ANALOG DEVICES

AHEAD OF WHAT'S POSSIBLE™

2016 ANNUAL REPORT

NOTICE OF 2017 ANNUAL MEETING & PROXY STATEMENT

DEAR SHAREHOLDER,

Fiscal 2016 was another successful year in our pursuit of customer and shareholder value creation in what was a tough business environment.

While our top line revenue remained stable to the prior year, we worked with great passion and energy to improve our innovation capabilities and engage more deeply with our customers in order to better position ourselves for future growth.

In addition, we continued to optimize our operational efficiency and working capital. All told, these actions helped drive free cash flow margins to a record 34% of sales, a remarkable increase of over 500 basis points over the prior year, and I am very pleased that ADI's free cash flow margin profile now ranks higher than well over 90% of all S&P 500 companies.[1]

INVESTING FOR SUCCESS

While we are pleased, we are never satisfied. As such, we continue to focus on driving our operational execution to higher levels, while investing strongly in our own business. Since the Great Recession, we have invested $4 billion in research and development across high value products and applications in the industrial, automotive, communications infrastructure, and consumer markets—in those areas that we believe hold the greatest promise and opportunity for sustainable and profitable revenue growth for ADI.

In addition to these organic investments, we have engaged in strategic acquisitions that build out our technology base and enhance our ability to deliver highly innovative solutions to our customers.

The most transformative example of this strategy is, of course, the proposed acquisition of Linear Technology Corporation. The combination of Analog Devices and Linear Technology will bring together two of the strongest and most storied franchises in the semiconductor industry, creating an analog industry powerhouse.

Together, we will be better able to serve all of our customers' analog and mixed-signal needs at the intersection of the physical and digital worlds, with the combined company expected to hold a top 1 or 2 position across all the major analog product categories of data converters, power management, amplifiers, RF and microwave, and interface.[2] Importantly, the transaction further enhances our already stellar free cash flow generation capabilities.

The proposed acquisition of Linear Technology comes on the heels of the highly successful acquisition and integration of Hittite Microwave Corporation, an acquisition that completed our RF and microwave portfolio and is now beginning to produce revenue synergies for ADI.

During the year, we also acquired some highly innovative early stage companies and technologies, which, we believe, will help ADI not only broaden our technology base, but also help us move up the value stack over time in emerging applications such as autonomous driving, factory and process control automation, and cybersecurity at the sensor node.

While these investments provide the fuel for a virtuous innovation cycle, we have also made investments in quality, manufacturing, supply chain, and field operations, because being able to effectively and efficiently deliver high reliability innovation to market, and support it, is just as important as the innovation itself.

These are the types of innovations and investments that hold us in good stead to drive even greater customer and shareholder value creation in the future.

CREATING VALUE FOR CUSTOMERS, EMPLOYEES, AND SHAREHOLDERS

For ADI, our customer value journey begins with an obsession for our customers' success, and our team works closely with our customers to understand, at a deep level, their technology challenges, their end applications, and their businesses. It is clear from our interactions that customers increasingly view ADI as a true innovation partner that can help them grow and adapt their offerings in complex and evolving markets.

[1] Free cash flow and free cash flow margin are non-GAAP financial measures. Free cash flow is defined as cash provided by (used in) operating activities less capital expenditures, and free cash flow margin is free cash flow as a percentage of revenue. See Appendix A of our Proxy Statement for a calculation of free cash flow and free cash flow margin and reconciliations of these non-GAAP financial measures to their most comparable GAAP financial measures.

[2] Data based on Gartner reports and Company estimates based on fiscal 2015 data. RF/microwave is based on Company estimates and excludes consumer and cellular infrastructure power amplifiers.

Customers choose ADI because we have been helping them connect the physical and digital worlds for over 50 years. And in our industry, brand matters. The ADI brand is synonymous with high quality and high performance, and our customers, rightly, have full faith that we will support them today, and well into the future.

The investments we have made, and continue to make, are helping create economic value for our customers. For example, in the automotive space, our recently announced A^{2}B® audio bus structure provides vehicle manufacturers with high end, in-cabin audio fidelity while reducing vehicle weight. Already Ford Motor Company has adopted our A^{2}B solution in several car models, and many other leading automotive OEMs have also committed their support.

In the area of factory and process automation, our software configurable input-output solutions are solving significant channel density, physical space, and thermal challenges, while reducing system complexity and installation and wiring cost. These features are enhancing our customers' productivity by enabling the automation of new machines and processes in their environments.

In communications infrastructure, our software configurable radios allow customers to virtualize their networks, enabling hardware flexibility and configurability that can quickly adapt to constantly changing requirements—whether that means new standards, new applications, or even new traffic and loading patterns.

And in the healthcare arena, ADI's vital signs monitoring products are bringing clinical grade care into the home, enabling high quality remote patient monitoring that reduces, or even eliminates, the need for, and cost of, a hospital stay.

Ours is a customer value creation journey 51 years in the making. We have the intellectual capital, and more importantly, we have a talented, passionate, and engaged team at ADI to help serve our customers' needs today and well into the future.

The combination with Linear Technology represents the next phase in this value creation journey. With our market leading product portfolios tied to attractive markets, we believe we can create a free cash flow engine that is unmatched in our industry and drive compelling benefits for our customers, employees, and shareholders for many years to come.

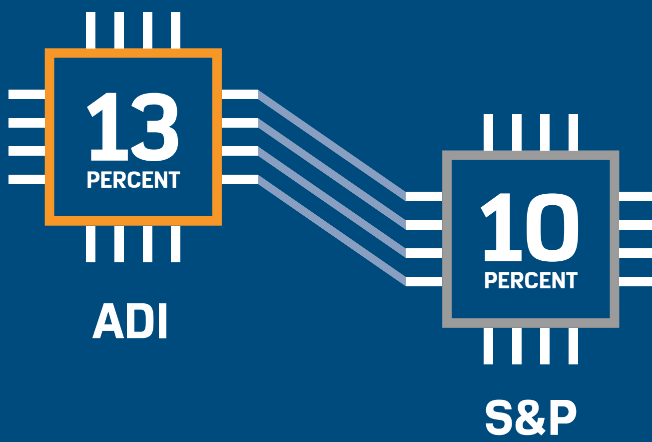
Sincerely,

Vincent Roche

Vincent Roche
President and Chief Executive Officer
Analog Devices, Inc.

AHEAD OF WHAT'S POSSIBLE™

3 YEAR TSR PERFORMANCE ADI vs. S&P 500



The TSR calculation is share price appreciation plus cumulative cash dividend payments for the three year period that ended October 29, 2016, utilizing the 90 day median of the beginning and ending closing prices.

ADI AND LINEAR TECHNOLOGY COMBINATION CREATES A HIGH PERFORMANCE ANALOG LEADER

CREATES THE GLOBAL HIGH PERFORMANCE ANALOG INDUSTRY LEADER ACROSS ALL MAJOR ANALOG SEGMENTS

HIGHLY COMPLEMENTARY BUSINESSES THAT EXPAND TAM NEARLY 2× TO $14 BILLION[3]

SHARED COMMITMENT TO PROVIDING CUSTOMERS WITH THE HIGHEST LEVELS OF INNOVATION, SERVICE, AND SUPPORT

ACCELERATES INNOVATION AND REVENUE GROWTH OPPORTUNITIES IN INDUSTRIAL, AUTOMOTIVE, AND COMMS INFRASTRUCTURE

BEST-IN-CLASS FINANCIAL MODEL THAT SUPPORTS STRONG NON-GAAP MARGINS AND FREE CASH FLOW

EXPECTED TO BE IMMEDIATELY ACCRETIVE TO NON-GAAP EPS AND FREE CASH FLOW

[3] Data based on Gartner reports and Company estimates using Fiscal 2015 data.

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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 October 29, 2016
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 1-7819

Analog Devices, Inc.
(Exact name of registrant as specified in its charter)

Massachusetts	**04-2348234**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
One Technology Way, Norwood, MA	**02062-9106**
(Address of principal executive offices)	*(Zip Code)*

(781) 329-4700
(Registrant's telephone number, including area code)

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

Common Stock $0.16 2/3 Par Value	**NASDAQ Global Select Market**
Title of Each Class	*Name of Each Exchange on Which Registered*

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

None
Title of Class

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec. 232.405 of this chapter) 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 (Sec. 229.405 of this chapter) is not contained herein, and will not be contained, to the best of 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. (Check one):

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ (Do not check if a smaller reporting company) 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 and non-voting common equity held by non-affiliates of the registrant was approximately $13,575,000,000 based on the last reported sale of the Common Stock on The NASDAQ Global Select Market on May 1, 2016. Shares of voting and non-voting stock beneficially owned by executive officers, directors and holders of more than 5% of the outstanding stock have been excluded from this calculation because such persons or institutions may be deemed affiliates. This determination of affiliate status is not a conclusive determination for other purposes.

As of October 29, 2016, there were 308,170,560 shares of Common Stock, $0.16 2/3 par value per share, outstanding.

