 <sup>(5)</sup>	—	—	—	—
	60,000	—	—	26.34	5/12/2008	5/12/2015 <sup>(5)</sup>	—	—	—	—
	73,333	6,667	—	20.57	7/1/2009	7/1/2016 <sup>(5)</sup>	—	—	—	—
	53,333	26,667	—	25.39	7/6/2010	7/6/2017 <sup>(5)</sup>	—	—	—	—
	—	—	—	—	7/5/2011	—	9,500	362,615	—	—
	—	—	—	—	7/5/2011	—	—	—	13,171	502,737
	—	—	—	—	7/2/2012	—	10,000	381,700	—	—
—	—	—	—	7/2/2012	—	—	—	14,500	553,465	

Frank A. Tornaghi	61,000	—	—	21.98	2/11/2008	2/11/2015 <sup>(4)</sup>	—	—	—	—
	30,000	—	—	24.29	7/1/2008	7/1/2015 <sup>(5)</sup>	—	—	—	—
	73,333	6,667	—	20.57	7/1/2009	7/1/2016 <sup>(5)</sup>	—	—	—	—
	53,333	26,667	—	25.39	7/6/2010	7/6/2017 <sup>(5)</sup>	—	—	—	—
	—	—	—	—	7/5/2011	—	9,500	362,615	—	—
	—	—	—	—	7/5/2011	—	—	—	13,171	502,737
	—	—	—	—	7/2/2012	—	10,000	381,700	—	—
	—	—	—	—	7/2/2012	—	—	—	14,500	553,465

- (1) Time-based RSUs vest 100% on the third anniversary of the date of grant, subject to continued employment with the Company.
- (2) Market value is computed by multiplying the closing price of the Company's stock on the last trading day of the fiscal year by the number of shares reported in the adjacent column. The closing price of the Company's stock on March 28, 2013 was \$38.17.
- (3) Performance-based RSUs vest 33.3% on the anniversary of the date of grant, and then 33.3% on each anniversary date thereafter, subject to continued employment with the Company. The number of shares subject to RSUs in this column are based on the number of performance-based RSUs that were earned based on actual performance achievement, except for those awarded in fiscal 2013. For the performance-based RSUs awarded in fiscal 2013, this column represents the number of RSU shares assuming achievement at 100% of target level performance. In May 2013, the Compensation Committee determined that the following number of performance-based RSUs were earned based on actual performance achievement: Mr. Gavriellov, 73,198 shares; Mr. Olson, 27,370 shares; Mr. Peng, 27,370 shares; Mr. Tong, 18,459 shares; Mr. Tornaghi, 18,459 shares.
- (4) The stock option vests and becomes exercisable over a period of four years, with 25% of the shares vesting on the first anniversary of the date of grant, and the remainder of the shares vesting in equal monthly installments for the following three years, subject to continued employment with the Company.
- (5) The stock option vests and becomes exercisable over a period of four years in equal monthly installments beginning on the first monthly anniversary of the date of grant, subject to continued employment with the Company.



## Option Exercises and Stock Vested for Fiscal 2013

The following table provides information on stock option exercises and the value realized upon exercise, and all stock awards vested and the value realized upon vesting, by the named executive officers during fiscal 2013.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (1) (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (2) (\$)
Moshe N. Gavriellov	43,680	526,571	25,660	858,327
Jon A. Olson	18,750	188,845	9,764	326,606
Victor Peng	—	—	14,764	492,806
Vincent L. Tong	28,000	310,270	6,585	220,268
Frank A. Tornaghi	20,000	326,384	6,585	220,268

- (1) The value realized upon exercise is the product realized by multiplying the number of shares of stock by the difference between the market value of the underlying shares on the exercise date and the exercise price applicable to the stock options.
- (2) The value realized upon vesting is the product realized by multiplying the number of shares of stock by the market value of the underlying shares on the vesting date.

## Deferred Compensation Plan

The Company maintains an unfunded, nonqualified deferred compensation plan which allows our employees in director-level and above positions, including our named executive officers, as well as our Directors, to voluntarily defer receipt of a portion or all of their salary, cash bonus payment and/or sales incentive payment or directorship fees, as the case may be, until the earliest “distribution event” (e.g., specific date, termination of employment, death or change of control) elected by the participants or provided for by the plan, thereby allowing the participating employees and Directors to defer taxation on such amounts. Distributions may be made in a lump sum payment or in installments (not to exceed 15 years). This deferred compensation plan is offered in order to allow participants to defer more compensation than they would otherwise be permitted to defer under a tax-qualified retirement plan, such as our 401(k) Plan. Further, the Company offers the deferred compensation plan as a competitive practice to enable it to attract and retain top talent by providing employees with an opportunity to save in a tax efficient manner.