Documents Incorporated by Reference

Document Description	Form 10-K Part
Portions of the Registrant's Proxy Statement for the Annual Meeting of Shareholders to be held March 8, 2017	III

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Note About Forward-Looking Statements

This Annual Report on Form 10-K, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements regarding future events and our future results that are subject to the safe harbor created under the Private Securities Litigation Reform Act of 1995 and other safe harbors under the Securities Act of 1933 and the Securities Exchange Act of 1934. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “continues,” “may,” “could” and “will,” and variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections regarding our future financial performance; our anticipated growth and trends in our businesses; the proposed acquisition of Linear Technology Corporation and financing for the proposed transaction; our future liquidity, capital needs and capital expenditures; our future market position and expected competitive changes in the marketplace for our products; our ability to pay dividends or repurchase stock; our ability to service our outstanding debt; our expected tax rate; the effect of new accounting pronouncements; our ability to successfully integrate acquired businesses and technologies; and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified in Part I, Item 1A. "Risk Factors" and elsewhere in our Annual Report on Form 10-K. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements, including to reflect events or circumstances occurring after the date of the filing of this report, except to the extent required by law.

PART I

ITEM 1. BUSINESS

Company Overview

Analog Devices, Inc. (we, Analog Devices or the Company) is a world leader in the design, manufacture and marketing of a broad portfolio of solutions that leverage high-performance analog, mixed-signal and digital signal processing technology, including integrated circuits (ICs), algorithms, software, and subsystems. Since our inception in 1965, we have focused on solving our customers' toughest signal processing engineering challenges and playing a fundamental role in converting, conditioning, and processing real-world phenomena such as temperature, pressure, sound, light, speed, and motion into electrical signals to be used in a wide array of electronic devices. We combine sensors, data converters, amplifiers and linear products, radio frequency (RF) ICs, power management products, and signal processing products into technology platforms that meet specific customer and market needs, leveraging our engineering investment across a broad base of markets and customers. As new generations of applications evolve, such as autonomous vehicles and the Internet of Things, new needs for Analog Devices' high-performance analog signal processing and digital signal processing (DSP) products and technology are emerging.

We focus on key strategic markets where our signal processing technology is often a critical differentiator in our customers' products; in particular, the industrial, automotive, consumer and communications markets. Used by more than 100,000 customers worldwide, our products are embedded inside many different types of electronic equipment including:

- Industrial process control systems
- Factory automation systems
- Instrumentation and measurement systems
- Energy management systems
- Aerospace and defense electronics
- Automobiles
- Medical imaging equipment
- Patient vital signs monitoring devices
- Wireless infrastructure equipment
- Networking equipment
- Optical systems
- Portable consumer devices

We were incorporated in Massachusetts in 1965. Our headquarters are near Boston, in Norwood, Massachusetts. In addition, we have manufacturing facilities in Massachusetts, Ireland, and the Philippines, and have more than thirty design facilities worldwide. Our common stock is listed on The NASDAQ Global Select Market under the symbol ADI and is included in the Standard & Poor's 500 Index.

Recent Developments

On July 26, 2016, we entered into a definitive agreement (the Merger Agreement) to acquire Linear Technology Corporation (Linear), an independent manufacturer of high performance linear integrated circuits. Under the terms of the Merger Agreement, Linear stockholders will receive, for each outstanding share of Linear common stock, $46.00 in cash and 0.2321 of a share of our common stock at the closing. Based on the number of outstanding shares of Linear common stock as of July 26, 2016 and our 5-day volume weighted average price as of July 21, 2016, the value of the total consideration to be paid by us is estimated to be approximately $14.8 billion, to be funded with the issuance of approximately 58.0 million new shares of our common stock and approximately $11.6 billion of new short- and long-term indebtedness. On October 18, 2016, Linear stockholders approved the Merger Agreement. As of October 29, 2016 we had received antitrust clearance in the United States and Germany. Subsequently, we have also received antitrust clearances in Japan and Israel. We currently expect the transaction to be completed by the end of the second quarter of our fiscal year ended October 28, 2017 (fiscal 2017), subject to receipt of the remaining required regulatory clearances and the satisfaction or waiver of the other conditions contained in the Merger Agreement.

Available Information

We maintain a website with the address www.analog.com. We are not including the information contained on our website as a part of, or incorporating it by reference into, this Annual Report on Form 10-K. We make available free of charge through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (including exhibits), and amendments to these reports, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the Securities and Exchange Commission (SEC). We also make available on our website our corporate governance guidelines, the charters for our audit committee, compensation committee, and nominating and corporate governance committee, our equity award granting policies, our code of business conduct and ethics which applies to our directors, officers and employees, and our related person transaction policy, and such information is available in print and free of charge to any shareholder of Analog Devices who requests it. In addition, we intend to disclose on our website any amendments to, or waivers from, our code of business conduct and ethics that are required to be publicly disclosed pursuant to rules of the SEC or NASDAQ.

Industry Background

Semiconductor components are the electronic building blocks used in electronic systems and equipment. These components are classified as either discrete devices, such as individual transistors, or ICs, in which a number of transistors and other elements are combined to form a more complicated electronic circuit. ICs may be divided into two general categories, digital and analog. Digital circuits, such as memory devices and microprocessors, generally process on-off electrical signals, represented by binary digits, “1” and “0”. In contrast, analog ICs monitor, condition, amplify or transform continuous analog signals associated with physical properties, such as temperature, pressure, weight, light, sound or motion, and play an important role in bridging between real world phenomena and a variety of electronic systems. Analog ICs also provide voltage regulation and power control to electronic systems.

Principal Products

We design, manufacture and market a broad line of high-performance ICs that incorporate analog, mixed-signal and digital signal processing technologies. Our ICs are designed to address a wide range of real-world signal processing applications. We sell our ICs to tens of thousands of customers worldwide, many of whom use products spanning our core technologies in a wide range of applications. Our IC product portfolio includes both general-purpose products used by a broad range of customers and applications, as well as application-specific products designed for specific clusters of customers in key target markets. By using readily available, high-performance, general-purpose products in their systems, our customers can reduce the time they need to bring new products to market. Given the high cost of developing more customized ICs, our standard products often provide a cost-effective solution for many low to medium volume applications. We also focus on working with leading customers to design application-specific solutions. We begin with our existing core technologies, which leverage our data conversion, amplification, RF and microwave, MEMS, power management and DSP capabilities, and devise a solution to more closely meet the needs of a specific customer or group of customers. Because we have already developed the core technology platform for our general-purpose products, we can create application-specific solutions quickly.

We produce and market a broad range of ICs and operate in one reportable segment based on the aggregation of seven operating segments. The ICs sold by each of our operating segments are manufactured using similar semiconductor manufacturing processes and raw materials in either our own production facilities or by third-party wafer fabricators using proprietary processes. Our ICs are sold to customers globally through a direct sales force, third-party distributors, independent sales representatives and via our website. Our technology offerings are aligned with the predominant markets served in order to facilitate decision making throughout our organization. Our ten highest revenue products, in the aggregate, accounted for approximately 13% of our revenue for our fiscal year ended October 29, 2016 (fiscal 2016).

Analog Products

Our analog and mixed signal IC technology has been the foundation of our business for over five decades, and we are one of the world’s largest suppliers of high-performance analog ICs. Our analog signal processing ICs are primarily high-performance devices, offering higher dynamic range, greater bandwidth, and other enhanced features. We believe that the principal advantages these products have as compared to competitors’ products include higher accuracy, higher speed, lower cost per function, smaller size, lower power consumption and fewer components, resulting in improved performance and reliability. Our product portfolio includes several thousand analog ICs, any one of which can have as many as several hundred customers. Our analog ICs typically have long product life cycles. Our analog IC customers include original equipment manufacturers (OEMs) and customers who build electronic subsystems for integration into larger systems.

Converters — We are a leading supplier of data converter products. Data converters translate real-world analog signals into digital data and also translate digital data into analog signals. Data converters remain our largest and most diverse product family and an area where we are continuously innovating to enable our customers to redefine and differentiate their products. Our converter products combine sampling rates and accuracy with the low noise, power, price and small package size required by industrial, automotive, consumer, and communications electronics.

Amplifiers/Radio Frequency — We are also a leading supplier of high-performance amplifiers. Amplifiers are used to condition analog signals. High performance amplifiers emphasize the performance dimensions of speed and precision. Within this product portfolio we provide precision, instrumentation, high speed, intermediate frequency/RF, broadband, and other amplifiers. We also offer an extensive portfolio of precision voltage references that are used in a wide variety of applications. Our analog product line also includes a broad portfolio of high performance RF ICs covering the entire RF signal chain, from industry-leading stand-alone RF function blocks such as phase locked loops, frequency synthesizers, mixers, modulators, demodulators, and power detectors, to highly integrated broadband and short-range single chip transceiver solutions. Our high performance RF ICs support the high performance requirements of cellular infrastructure and a broad range of applications in our target markets.

Other Analog — Also within our analog technology portfolio are products that are based on MEMS technology. This technology enables us to build extremely small sensors that incorporate an electromechanical structure and the supporting analog circuitry for conditioning signals obtained from the sensing element. Our MEMS product portfolio includes accelerometers used to sense acceleration, gyroscopes used to sense rotation and inertial measurement units used to sense multiple degrees of freedom combining multiple sensing types along multiple axes. The majority of our current revenue from MEMS products is derived from the automotive end market. In addition to our MEMS products, our other analog product category includes isolators that enable designers to implement isolation in designs without the cost, size, power, performance, and reliability constraints found with optocouplers. Our isolators have been designed into hundreds of applications, such as universal serial bus isolation in patient monitors, where it allows hospitals and physicians to adopt the latest advances in computer technology to supervise patient health and wirelessly transmit medical records. In smart metering applications, our isolators provide reliable electrostatic discharge performance that helps reduce meter tampering. Likewise, in satellites, where any malfunction can be catastrophic, our isolators help protect the power system while enabling designers to achieve small form factors.

Power Management & Reference — Power management and reference products make up the balance of our analog sales. Those products, which include functions such as power conversion, driver monitoring, sequencing and energy management, are developed to complement analog signal chain components across core market segments from micro power, energy-sensitive battery applications to efficient, high performance power systems in infrastructure and industrial applications.

Digital Signal Processing Products

Digital Signal Processing products (DSPs) complete our product portfolio. DSPs are optimized for high-speed numeric calculations, which are essential for instantaneous, or real-time, processing of digital data generated, in most cases, from analog to digital signal conversion. Our DSPs are designed to be fully programmable and to efficiently execute specialized software programs, or algorithms, associated with processing digitized real-time, real-world data. Programmable DSPs are designed to provide the flexibility to modify the device’s function quickly and inexpensively using software. Our general-purpose DSP IC customers typically write their own algorithms using software development tools provided by us and third-party suppliers. Our DSPs are designed in families of products that share common architectures and therefore can execute the same software across a range of products. We support these products with easy-to-use development tools, which are designed to reduce our customers’ product development costs and time-to-market. Our customers use our products to solve a wide range of signal processing challenges across our core market and segment focus areas within the industrial, automotive, consumer and communications end markets. As an integrated part of our customers' signal chain, there are typically many other Analog Devices products connected to our processors, including converters, audio and video codecs and power management solutions.

Markets and Applications

The breakdown of our fiscal 2016 revenue by end market is set out in the table below.

End Market	Percent of Fiscal 2016 Revenue
Industrial	44%
Automotive	16%
Consumer	20%
Communications	20%

The following describes some of the characteristics of, and customer products within, our major end markets:

Industrial — Our industrial market includes the following sectors:

Industrial and Instrumentation — Our industrial automation applications generally require ICs that offer performance greater than that available from commodity-level ICs but generally do not have production volumes that warrant custom ICs. There is a trend towards development of products focused on particular sub-applications, which incorporate combinations of analog, mixed-signal, and DSP ICs to achieve the necessary functionality. Our instrumentation customers differentiate themselves by using the highest performance analog and mixed-signal ICs available. Our industrial and instrumentation market includes applications such as:

- Process control systems
- Robotics
- Environmental control systems
- Oscilloscopes
- Lab, chemical, and environmental analyzers
- Weigh scales

Defense/Aerospace — The defense, commercial avionics and space markets all require high-performance ICs that meet rigorous environmental and reliability specifications. Many of our analog ICs can be supplied in versions that meet these standards. In addition, many products can be supplied to meet the standards required for broadcast satellites and other commercial space applications. Most of our products sold in this market are specially tested versions of products derived from our standard product offering. As end systems are becoming more complex many of our customers in this market also look for sub-systems. We supply sub-systems to many of these customers.

Customer products include:

- Navigation systems
- Space and satellite communications
- Communication systems
- Radar systems
- Security devices

Energy Management — The desire to improve energy efficiency, conservation, reliability, and cleanliness is driving investments in renewable energy, power transmission and distribution systems, electric meters, and other innovative areas. The common characteristic behind these efforts is the addition of sensing, measurement, and communication technologies to electrical infrastructure. Our offerings include both standard and application-specific products and are used in applications such as:

- Utility meters
- Meter communication modules
- Substation relays and automation equipment
- Wind turbines
- Solar inverters
- Building energy automation/control

Healthcare — Two significant trends in the healthcare market today are the increasing need for higher channel counts in medical imaging systems to improve resolution and throughput while achieving a lower cost per channel, and the movement of highly accurate patient monitoring devices from the hospital environment to the home, improving patient care and reducing overall healthcare costs. Our innovative technologies are designed into a variety of high performance imaging, patient monitoring, medical instrumentation, and home health devices. Our offerings include both standard and application-specific products and are used in applications such as:

- Ultrasound
- CT scanners
- Digital x-ray
- Multi-parameter patient monitors
- Pulse oximeters
- Infusion pumps
- Clinical lab instrumentation
- Surgical instrumentation
- Blood analyzers
- Activity monitors

Automotive — We develop differentiated high performance signal processing solutions that enable sophisticated automotive systems to be greener, safer and smarter. Through collaboration with manufacturers worldwide, we have achieved significant market share through a broad portfolio of analog, digital and MEMS ICs that increase fuel efficiency, enhance vehicle stability and safety and improve the in cabin audio/video experience. Specifically, we have developed products used in applications such as:

Greener	Safer	Smarter
• Hybrid electric / electric vehicles	• Crash sensors in airbag systems	• Car audio, voice processing and connectivity
• Battery monitoring and management systems	• Electronic stability systems	• Video processing and connectivity
	• Advanced driver assistance systems	• Car telematics

Consumer — To address the market demand for state of the art personal and professional entertainment systems and the consumer demand for high quality user interfaces, music, movies and photographs, we have developed analog, digital and mixed-signal solutions that meet the rigorous cost and time-to-market requirements of the consumer electronics market. The emergence of high-performance, feature-rich consumer products has created a market for our high-performance ICs with a high level of specific functionality that enables best in class user experience. These products include:

- Portable devices (smart phones, tablets and wearable devices) for media and vital signs motoring applications
- Prosumer audio/video equipment

Communications — The development of broadband, wireless and internet infrastructures around the world has created an important market for our communications products. Communications technology involves the processing of signals that are converted from analog to digital and digital to analog form during the process of transmitting and receiving data. The need for higher speed and reduced power consumption, coupled with more reliable, bandwidth-efficient communications, creates demand for our products, which are used in the full spectrum of signal processing for internet protocol, video streaming, voice communication and machine-type communications. In wireless and broadband communication applications, our products are incorporated into:

- Cellular basestation equipment
- Wireless backhaul systems
- Wired networking and data center equipment
- Satellite systems

See Note 4, *Industry, Segment and Geographic Information,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for further information about our products by end market.

Research and Development

Our markets are characterized by rapid technological changes and advances. Accordingly, we make substantial investments in the design and development of new products and manufacturing processes, and the improvement of existing products and manufacturing processes. We spent approximately $654 million during fiscal 2016 on the design, development and improvement of new and existing products and manufacturing processes, compared to approximately $637 million during the fiscal year ended October 31, 2015 (fiscal 2015) and approximately $560 million during the fiscal year ended November 1, 2014 (fiscal 2014).

Our research and development strategy focuses on building technical leadership in core technology platforms, which include converters, amplifiers and RF and microwave, MEMS, power management, and DSP. In support of our research and development activities, we employ thousands of engineers involved in product and manufacturing process development throughout the world.

Patents and Other Intellectual Property Rights

We seek to establish and maintain our proprietary rights in our technology and products through the use of patents, copyrights, mask works, trademarks and trade secrets. We have a program to file applications for and obtain patents, copyrights, mask works and trademarks in the United States and in selected foreign countries where we believe filing for such protection is appropriate. We also seek to maintain our trade secrets and confidential information by nondisclosure policies and through the use of appropriate confidentiality agreements. We have obtained a substantial number of patents and trademarks in the United States and in other countries. As of October 29, 2016, we held approximately 2,440 U.S. patents and approximately 537 non-provisional pending U.S. patent applications with expiration dates ranging from 2016 through 2035. There can be no assurance, however, that the rights obtained can be successfully enforced against infringing products in every jurisdiction. While our patents, copyrights, mask works, trademarks and trade secrets provide some advantage and protection, we believe our competitive position and future success is largely determined by such factors as the system and application knowledge, innovative skills, technological expertise and management ability and experience of our personnel; the range and success of new products being developed by us; our market brand recognition and ongoing marketing efforts; and customer service and technical support. It is generally our policy to seek patent protection for significant inventions that may be patented, though we may elect, in certain cases, not to seek patent protection even for significant inventions, if we determine other protection, such as maintaining the invention as a trade secret, to be more advantageous. We also have trademarks that are used in the conduct of our business to distinguish genuine Analog Devices products and we maintain cooperative advertising programs to promote our brands and identify products containing genuine Analog Devices components.

Sales Channels

We sell our products globally through a direct sales force, third-party distributors, independent sales representatives and via our website. We have direct sales offices, sales representatives and/or distributors in over 40 countries outside North America.