Amounts credited to the deferred compensation plan consist only of cash compensation that has been earned and payment of which has been timely and properly deferred by the participant. Under the deferred compensation plan, the Company is obligated to deliver on a future date the deferred compensation credited to the relevant participant’s account, adjusted for any positive or negative notional investment results from hypothetical investment alternatives selected by the participant under the deferred compensation plan (Obligations). The Obligations are unsecured general obligations of the Company and rank in parity with other unsecured and subordinated indebtedness of the Company.

In addition, the Company, acting through the Board, may make discretionary contributions to the accounts of one or more deferred compensation plan participants. In fiscal 2013, there were no discretionary contributions made by the Company to the deferred compensation plan accounts, and we do not guarantee minimum returns to any participant in the deferred compensation plan. We incur only limited administration expenses to maintain the deferred compensation plan. The deferred compensation plan is evaluated for competitiveness in the marketplace from time to time, but the level of benefits provided is not typically taken into account in determining an executive’s overall compensation package for a particular year.

## Nonqualified Deferred Compensation for Fiscal 2013

The following table provides information on non-qualified deferred compensation for the named executive officers during fiscal 2013.

Name	Executive Contributions in Last FY <sup>(1)</sup> (S)	Registrant Contributions in Last FY (S)	Aggregate Earnings in Last FY (S)	Aggregate Withdrawals/ Distributions (S)	Aggregate Balance at Last FYE (S)
Moshe N. Gavriellov	—	—	—	—	—
Jon A. Olson	89,375	—	263,912	—	2,685,669
Victor Peng	265,494	—	91,623	—	732,210
Vincent Tong	—	—	—	—	—
Frank A. Tornaghi	—	—	—	—	—

- (1) Mr. Olson's contributions consist of salary earned by him during fiscal 2013, which is also reported in the Summary Compensation Table. Mr. Peng's contributions are for bonus earned by him during fiscal 2012.

### Potential Payments upon Termination or Change in Control

The 2007 Equity Plan does not provide for automatic acceleration of vesting upon termination or a change in control. However, as described above in the section entitled “EXECUTIVE COMPENSATION—Compensation Discussion and Analysis—Employment Agreements with Named Executive Officers,” the Company maintains employment letter agreements with certain of our named executive officers that provide for acceleration under certain conditions, such as certain employment terminations or a change in control. The narrative and tables that follow describe potential payments and benefits to such executives under their existing employment letter agreements, including payments and benefits that would be due to them in connection with the occurrence of a change in control, assuming their employment terminated on March 30, 2013, the last day of the Company’s fiscal year.

**Employment Letter Agreement with Moshe N. Gavriellov.** Under an employment letter agreement that we entered into with Mr. Gavriellov on January 4, 2008, and amended on June 13, 2012, if the Company terminates Mr. Gavriellov’s employment at any time due to disability or other than for Cause or if Mr. Gavriellov voluntarily terminates his employment for Good Reason (in each case, as defined in his agreement and described below in the section entitled “Definitions of Good Reason, Cause and Change in Control”) then, subject to Mr. Gavriellov’s execution of a release of claims in favor of the Company, he will be eligible for: (i) one year of his base salary, (ii) one year of his target bonus, (iii) one year of COBRA premiums for medical and dental insurance, (iv) a pro rata portion of his bonus for the fiscal year during which his employment was terminated, and (v) 24 months accelerated vesting of all equity grants received from the Company prior to his termination of employment; for determining the 24 months of accelerated vesting of (a) performance-based RSUs, the number of accelerated shares will be the actual number of RSUs earned for actual performance achievement as determined by the Compensation Committee that would have vested in the 24 months following termination of employment, had the original vesting schedule been based on a monthly rather than an annual basis, unless his employment is terminated within one year of a Change in Control, in which case the 24 months of accelerated vesting of the performance-based RSUs will be based on the target number of RSUs determined at the time of grant, had the original vesting schedule had been based on a monthly rather than an annual basis, and (b) time-based RSUs, the number of shares that will accelerate will be the number of RSUs that otherwise would have vested in the 24 months following termination of employment, had the original vesting schedule been based on a monthly rather than an annual basis. Mr. Gavriellov’s employment agreement was amended on June 13, 2012 to clarify this treatment relating to the accelerated vesting of RSUs and the intent to comply, to the extent applicable, with Section 409A of the Tax Code.

**Potential Payments upon Termination of Mr. Gavriellov’s Employment.** Under his employment agreement, Mr. Gavriellov will receive certain compensation in the event we terminate his employment, as set forth above. Assuming Mr. Gavriellov’s employment was terminated without Cause or Good Reason on March 30, 2013, Mr. Gavriellov would have received the following severance benefits under his employment agreement: (i) a lump sum payment of \$750,000, consisting of his annual base salary for fiscal 2012; (ii) a lump sum payment of \$937,500, consisting of his target bonus for fiscal 2012; (iii) Company paid COBRA coverage for 12 months valued at \$26,902; (iv) a lump sum payment of \$509,375, consisting of a pro rata portion of his bonus for fiscal 2013; (v) accelerated vesting of stock options to purchase an aggregate of 131,250 shares of our Common Stock; and (vi) accelerated vesting of 188,608 shares of Common Stock subject to RSUs, which includes 72,222 shares under time-based RSUs, and 116,386 shares under performance-based RSUs. Based on the difference between the weighted average exercise price of the options and \$38.17, the closing price of our Common Stock on March 28, 2013 (the last

trading day of the fiscal year), the net value of the accelerated options would be \$1,782,813 and the value of his RSUs would be \$7,199,168. The table below calculates all payments to be made to Mr. Gavriellov in connection with such termination:

<u>Annual Base Salary</u>	<u>Annual Target Bonus</u>	<u>Pro Rata Portion of Target Bonus</u>	<u>Medical and Dental Insurance</u>	<u>Value of Options</u>	<u>Value of RSUs<sup>(1)</sup></u>	<u>Total</u>
\$ 750,000	\$ 937,500	\$ 509,375	\$ 26,902	\$ 1,782,813	\$ 7,199,168	\$ 11,205,758

- (1) Includes 24-months' acceleration of time-based RSUs and performance-based RSUs (based on actual performance of the applicable performance metrics), and assuming monthly vesting from the date of grant. In May 2013, the Compensation Committee determined Mr. Gavriellov earned 73,198 shares under his fiscal 2013 performance-based RSUs based on actual performance achievement, of which 65,065 shares would have accelerated upon his termination of employment. If Mr. Gavriellov's employment had been terminated within one year of a Change in Control, then the number of shares that would have accelerated under his fiscal 2013 performance-based RSUs would have been based on the target number, which was 57,500 shares, of which 51,111 shares would have accelerated, reducing the total in the chart above by approximately \$532,624.

**Employment Letter Agreement with Jon A. Olson.** Under an employment letter agreement that we entered into with Mr. Olson on June 2, 2005, and amended on February 14, 2008, and June 13, 2012, in the event Mr. Olson is terminated without Cause (in each case, as defined in his agreement and described below in the section entitled "Definitions of Good Reason, Cause and Change in Control") within one year of such Change in Control, and subject to Mr. Olson's execution of a release of claims in favor of the Company, he will be eligible for: (i) one year of his base salary, (ii) one year of his target bonus, (iii) one year of COBRA premium for medical and dental insurance and (iv) 12 months accelerated vesting of all equity grants received from the Company prior to such termination of employment; for determining the 12 months of accelerated vesting of (a) performance-based RSUs, the number of accelerated shares will be based on the target number of RSUs determined at the time of grant that would have vested in the 12 months following his termination of employment, had the original vesting schedule been based on a monthly rather than an annual basis, and (b) time-based RSUs, the number of shares that accelerate will be the number of RSUs that otherwise would have vested in the 12 months following termination of employment, had the original vesting schedule been based on a monthly rather than an annual basis. Mr. Olson's employment agreement was amended on June 13, 2012 to clarify this treatment relating to the accelerated vesting of RSUs and the intent to comply, to the extent applicable, with Section 409A of the Tax Code.