We support our worldwide sales efforts through our website and with extensive promotional programs that include editorial coverage and paid advertising in online and printed trade publications, webinars, social media and communities, promotional and training videos, direct mail programs, technical seminars and participation in trade shows. We publish, share and distribute technical content such as data sheets, application guides and catalogs. We maintain a staff of field application engineers who aid customers in incorporating our products into their products. In addition, we offer a variety of web-based tools that ease product selection and aid in the design process for our customers.

We derived approximately 52% of our fiscal 2016 revenue from sales made through distributors. These distributors typically maintain an inventory of our products. Some of them also sell products that compete with our products, including those for which we are an alternate source. In all regions of the world, we defer revenue and the related cost of sales on shipments to distributors until the distributors resell the products to their customers. We make sales to distributors under agreements that allow distributors to receive price adjustment credits and to return qualifying products for credit, as determined by us, in order to reduce the amounts of slow-moving, discontinued or obsolete product from their inventory. These agreements limit such returns to a certain percentage of our shipments to that distributor during the prior quarter. In addition, distributors are allowed to return unsold products if we terminate the relationship with the distributor. Additional information relating to our sales to distributors is set forth in Note 2n, *Revenue Recognition,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K.

Segment Financial Information and Geographic Information

We operate and track our results in one reportable segment based on the aggregation of seven operating segments.

Through subsidiaries and affiliates, we conduct business in numerous countries outside the United States. During fiscal 2016, we derived approximately 62% of our revenue from customers in international markets. Our international business is subject to risks customarily encountered in foreign operations, including fluctuations in foreign currency exchange rates and controls, import and export controls, and other laws, policies and regulations of foreign governments. Although we engage in hedging transactions to reduce our exposure to currency exchange rate fluctuations, our competitive position may be adversely affected by changes in the exchange rate of the United States dollar against other currencies.

Revenue by geographic region, based on the primary location of our customers' design activity for our products, for fiscal 2016 was as follow:

Geographic Area	Percent of Fiscal 2016 Revenue*
United States	38%
Rest of North/South America	3%
Europe	27%
Japan	9%
China	17%
Rest of Asia	7%

* The sum of the individual percentages does not equal 100% due to rounding

For further detail regarding revenue and other financial information about our industry, segment and geographic areas, see our Consolidated Financial Statements and Note 4, *Industry, Segment and Geographic Information* of the Notes to Consolidated Financial Statements contained in in Item 8 of this Annual Report on Form 10-K. For a discussion of important risk factors that may materially affect us, see the Risk Factors contained in Item 1A of this Annual Report on Form 10-K.

Customers

We have over 100,000 customers worldwide. Our largest single customer represented approximately 12% of fiscal 2016 revenue and 13% of fiscal 2015 revenue. No sales to an individual customer accounted for more than 10% of fiscal 2014 revenue. Our customers use hundreds of different types of our products in a wide range of applications spanning the industrial, automotive, consumer and communication markets. Our 20 largest customers accounted for approximately 39% of our fiscal 2016 revenue.

Seasonality

Sales to customers during our first fiscal quarter may be lower than other quarters due to plant shutdowns at some of our customers during the holiday season. In general, the seasonality for any specific period of time has not had a material impact on our results of operations. In addition, as explained in our risk factors contained in Item 1A of this Annual Report on Form 10-K, our revenue is more likely to be influenced on a quarter to quarter basis by cyclicality in the semiconductor industry.

Production and Raw Materials

Monolithic IC components are manufactured in a sequence of semiconductor production steps that include wafer fabrication, wafer testing, cutting the wafer into individual “chips,” or dice, assembly of the dice into packages and electrical testing of the devices in final packaged form. The raw materials used to manufacture these devices include silicon wafers, processing chemicals (including liquefied gases), precious metals and ceramic and plastic used for packaging.

We develop and employ a wide variety of proprietary manufacturing processes that are specifically tailored for use in fabricating high-performance analog, DSP, mixed-signal and MEMS ICs. We also use bipolar and complementary metal-oxide semiconductor, CMOS, wafer fabrication processes.

Our IC products are fabricated both at our production facilities and by third-party wafer fabricators. Our products are manufactured in our own wafer fabrication facilities using proprietary processes and at third-party wafer-fabrication foundries using sub-micron digital CMOS processes. We currently source approximately 60% of our wafer requirements annually from third-party wafer fabrication foundries, primarily Taiwan Semiconductor Manufacturing Company (TSMC). We operate wafer fabrication facilities in Wilmington, Massachusetts and Limerick, Ireland. We also operate test facilities located in the Philippines and use third-party subcontractors for the assembly and testing of our products.

Capital spending was approximately $127 million in fiscal 2016, compared with approximately $154 million in fiscal 2015. We expect capital expenditures for the fiscal year ending October 28, 2017 (fiscal 2017) to be in the range of $125 million to $145 million.

Our products require a wide variety of components, raw materials and external foundry services, most of which we purchase from third-party suppliers. We have multiple sources for many of the components and materials that we purchase and incorporate into our products. However, a large portion of our external wafer purchases and foundry services are from a limited number of suppliers, primarily TSMC. If TSMC or any of our other key suppliers are unable or unwilling to manufacture and deliver sufficient quantities of components to us, on the time schedule and of the quality that we require, we may be forced to seek to engage additional or replacement suppliers, which could result in significant expenses and disruptions or delays in manufacturing, product development and shipment of product to our customers. Although we have experienced shortages of components, materials and external foundry services from time to time, these items have generally been available to us as needed.

Backlog

Backlog at the end of fiscal 2016 was approximately $700 million, up from approximately $626 million at the end of fiscal 2015. We define backlog as of a particular date to mean firm orders from a customer or distributor with a requested delivery date within thirteen weeks. Backlog is impacted by the tendency of customers to rely on shorter lead times available from suppliers, including us, in periods of depressed demand. In periods of increased demand, there is a tendency towards longer lead times that has the effect of increasing backlog and, in some instances, we may not have manufacturing capacity sufficient to fulfill all orders. As is customary in the semiconductor industry, we allow most orders to be canceled or deliveries to be delayed by customers without significant penalty. Accordingly, we believe that our backlog at any time should not be used as an indication of our future revenue.

We typically do not have long-term sales contracts with our customers. In some of our markets where end-user demand may be particularly volatile and difficult to predict, some customers place orders that require us to manufacture product and have it available for shipment, even though the customer is unwilling to make a binding commitment to purchase all, or even any, of the product. In other instances, we manufacture product based on forecasts of customer demand. As a result, we may incur inventory and manufacturing costs in advance of anticipated sales and are subject to the risk of cancellation of orders leading to a sharp reduction of sales and backlog. Further, those orders or forecasts may be for products that meet the customer’s unique requirements so that those canceled orders would, in addition, result in an inventory of unsaleable products, resulting in potential inventory write-offs. As a result of lengthy manufacturing cycles for some of our products that are subject to these uncertainties, the amount of unsaleable product could be substantial.

Government Contracts

Less than 5% of our fiscal 2016 revenue was attributable to sales to the U.S. government and U.S. government contractors and subcontractors. Our government contract business is predominantly in the form of negotiated, firm, fixed-price subcontracts. Most of these contracts and subcontracts contain standard provisions relating to termination at the election of the U.S. government.

Form 10-K

Acquisitions, Divestitures and Investments

An element of our business strategy involves expansion through the acquisition of businesses, assets, products or technologies that allow us to complement our existing product offerings, expand our market coverage, increase our engineering workforce or enhance our technological capabilities. From time to time, we consider acquisitions and divestitures that may strengthen our business.

As noted above, on July 26, 2016, we entered into the Merger Agreement to acquire Linear. Under the terms of the Merger Agreement, Linear stockholders will receive, for each outstanding share of Linear common stock, $46.00 in cash and 0.2321 of a share of the Company’s common stock at the closing. Based on the number of outstanding shares of Linear common stock as of July 26, 2016 and the Company's 5-day volume weighted average price as of July 21, 2016, the value of the total consideration to be paid by us is estimated to be approximately $14.8 billion, to be funded with the issuance of approximately 58.0 million new shares of the Company’s common stock and approximately $11.6 billion of new short- and long-term indebtedness. The transaction is subject to customary closing conditions, including remaining required regulatory clearances.

On July 22, 2014, we completed the acquisition of Hittite Microwave Corporation (Hittite), a company that designed and developed high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately $2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of $2.0 billion.

Additional information relating to our acquisition activities during fiscal years 2016, 2015 and 2014 is set forth in Note 6, *Acquisitions,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K. There were no divestitures during any of the fiscal years presented.

Competition

We believe that competitive performance in the marketplace for signal processing products depends upon multiple factors, including technological innovation, strength of brand, diversity of product portfolio, product performance, technical support, delivery capabilities, customer service quality, reliability and price, with the relative importance of these factors varying among products, markets, and customers.