**Potential Payments upon Change in Control and Termination of Mr. Olson's Employment.** Under his employment agreement, Mr. Olson will receive certain compensation as set forth above. Assuming Mr. Olson's employment had been terminated without Cause within one year of a Change in Control on March 30, 2012, Mr. Olson would have received the following severance benefits under his employment agreement: (i) a lump sum payment of \$480,000, consisting of his annual base salary for fiscal 2013; (ii) a lump sum payment of approximately \$360,000, consisting of his target bonus for fiscal 2013; (iii) Company paid COBRA coverage for 12 months valued at \$26,902; (iv) accelerated vesting of stock options to purchase an aggregate of 33,750 shares of Common Stock that were in-the-money as of March 28, 2013; and (v) accelerated vesting of 49,163 shares of Common Stock subject to RSUs, which includes 20,945 shares under time-based RSUs, and 28,218 shares under performance-based RSUs. Based on the difference between the weighted average exercise price of the options and \$38.17, the closing price of our Common Stock on March 28, 2013 (the last trading day of the fiscal year), the net value of the accelerated stock options would be \$461,450 and the value of the accelerated performance-based RSUs would be \$1,876,552. The table below calculates all payments to be made to Mr. Olson in connection with such termination:

<u>Annual Base Salary</u>	<u>Annual Target Bonus</u>	<u>Medical and Dental Insurance</u>	<u>Value of Options</u>	<u>Value of RSUs<sup>(1)</sup></u>	<u>Total</u>
\$ 480,000	\$ 360,000	\$ 26,902	\$ 461,450	\$ 1,876,552	\$ 3,204,904

- (1) Includes 12-months' acceleration of time-based RSUs and performance-based RSUs based on the target number of RSUs determined at the time of grant.

**Definitions of Good Reason, Cause and Change in Control.** Under Mr. Gavriellov's employment letter agreement, the following events would constitute "Good Reason": (i) a reduction of 10% or more in his base compensation, target bonus opportunity or guaranteed bonus; (ii) a material reduction in his authority, duties or responsibilities; (iii) his no longer being CEO; or (iv) a relocation of the Company's headquarters outside of the San Francisco Bay Area; provided that Mr. Gavriellov has given the Company notice of, and the Company has failed to cure, the event giving rise to Good Reason and Mr. Gavriellov's employment terminates within six months of the occurrence of such event.

"Cause" under Mr. Gavriellov's employment letter agreement includes: (i) continued neglect of, or willful failure or misconduct in the performance of, his duties; (ii) a material breach of the Company's Proprietary Information and Inventions Agreement,

Code of Conduct or other policies; (iii) fraud, embezzlement or material misappropriation; (iv) conviction of, or entry of a plea of no contest or nolo contendere, to a felony; or (v) any continued willful and wrongful act or omission that materially injures the financial condition or business reputation of the Company and its subsidiaries; subject in certain of the above cases to applicable notice and cure periods.

The Company will have "Cause" to terminate Mr. Olson's employment if he: (i) engages in financial fraud or embezzles property of the Company or any of its subsidiaries; (ii) fails to pay an obligation owed to the Company; (iii) breaches a fiduciary duty or deliberately disregards Company policies, which results in loss to the Company; (iv) engages in any activity for any competitor of the Company or any of its subsidiaries; (v) discloses any confidential information or trade secret, or engages in the theft of any trade secret, of the Company or any of its subsidiaries; or (vi) violates securities, antitrust, unfair competition or other laws or otherwise engages in conduct that puts the Company or any of its subsidiaries at substantial risk of violating such laws.

A "Change in Control" will generally be deemed to have occurred under Messrs. Gavrilov's and Olson's agreements in the event: (i) any person or group acquires more than 50% of the fair market value or voting power of the Company's shares (however, if any one person or more than one person acting as a group, is considered to own more than 50% of the total fair market value or total voting power of the shares of Common Stock of the Company, then the acquisition of additional shares by that person or persons will not be considered to cause a "Change in Control"); (ii) a change in the majority of the members of the board of directors during any 12-month period unless such change is endorsed by a majority of the board members serving prior to the change; or (iii) any person or group acquires all or substantially all of the assets of the Company.

Other than those described above, none of the other named executive officers have severance or change in control agreements with the Company. The Company has not provided any named executive officer with a gross-up or other reimbursement for tax amounts the named executive officer might be required to pay pursuant to Section 280G, or any related section, of the Tax Code.

## REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee oversees the Company's financial reporting process on behalf of the Board. It assists the Board in fulfilling its oversight responsibilities to the stockholders relating to the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls, and the audit process. While the Audit Committee sets the overall corporate tone for quality financial reporting, management has the primary responsibility for the preparation, presentation and integrity of the Company's financial statements and implementation of the reporting process including the systems of internal controls and procedures designed to reasonably assure compliance with accounting standards, applicable laws and regulations. In accordance with the law, the Audit Committee has ultimate authority and responsibility to select, compensate, evaluate and, when appropriate, replace the Company's independent auditors. The Charter of the Audit Committee can be found at [www.investor.xilinx.com](http://www.investor.xilinx.com) under "Corporate Governance."

The Company's external auditors, Ernst & Young LLP, are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards and expressing opinions on the conformity of the Company's audited financial statements to generally accepted accounting principles in the United States and the effectiveness of the Company's internal control over financial reporting. In carrying out its responsibilities, the Audit Committee has the power to retain outside counsel or other experts and is empowered to investigate any matter with full access to all books, records, facilities and personnel of the Company. The Audit Committee members are not professional accountants or auditors, and their functions are not intended to duplicate or certify the activities of management and the independent auditors.

In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited consolidated financial statements for the fiscal year ended March 30, 2013 with management and Ernst & Young LLP, including a discussion of 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 also discussed with Ernst & Young LLP, matters required to be discussed under standards published by the Public Company Accounting Oversight Board (PCAOB), including, among other things, matters related to the conduct of the audit of the Company's consolidated financial statements and other required communications with audit committees. In addition, the Audit Committee has received and reviewed the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with them their independence from the Company and its management.

The Audit Committee reviewed and discussed with management its assessment and report on the effectiveness of the Company's internal control over financial reporting as of March 30, 2013. The Audit Committee has also reviewed and discussed with Ernst & Young LLP its audit of and report on the Company's internal control over financial reporting. The Company published these reports in its Annual Report on Form 10-K for the fiscal year ended March 30, 2013.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended March 30, 2013 for filing with the SEC.

The Audit Committee of the Board of Directors  
—John L. Doyle, Chairman  
—J. Michael Patterson  
—Albert A. Pimentel  
—Marshall C. Turner

The foregoing Report of the Audit Committee of the Board of Directors is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of Xilinx under the Securities Act or under the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in any such filing.

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

The members of the Compensation Committee are J. Michael Patterson, Marshall C. Turner and Elizabeth W. Vanderslice. During fiscal 2013, Philip T. Gianos also served on the Compensation Committee. No member of the Compensation Committee is, or was during fiscal 2013, an officer or employee of the Company or any of its subsidiaries or was formerly an officer of the Company or any of its subsidiaries. No member of the Compensation Committee is, or was during fiscal 2013, an executive officer of another company whose board of directors has a comparable committee on which one of the Company's executive officers serves. For further discussion regarding transactions with related parties, see the section above entitled "BOARD MATTERS-Director Independence."

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

Section 16(a) of the Exchange Act requires the Company's officers and Directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership of such securities with the SEC. Officers, Directors and greater than 10% beneficial owners are required by applicable regulations to furnish the Company with copies of all Section 16(a) forms they file. To the Company's knowledge, based solely upon a review of the copies of such reports furnished to the Company, and written representations from certain reporting persons that no other reports were required, the Company believes that its officers, Directors and greater-than-10% stockholders complied with all Section 16(a) filing requirements during the 2013 fiscal year.

## **RELATED TRANSACTIONS**

Our Audit Committee is responsible for reviewing and approving all related party transactions. Related parties include any of our Directors or executive officers, certain of our stockholders and their immediate family members. This obligation is set forth in writing in the Audit Committee charter. The Audit Committee reviews related party transactions due to the potential for a conflict of interest. A conflict of interest arises when an individual's personal interest interferes with the Company's interests. All transactions identified through our disclosure controls and procedures as potential related party transactions, or transactions that may create a conflict of interest or the appearance of a conflict of interest, are brought to the attention of the Audit Committee for its review. In reviewing related party transactions, the Audit Committee applies the standards set forth in the Company's Code of Conduct and the Directors' Code of Ethics which provide that Directors, officers and employees are to avoid any activity, investment or association that would cause or even appear to cause a conflict of interest. Copies of the Audit Committee Charter, the Code of Conduct and the Directors' Code of Ethics are available on our website at <http://www.investor.xilinx.com> under "Corporate Governance." For further discussion regarding transactions with related parties, see the section above entitled "BOARD MATTERS—Director Independence."