We compete with a number of semiconductor companies in markets that are highly competitive. Our competitors include but are not limited to:

- Robert Bosch GmbH
- Broadcom Limited
- Infineon Technologies
- Linear Technology Corporation
- Maxim Integrated Products, Inc.
- Microchip Technology, Inc.
- NXP Semiconductors
- Texas Instruments, Inc.

We believe that our technical innovation emphasizing product performance and reliability, supported by our commitment to strong customer service and technical support, enables us to make a fundamental difference to our customers’ competitiveness in our chosen markets.

Environment, Health and Safety

We are committed to protecting the environment and the health and safety of our employees, customers and the public. We endeavor to adhere to applicable environmental, health and safety (EHS) regulatory and industry standards across all of our facilities, and to encourage pollution prevention, reduce our water and energy consumption, reduce waste generation, and strive towards continual improvement. We strive to achieve excellence in EHS management practices as an integral part of our total quality management system.

Our EHS management systems are certified to ISO 14001 for environmental, and OHSAS 18001 for occupational health and safety. We are a member of the Electronic Industry Citizenship Coalition (EICC). Our Sustainability Report, first published in 2009, states our commitment to reducing Greenhouse gas (GHG) emissions, conserving resources by consuming less energy and water, complying with our code of business conduct and ethics, and applying fair labor standards, among other things. We are not including the information contained in our Sustainability Report in, or incorporating it by reference into this Annual Report on Form 10-K.

Our manufacturing facilities are subject to numerous and increasingly strict federal, state, local and foreign EHS laws and regulations, particularly with respect to the transportation, storage, handling, use, emission, discharge and disposal of certain chemicals used or produced in the semiconductor manufacturing process. Our products are subject to increasingly stringent regulations regarding chemical content in jurisdictions where we sell products, including the Restriction of Hazardous Substances (RoHS) directive in the European Union and China and the Registration, Evaluation, Authorization and Restriction of Chemicals (REACH) directive in the European Union. Contracts with many of our customers reflect these and additional EHS compliance standards. Compliance with these laws and regulations has not had a material impact on our capital expenditures, earnings, financial condition or competitive position. There can be no assurance, however, that current or future environmental laws and regulations will not impose costly requirements upon us. Any failure by us to comply with applicable environmental laws, regulations and contractual obligations could result in fines, suspension of production, the need to alter manufacturing processes and legal liability.

Employees

As of October 29, 2016, we employed approximately 10,000 individuals worldwide. Our future success depends in large part on the continued service of our key technical and senior management personnel, and on our ability to continue to attract, retain and motivate qualified employees, particularly those highly-skilled design, process, test and applications engineers involved in the design, support and manufacture of new and existing products and processes. We believe that relations with our employees are good; however, the competition for such personnel is intense, and the loss of key personnel could have a material adverse impact on our results of operations and financial condition.

ITEM 1A. RISK FACTORS

Set forth below and elsewhere in this report and in other documents we file with the SEC are descriptions of the risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this report.

Risks Related to the Proposed Acquisition of Linear Technology Corporation

Our ability to complete the acquisition of Linear Technology Corporation (Linear) is subject to various closing conditions, including the receipt of consents and approvals from governmental authorities, which may impose conditions that could adversely affect us or cause the acquisition to be abandoned.

We and Linear must make certain filings with, and obtain certain consents and approvals from, various governmental and regulatory authorities. We have not yet obtained all regulatory consents and approvals required to complete the acquisition. Governmental or regulatory agencies could seek to block or challenge the acquisition. Even if these regulatory consents and approvals are obtained, the governmental authorities from which these approvals are required may impose conditions on the completion of the acquisition, including requiring significant divestitures or placing restrictions on the conduct of the combined company's business, which could have an adverse effect on the combined company following the acquisition. The merger agreement may require us to accept certain conditions from these regulators that could adversely impact the combined company. If we agree to undertake divestitures or comply with operating restrictions in order to obtain any approvals required to complete the acquisition, we may be less able to realize the anticipated benefits of the acquisition, and the business and results of operations of the combined company after the acquisition may be adversely affected. If all required regulatory consents and approvals are not received, or they are not received on terms that satisfy the conditions set forth in the merger agreement, then neither we nor Linear will be obligated to complete the acquisition. Under the merger agreement, we could be required, under certain circumstances, to pay Linear a termination fee of $700 million. If such a termination fee is payable, the payment of this fee could have material and adverse consequences to our financial condition and operations. The applicable waiting period for the acquisition under the Hart Scott Rodino Antitrust Improvements Act of 1976, as amended, expired on October 19, 2016, and as a result, the acquisition has been cleared for U.S. antitrust purposes. In addition, we have received clearances for the acquisition from antitrust regulators in Germany, Japan and Israel.

We can provide no assurance that the various closing conditions will be satisfied and that the necessary approvals will be obtained, or that any required conditions will not materially adversely affect the combined company following the acquisition. In addition, we can provide no assurance that these conditions will not result in the abandonment or delay of the acquisition. The occurrence of any of these events individually or in combination could have a material adverse effect on our results of operations and the trading price of our common stock.

We will incur significant acquisition-related costs in connection with the Linear acquisition and the combined company could incur substantial expenses related to the integration of Linear.

We expect to incur costs associated with combining our operations with Linear's operations, as well as transaction fees and other costs related to the acquisition. Many of these costs will be borne by us even if the acquisition is not completed. We will incur through completion of the acquisition, and the combined company will incur following the completion of the acquisition, substantial expenses in connection with integrating each company's respective businesses, policies, procedures, operations, technologies and systems. These integration expenses may result in significant charges taken against earnings by us prior to completion of the acquisition and by the combined company following the completion of the acquisition.

We will incur significant indebtedness in connection with the merger, which could reduce our flexibility to operate our business and increase our interest expense.

In connection with the planned acquisition, we entered into a commitment letter, dated as of July 26, 2016 (the "Commitment Letter"), with JPMorgan Chase Bank, N.A., Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse AG, and Credit Suisse Securities (USA) LLC, which was subsequently joined on August 10, 2016 by The Bank of Tokyo-Mitsubishi UFJ, Ltd. (together, the Commitment Parties), pursuant to which the Commitment Parties committed to arrange and provide, subject to the terms and conditions of the Commitment Letter, a 364-day senior unsecured bridge facility in an aggregate principal amount of up to $7.5 billion and a 90-day senior unsecured bridge facility in an aggregate principal amount of up to $4.1 billion. On September 23, 2016, we entered into a term loan facility composed of a $2.5 billion three-year unsecured term loan facility and $2.5 billion five-year unsecured term loan facility (collectively, the Term Loan Facility) and an amended and restated revolving credit agreement (Revolving Credit Facility), which expires on July 10, 2020. Borrowings under the Term Loan Facility are available upon consummation of the planned acquisition of Linear. Additionally, upon the consummation of the planned acquisition of Linear, the aggregate commitments under the

Revolving Credit Facility will increase from $750 million to $1 billion, and certain other amendments to the Revolving Credit Facility will become effective. As a result of our entry into the Term Loan Facility, the commitments under the 364-day senior unsecured bridge facility were reduced from $7.5 billion to $2.5 billion. Upon consummation of the merger, our ability to make payments of principal and interest on our indebtedness when due depends upon our future performance, which will be subject to general economic conditions, industry cycles and financial, business and other factors affecting our consolidated operations, many of which are beyond our control. In addition, the amount of cash required to make principal and interest payments on our increased indebtedness levels following completion of the merger, and thus the demands on our cash resources, will be greater than the amount of cash flows required to service our indebtedness prior to the completion of the merger. This increased indebtedness could also have the effect, among other things, of reducing our flexibility to respond to changing business and economic conditions and reducing funds available for working capital, capital expenditures, acquisitions and other general corporate purposes and may create competitive disadvantages relative to other companies with lower debt levels. If we do not achieve the expected benefits and cost savings from the merger, or if the financial performance of the combined company does not meet current expectations, then our ability to service our indebtedness may be adversely impacted.

The market value of our common stock could decline if large amounts of our common stock are sold following the Linear acquisition.

Following the acquisition, our shareholders and former Linear stockholders will own interests in a combined company operating an expanded business with more assets and a different mix of liabilities. Our current shareholders and the current Linear stockholders may not wish to continue to invest in the combined company, or may wish to reduce their investment in the combined company, in order to comply with institutional investing guidelines, to increase diversification or to track any rebalancing of stock indices in which our or Linear's common stock is or was included. If, following the acquisition, large amounts of our common stock are sold, the price of our common stock could decline.

The pendency of the Linear acquisition could adversely affect us.

In connection with the pending acquisition, some of our suppliers and customers may delay or defer sales and purchasing decisions, which could negatively impact revenues, earnings and cash flows regardless of whether the acquisition is completed.

Following the Linear acquisition, the combined company may encounter difficulties in integrating our and Linear's businesses and realizing the anticipated benefits of the acquisition.

The acquisition involves the combination of two companies which currently operate as independent public companies. The combined company will be required to devote management attention and resources to integrating its business practices and operations, and prior to the acquisition, management attention and resources will be required to plan for such integration. Potential difficulties the combined company may encounter in the integration process include the following:

- the inability to successfully integrate the respective businesses of the two companies in a manner that permits the combined company to achieve the cost savings and operating synergies anticipated to result from the acquisition, which could result in the anticipated benefits of the acquisition not being realized partly or wholly in the time frame currently anticipated or at all;
- lost sales and customers as a result of certain customers of either or both of the two companies deciding not to do business with the combined company, or deciding to decrease their amount of business in order to reduce their reliance on a single company;
- integrating personnel and IT systems from the two companies while maintaining focus on providing consistent, high quality products and services;
- potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the acquisition; and
- performance shortfalls at one or both of the two companies as a result of the diversion of management's attention caused by completing the acquisition and integrating the companies' operations.

Any of these factors could result in the combined company failing to realize the anticipated benefits of the acquisition, on the expected timeline or at all.

Risks Relating to the Business

Disruptions in global credit and financial markets could materially and adversely affect our business and results of operations.

There is significant continuing uncertainty regarding the stability of global credit and financial markets. These economic uncertainties may lead consumers and businesses to postpone spending, which may cause our customers to cancel, decrease or delay their existing and future orders for our products and make it difficult for us to accurately forecast and plan our future business activities. Significant disruption to global credit and financial markets may also adversely affect our ability to access external financing sources on acceptable terms. Financial difficulties experienced by our customers could result in nonpayment or payment delays for previously purchased products, thereby increasing our credit risk exposure. Uncertainty regarding the future stability of the global credit and financial markets could cause the value of the currency in the affected markets to deteriorate, thus reducing the purchasing power of those customers. In addition, financial difficulties experienced by our suppliers or distributors could result in product delays, increased accounts receivable defaults and inventory challenges. During the past few years, many governments adopted stimulus or spending programs designed to ease the economic impact of the crisis. Some of our businesses benefited from these stimulus programs but there can be no assurance that such programs will continue in the future. If economic conditions deteriorate, we may record additional charges relating to restructuring costs or the impairment of assets and our business and results of operations could be materially and adversely affected.

Our future revenue, gross margins, operating results, net income and earnings per share are difficult to predict and may materially fluctuate.

Our future revenue, gross margins, operating results, net income and earnings per share are difficult to predict and may be materially affected by a number of factors, including:

- the effects of adverse economic conditions in the markets in which we sell our products;
- changes in customer demand for our products and/or for end products that incorporate our products;
- the timing, delay, reduction or cancellation of significant customer orders and our ability to manage inventory;
- fluctuations in customer order patterns and seasonality;
- our ability to effectively manage our cost structure in both the short term and over a longer duration;
- changes in geographic, product or customer mix;
- changes in our effective tax rates in the United States, Ireland or worldwide;
- the timing of new product announcements or introductions by us, our customers or our competitors and the market acceptance of such products;
- competitive pricing pressures;
- fluctuations in manufacturing yields, adequate availability of wafers and other raw materials, and manufacturing, assembly and test capacity;
- the ability of our third-party suppliers, subcontractors and manufacturers to supply us with sufficient quantities of raw materials, products and/or components;
- a decline in infrastructure spending by foreign governments, including China;
- a decline in the U.S. Government defense budget, changes in spending or budgetary priorities, a prolonged U.S. Government shutdown or delays in contract awards;
- any significant decline in our backlog;
- our ability to recruit, hire, retain and motivate adequate numbers of engineers and other qualified employees to meet the demands of our customers;
- our ability to generate new design opportunities and win competitive bid selection processes;
- the increasing costs of providing employee benefits, including health insurance, retirement plan and pension plan contributions and retirement benefits;
- our ability to utilize our manufacturing facilities at efficient levels;
- potential significant litigation-related costs or product warranty and/or indemnity claims, including those not covered by our suppliers or insurers;
- the difficulties inherent in forecasting future operating expense levels, including with respect to costs associated with labor, utilities, transportation and raw materials;
- the costs related to compliance with increasing worldwide government, environmental and social responsibility regulations;

- new accounting pronouncements or changes in existing accounting standards and practices; and
- the effects of public health emergencies, natural disasters, widespread travel disruptions, security risks, terrorist activities, international conflicts, government sanctions and other events beyond our control.

In addition, the semiconductor market has historically been cyclical and subject to significant economic upturns and downturns. Our business and certain of the end markets we serve are also subject to rapid technological changes and material fluctuations in demand based on end-user preferences. There can be no assurance (i) that products stocked in our inventory will not be rendered obsolete before we ship them, or (ii) that we will be able to design, develop and produce products in a timely fashion to accommodate changing customer demand. As a result of these and other factors, we may experience material fluctuations in future revenue, gross margins, operating results, net income and earnings per share on a quarterly or annual basis. Our historical financial performance and results of operations should not be relied upon as indicators of future performance or results. In addition, if our revenue, gross margins, operating results, net income and earnings per share results or expectations do not meet the expectations of securities analysts or investors, the market price of our common stock may decline.

Increases in our effective tax rate and exposure to additional tax liabilities may adversely impact our results of operations.

Our effective tax rate reflects the applicable tax rate in effect in the various tax jurisdictions around the world where our income is earned. Our effective tax rate in 2016 was below the U.S. federal statutory tax rate of 35%, primarily due to lower statutory tax rates applicable to our operations in the foreign jurisdictions in which we earn income. A number of factors may increase our future effective tax rate, including: new or revised tax laws or legislation or the interpretation of such laws or legislation by governmental authorities; increases in tax rates in various jurisdictions; variation in the mix of jurisdictions in which our profits are earned and taxed; repatriation of non-U.S. earnings; any adverse resolution of ongoing tax audits or adverse rulings from taxing authorities worldwide; changes in the valuation of our deferred tax assets and liabilities; adjustments to income taxes upon finalization of various tax returns; increases in expenses not deductible for tax purposes, including executive compensation subject to the limitations of Section 162(m) of the Internal Revenue Code and amortization of assets acquired in connection with strategic transactions; decreased availability of tax deductions for stock-based compensation awards worldwide; and changes in available tax credits. Any significant increase in our future effective tax rate could adversely impact our net income during future periods.

On October 5, 2015, the Organization for Economic Cooperation and Development (OECD), an international association of thirty four countries, including the U.S. and UK, released the final reports from its Base Erosion and Profit Shifting (BEPS) Action Plans. The BEPS recommendations covered a number of issues, including country-by-country reporting, permanent establishment rules, transfer pricing rules and tax treaties. Future tax reform resulting from this development may result in changes to long-standing tax principles, which could adversely affect our effective tax rate or result in higher cash tax liabilities.

Long-term contracts are not typical for us and incorrect forecasts or reductions, cancellations or delays in orders for our products could adversely affect our operating results.

We typically do not have long-term sales contracts with our customers. In certain markets where end-user demand may be particularly volatile and difficult to predict, some customers place orders that require us to manufacture product and have it available for shipment, even though the customer is unwilling to make a binding commitment to purchase all, or even any, of the product. In other instances, we manufacture product based on forecasts of customer demands, which may fluctuate significantly on a quarterly or annual basis. Additionally, our U.S. government contracts and subcontracts may be funded in increments over a number of government budget periods and typically can be terminated by the government for its convenience. As a result, we may incur inventory and manufacturing costs in advance of anticipated sales, and we are subject to the risk of lower than expected orders or cancellations of orders, leading to a sharp reduction of sales and backlog. Further, orders or forecasts for products that meet the customer’s unique requirements and that are canceled or unrealized orders would, in addition, result in an inventory of unsaleable products, causing potential inventory write-offs, and we may be unable to recover all of our costs incurred or committed. As a result of lengthy manufacturing cycles for certain of the products that are subject to these uncertainties, the amount of unsaleable product could be substantial. Incorrect forecasts, or reductions, cancellations or delays in orders for our products could adversely affect our operating results.

Our future success depends upon our ability to execute our business strategy, continue to innovate, improve our existing products, design, develop, produce and market new products, and identify and enter new markets.

Our future success significantly depends on our continued ability to execute our business strategy, continue to improve our existing products and design, develop, produce and market innovative new products. Product design, development, innovation and enhancement is often a complex, time-consuming and costly process involving significant investment in research and development, with no assurance of return on investment. There can be no assurance that we will be able to develop and introduce new and improved products in a timely or efficient manner or that new and improved products, if developed, will achieve market acceptance. Our products generally must conform to various evolving and sometimes competing industry standards, which may adversely affect our ability to compete in certain markets or require us to incur significant costs. In addition, our customers generally impose very high quality and reliability standards on our products, which often change and may be difficult or costly to satisfy. Any inability to satisfy customer quality and reliability standards or comply with industry standards and technical requirements may adversely affect demand for our products and our results of operations. In addition, our growth is dependent on our ability to generate new design opportunities and win competitive bid selection processes. Failure to obtain a particular design win may prevent us from obtaining design wins in subsequent generations of a particular product, which could weaken our position in future competitive selection processes. Our growth is also dependent on our ability to identify and penetrate new markets where we have limited experience and competition is intense. Some of our customers in new markets are less established, which could subject us to increased credit risk. There can be no assurance that the markets we serve and/or target based on our business strategy will grow in the future, that our existing and new products will meet the requirements of these markets, that our products, or the products in which our products are used, will achieve customer acceptance in these markets, that competitors will not force price reductions or take market share from us, or that we can achieve or maintain adequate gross margins or profits in these markets. Additionally, developing markets, such as the developing Internet of Things (IoT) market, require significant investments, resources and technological advancement in order to compete effectively and there can be no assurance that we will achieve success in these markets. Furthermore, a decline in demand in one or several of our end-user markets could have a material adverse effect on the demand for our products and our results of operations.