In fiscal 2011, our Audit Committee pre-approved our engagement of BlackRock, Inc. ("BlackRock") as an investment manager. At the time we entered into this engagement, BlackRock was the beneficial owner of more than five percent of our outstanding common stock and is currently a beneficial owner of more than five percent of our outstanding common stock. Xilinx paid BlackRock \$234,185 in management fees during fiscal 2013.

## **OTHER MATTERS**

The Company knows of no other matters to be submitted to the meeting. If any other matters properly come before the meeting, it is the intention of the persons named in the enclosed proxy card to vote the shares they represent as the Board may recommend.

## **THE BOARD OF DIRECTORS**

Dated: July 1, 2013

## BOARD OF DIRECTORS

### **Philip T. Gianos**

Chairman of the Board

### **Moshe N. Gavrielov**

President and Chief Executive Officer

### **John L. Doyle**

### **William G. Howard, Jr.**

### **J. Michael Patterson**

### **Albert A. Pimentel**

### **Marshall C. Turner**

### **Elizabeth W. Vanderslice**

## CORPORATE OFFICERS

### **Moshe N. Gavrielov**

President and Chief Executive Officer

### **Ivo Bolsens**

Senior Vice President and  
Chief Technology Officer

### **Kevin J. Cooney**

Corporate Vice President and  
Chief Information Officer

### **Steven L. Glaser**

Senior Vice President,  
Corporate Strategy & Marketing Group

### **Scott R. Hover-Smoot**

Corporate Vice President,  
General Counsel and Secretary

### **Marilyn Stiborek Meyer**

Corporate Vice President,  
Worldwide Human Resources

### **Jon A. Olson**

Senior Vice President, Finance and  
Chief Financial Officer

### **Victor Peng**

Senior Vice President,  
Programmable Platforms Group

### **Raja G. Petrakian**

Senior Vice President,  
Worldwide Operations

### **Krishna Rangasayee**

Senior Vice President and  
General Manager  
Communications Business Unit

### **Vincent L. Tong**

Senior Vice President,  
Worldwide Quality and  
New Product Introductions  
Executive Leader, Asia Pacific

### **Frank A. Tornaghi**

Senior Vice President,  
Worldwide Sales

## CORPORATE INFORMATION

### **Common Stock**

Xilinx's common stock trades on the NASDAQ Global Select Market under the symbol XLNX.

As of May 3, 2013, there are approximately 600 stockholders of record. Since many holders' shares are listed under their brokerage firms' names, the actual number of stockholders is estimated to be over 110,000.

### **Dividend Information**

Xilinx currently pays a quarterly common stock dividend. Please refer to the Dividend FAQ page on [www.investor.xilinx.com](http://www.investor.xilinx.com) for more information regarding our stock dividend program. Xilinx does not currently offer a Dividend Reinvestment or Direct Purchase Program.

### **Twelve Month Closing Stock Price Range:**

April 2012 to March 2013: \$30.63 - \$39.14

### **Transfer Agent and Registrar**

Please send change of address and other correspondence to:

Computershare Trust Company, N.A.  
Computershare Investor Services  
P.O. Box 43078  
Providence, RI 02940-3078  
[www.computershare.com](http://www.computershare.com)  
Phone: +1-781-575-2879

### **Inquiries Concerning the Company**

If you have questions regarding Xilinx's operations, recent results or historical performance, please contact:

Xilinx, Inc.  
Investor Relations  
2100 Logic Drive  
San Jose, CA 95124  
[www.investor.xilinx.com](http://www.investor.xilinx.com)  
Email: [ir@xilinx.com](mailto:ir@xilinx.com)

Copies of the Xilinx Annual Report, Form 10-K and Proxy are available to all stockholders without charge.

### **Independent Auditors**

Ernst & Young LLP  
San Jose, CA

### **Annual Meeting**

The 2013 Xilinx Annual Meeting of stock holders will be held on August 14, 2013 at 11 a.m. Pacific Daylight Time at Xilinx, Inc., 2050 Logic Drive, San Jose, CA 95124.



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