We may not be able to compete successfully in markets within the semiconductor industry in the future.

We face intense competition in the semiconductor industry, and we expect this competition to increase in the future, including from companies located outside of the United States. Competition is generally based on innovation, design, quality and reliability of products, product performance, features and functionality, product pricing, availability and capacity, technological service and support, and the availability of integrated system solutions, with the relative importance of these factors varying among products, markets and customers. Many companies have sufficient financial, manufacturing, technical, sales and marketing resources to develop and market products that compete with our products. Some of our competitors may have more advantageous supply or development relationships with our current and potential customers or suppliers. Our competitors also include emerging companies selling specialized products in markets we serve and entities outside of the U.S., including entities associated with efforts by foreign governments to create indigenous semiconductor industries. Existing or new competitors may develop products or technologies that more effectively address the demands of our customers and markets with enhanced performance, features and functionality, lower power requirements, greater levels of integration or lower cost. In addition, as we seek to expand our business, including the design and production of products and services for the IoT market, we may encounter increased competition from our current competitors and/or new competitors. Increased competition in certain markets has resulted in and may continue to result in declining average selling prices, reduced gross margins and loss of market share in those markets. There can be no assurance that we will be able to compete successfully in the future against existing or new competitors, or that our operating results will not be adversely affected by increased competition. In addition, the semiconductor industry has experienced significant consolidation over the past several years. Consolidation among our competitors could lead to a changing competitive landscape, which could negatively impact our competitive position and market share and harm our results of operations.

We rely on third-party suppliers, subcontractors and manufacturers for some industry-standard wafers, manufacturing processes, assembly and test services, and transportation, and we generally cannot control their availability or conditions of supply.

We rely, and plan to continue to rely, on third-party suppliers, assembly and test subcontractors, freight carriers and wafer fabricators (collectively, suppliers) to supply most of our wafers that can be manufactured using industry-standard submicron processes. This reliance involves several risks, including reduced control over availability, capacity utilization, delivery schedules, manufacturing yields, and costs. We currently source approximately 60% of our wafer requirements annually from third-party wafer fabrication foundries, primarily Taiwan Semiconductor Manufacturing Company, TSMC. In addition, these suppliers often provide manufacturing services to our competitors and therefore periods of increased industry demand may result in capacity constraints. In certain instances, the third-party supplier is the sole source of highly specialized processing services. If our suppliers are unable or unwilling to manufacture and deliver components to us on the time schedule and of the quality or quantity that we require or provide us with required manufacturing processes, we may be forced to seek to engage additional or replacement suppliers, which could result in additional expenses and delays in product development or shipment of product to our customers. If additional or replacement suppliers or manufacturing processes are not available, we may also experience delays in product development or shipment which could, in turn, result in the temporary or permanent loss of customers.

The markets for semiconductor products are cyclical, and increased production may lead to overcapacity and lower prices, and conversely, we may not be able to satisfy unexpected demand for our products.

The cyclical nature of the semiconductor industry has resulted in periods when demand for our products has increased or decreased rapidly. The demand for our products is subject to the strength of our four major end markets of Industrial, Communications Infrastructure, Automotive and Consumer. If we expand our operations and workforce too rapidly or procure excessive resources in anticipation of increased demand for our products, and that demand does not materialize at the pace at which we expect, or declines, or if we overbuild inventory in a period of decreased demand, our operating results may be adversely affected as a result of increased operating expenses, reduced margins, underutilization of capacity or asset impairment charges. These capacity expansions by us and other semiconductor manufacturers could also lead to overcapacity in our target markets which could lead to price erosion that would adversely impact our operating results. Conversely, during periods of rapid increases in demand, our available capacity may not be sufficient to satisfy the demand. In addition, we may not be able to expand our workforce and operations in a sufficiently timely manner, procure adequate resources and raw materials, locate suitable third-party suppliers, or respond effectively to changes in demand for our existing products or to demand for new products requested by our customers, and our current or future business could be materially and adversely affected.

Our semiconductor products are complex and we may be subject to product warranty and indemnity claims, which could result in significant costs and damage to our reputation and adversely affect the market acceptance of our products.

Semiconductor products are highly complex and may contain defects when they are first introduced or as new versions are developed. We generally warrant our products to our customers for one year from the date title passes from us. We invest significant resources in the testing of our products; however, if any of our products contain defects, we may be required to incur additional development and remediation costs, pursuant to warranty and indemnification provisions in our customer contracts and purchase orders. These problems may divert our technical and other resources from other product development efforts and could result in claims against us by our customers or others, including liability for costs associated with product recalls, which may adversely impact our operating results. We may also be subject to customer indemnity claims. Our customers have on occasion been sued, and may be sued in the future, by third parties alleging infringement of intellectual property rights, or damages resulting from use of our products. Those customers may seek indemnification from us under the terms and conditions of our sales contracts with them. In certain cases, our potential indemnification liability may be significant. If any of our products contains defects, or has reliability, quality or compatibility problems, our reputation may be damaged, which could make it more difficult for us to sell our products to existing and prospective customers and could also adversely affect our operating results.

We have manufacturing processes that utilize a substantial amount of technology as the fabrication of integrated circuits is a highly complex and precise process. Minute impurities, contaminants in the manufacturing environment, difficulties in the fabrication process, defects in the masks used in the wafer manufacturing process, manufacturing equipment failures, wafer breakage or other factors can cause a substantial percentage of wafers to be rejected or numerous dice on each wafer to be nonfunctional. While we have significant expertise in semiconductor manufacturing, it is possible that some processes could become unstable. This instability could result in manufacturing delays and product shortages, which could have a material adverse effect on our operating results.

We are involved in frequent litigation, including claims regarding intellectual property rights, which could be costly to bring or defend and could require us to redesign products or pay significant royalties.

The semiconductor industry is characterized by frequent claims and litigation involving patent and other intellectual property rights, including claims arising under our contractual obligations to indemnify our customers. Other companies or individuals have obtained patents covering a variety of semiconductor designs and processes, and we might be required to obtain licenses under some of these patents or be precluded from making and selling infringing products, if those patents are found to be valid and infringed by us. In the event a third party makes a valid intellectual property claim against us and a license is not available to us on commercially reasonable terms, or at all, we could be forced either to redesign or to stop production of products incorporating that intellectual property, and our operating results could be materially and adversely affected. Litigation may be necessary to enforce our patents or other of our intellectual property rights or to defend us against claims of infringement, and this litigation could be costly and divert the attention of our key personnel. We could also be subject to litigation or arbitration disputes arising under our contractual obligations, as well as indemnity, warranty or product liability claims that could lead to significant costs and expenses as we defend those claims or pay damage awards. There can be no assurance that we are adequately insured to protect against all claims and potential liabilities, and we may elect to self-insure with respect to certain matters. We may incur costs and expenses relating to a recall of our customers' products due to an alleged failure of components we supply. An adverse outcome in litigation or arbitration could have a material adverse effect on our financial position or on our operating results or cash flows in the period in which the dispute is resolved.

We may be unable to adequately protect our proprietary intellectual property rights, which may limit our ability to compete effectively.

Our future success depends, in part, on our ability to protect our intellectual property. We primarily rely on patent, mask work, copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods, to protect our proprietary technologies and processes. Despite our efforts to protect our intellectual property, it is possible that competitors or other unauthorized third parties may obtain, copy, reverse engineer, use or disclose our technologies, products and processes. Moreover, the laws of foreign countries in which we design, manufacture, market and sell our products may afford little or no effective protection of our proprietary intellectual property.

There can be no assurance that the claims allowed in our issued patents will be sufficiently broad to protect our technology. In addition, any of our existing or future patents may be challenged, invalidated or circumvented. As such, any rights granted under these patents may not provide us with adequate protection. We may not be able to obtain foreign patents or pending applications corresponding to our U.S. patents and applications. Even if foreign patents are granted, effective enforcement in foreign countries may not be available. If our patents and mask works do not adequately protect our technology, our competitors may be able to offer products similar to ours. Our competitors may also be able to develop similar technology independently or design around our patents.

We generally enter into confidentiality agreements with our employees, consultants and strategic partners. We also try to control access to and distribution of our technologies, documentation and other proprietary information. Despite these efforts, internal or external parties may attempt to copy, disclose, obtain or use our products or technology without our authorization. Also, former employees may seek employment with our business partners, customers or competitors, and there can be no assurance that the confidential nature of our proprietary information will be maintained in the course of such future employment.

A significant disruption in, or breach in security of, our information technology systems could materially and adversely affect our business or reputation.

We rely on information technology systems throughout our Company to keep financial records and customer data, process orders, manage inventory, coordinate shipments to customers, maintain confidential and proprietary information, assist in semiconductor engineering and other technical activities and operate other critical functions such as Internet connectivity, network communications and email. Our information technology systems may be susceptible to damage, disruptions or shutdowns due to power outages, hardware failures, telecommunication failures, user errors, catastrophes or other unforeseen events. If we were to experience a prolonged disruption in the information technology systems that involve our internal communications or our interactions with customers or suppliers, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. We may also be subject to security breaches caused by computer viruses, illegal break-ins or hacking, sabotage, or acts of vandalism by third parties. Our security measures or those of our third party service providers may not detect or prevent security breaches. In addition, we provide our confidential and proprietary information to our strategic partners in certain cases where doing so is necessary to conduct our business. While we employ confidentiality agreements to protect such information, nonetheless those third parties may also be subject to security breaches or otherwise compromise the protection of such information. Security breaches of our information technology systems or those of our partners could result in the misappropriation or unauthorized disclosure of confidential and proprietary information belonging to us or to our employees, partners, customers or suppliers, which could result in our suffering significant financial or reputational damage.

If we do not retain our key personnel, our ability to execute our business strategy will be adversely affected.

Our continued success depends to a significant extent upon the recruitment, retention and effective succession of our executive officers and key management and technical personnel, particularly our experienced engineers. The competition for these employees is intense. The loss of the services of one or more of our key personnel could have a material adverse effect on our operating results. In addition, there could be a material adverse effect on our business should the turnover rates for engineers and other key personnel increase significantly or if we are unable to continue to attract and retain qualified personnel. We do not maintain any key person life insurance policy on any of our officers or employees.

To remain competitive, we may need to invest in or acquire other companies, purchase or license technology from third parties, or enter into other strategic transactions in order to introduce new products or enhance our existing products.

An element of our business strategy involves expansion through the acquisitions of businesses, assets, products or technologies that allow us to complement our existing product offerings, diversify our product portfolio, expand our market coverage, increase our engineering workforce or enhance our technological capabilities. We may not be able to find businesses that have the technology or resources we need and, if we find such businesses, we may not be able to invest in, purchase or license the technology or resources on commercially favorable terms or at all. Acquisitions, investments and technology licenses are difficult to identify and complete for a number of reasons, including the cost of potential transactions, competition among prospective buyers and licensees, the need for regulatory approvals, and difficulties related to integration efforts. In addition, investments in early-to-late stage private companies are subject to a risk of a partial or total loss of our investment. Both in the U.S. and abroad, governmental regulation of acquisitions, including antitrust reviews and approvals, has become more complex, increasing the costs and risks of undertaking and consummating significant acquisitions. In order to finance a potential transaction, we may need to raise additional funds by issuing securities or borrowing money. We may not be able to obtain financing on favorable terms, and the sale of our stock may result in the dilution of our existing shareholders or the issuance of securities with rights that are superior to the rights of our common shareholders.

Acquisitions also involve a number of risks, including:

- difficulty or delay integrating acquired technologies, operations and personnel with our existing businesses;
- diversion of management's attention in connection with both negotiating the transaction and integrating the assets;
- strain on managerial and operational resources as management tries to oversee larger or more complex operations;
- the future funding requirements for acquired companies, which may be significant;
- potential loss of key employees;
- exposure to unforeseen liabilities of acquired companies;
- higher than expected or unexpected costs relating to or associated with an acquisition and integration of assets;
- difficulty realizing synergies and growth prospects of an acquisition in a timely manner or at all; and
- increased risk of costly and time-consuming litigation.

If we are unable to successfully address these risks, we may not realize some or all of the expected benefits of the acquisition, which may have an adverse effect on our business strategy, plans and operating results.

We rely on supplies, services and manufacturing capacity located in geologically unstable areas, which could affect our ability to produce products.

We, like many companies in the semiconductor industry, rely on supplies, services, internal manufacturing capacity, wafer fabrication foundries and other subcontractors in geologically unstable locations around the world. Earthquakes, tsunamis, flooding or other natural disasters may disrupt local semiconductor-related businesses and adversely affect manufacturing capacity, availability and cost of key raw materials, utilities and equipment, and availability of key services, including transport of our products worldwide. Our insurance may not adequately cover losses resulting from such disruptions. Any prolonged inability to utilize one of our manufacturing facilities, or those of our subcontractors or third-party wafer fabrication foundries, as a result of fire, flood, natural disaster, unavailability of utilities or otherwise, could result in a temporary or permanent loss of customers for affected products, which could have a material adverse effect on our results of operations and financial condition.

We are exposed to business, economic, political, legal, regulatory and other risks through our significant worldwide operations, which could adversely affect our business, financial condition and results of operations.

We have significant operations and manufacturing facilities outside the United States, including in Ireland and the Philippines. A significant portion of our revenue is derived from customers in international markets, and we expect that international sales will continue to account for a significant portion of our revenue in the future. Risks associated with our international business operations include the following:

- political, legal and economic changes or instability and civil unrest in foreign markets;
- currency conversion risks and exchange rate and interest rate fluctuations;
- limitations on the repatriation of earnings;
- trade and travel restrictions or government sanctions, including restrictions imposed by the U.S. government on trading with parties in foreign countries;
- complex and varying government regulations and legal standards, particularly with respect to price protection, competition practices, export control regulations and restrictions, customs and tax requirements, anti-boycott regulations, data privacy, intellectual property, anti-corruption and environmental compliance, including U.S. customs and export regulations and restrictions, including International Traffic in Arms Regulations and the Foreign Corrupt Practices Act;

- economic disruption from terrorism and threats of terrorism and the response to them by the U.S. and its allies;
- increased managerial complexities, including different employment practices and labor issues;
- greater difficulty enforcing intellectual property rights and weaker laws protecting such rights;
- natural disasters or pandemics;
- transportation disruptions and delays and increases in labor and transportation costs;
- changes to foreign taxes, tariffs and freight rates;
- fluctuations in raw material costs and energy costs;
- greater difficulty in accounts receivable collections and longer collection periods; and
- costs associated with our foreign defined benefit pension plans.

Any of these risks, or any other risks related to international business operations, could materially adversely affect our business, financial condition and results of operations.

Many of these risks are present in China. While we expect to continue to expand our business and operations in China, our success in the Chinese markets may be adversely affected by China's continuously evolving policies, laws and regulations, including those relating to taxation, import and export tariffs or restrictions, currency controls, antitrust, the environment, indigenous innovation and the promotion of a domestic semiconductor industry, and intellectual property rights and enforcement and protection of those rights. Enforcement of existing laws or agreements may be inconsistent. In addition, changes in the political environment, governmental policies, international trade policies and relations, or U.S.-China relations could result in revisions to laws or regulations or their interpretation and enforcement, exposure of our proprietary intellectual property, increased taxation, and restrictions on imports, import duties or currency revaluations, which could have an adverse effect on our business plans and operating results.

At October 29, 2016, our principal source of liquidity was $4.1 billion of cash and cash equivalents and short-term investments, of which approximately $725.8 million was held in the United States and the remaining balance was held outside the United States in various foreign subsidiaries. As we intend to reinvest substantially all of our foreign earnings indefinitely, this cash held outside the United States is not available to meet certain aspects of our cash requirements in the United States. We require a substantial amount of cash in the United States for operating requirements, stock repurchases, cash dividends and acquisitions. If we are unable to address our U.S. cash requirements through operations, borrowings under our current credit facility, future debt or equity offerings or other sources of cash obtained at an acceptable cost, it may be necessary for us to consider repatriation of earnings that are indefinitely reinvested, and we may be required to pay additional taxes under current tax laws, which could have a material adverse effect on our results of operations and financial condition.

Our operating results are dependent on the performance of independent distributors.

A significant portion of our sales are through independent distributors that are not under our control. These independent distributors generally represent product lines offered by several companies and thus could reduce their sales efforts applied to our products or they could terminate their representation of us. We generally do not require letters of credit from our distributors and are not protected against accounts receivable default or declarations of bankruptcy by these distributors. Our inability to collect open accounts receivable could adversely affect our operating results. Termination of a significant distributor or a group of distributors, whether at our initiative or the distributor's initiative or through consolidation in the distribution industry, could disrupt our current business, and if we are unable to find suitable replacements, our operating results could be adversely affected.

We are subject to environmental, health and safety (EHS) regulations, which could increase our expenses and affect our operating results.

Our industry is subject to EHS requirements, particularly those environmental requirements that control and restrict the sourcing, use, transportation, emission, discharge, storage and disposal of certain chemicals, minerals, elements and materials used or produced in the semiconductor manufacturing process. Public attention to environmental, sustainability and social responsibility concerns continues to increase, and our customers routinely include stringent environmental and other standards in their contracts with us. Changes in EHS laws or regulations may require us to invest in costly equipment or alter the way our products are made and may adversely affect the sourcing, supply and pricing of materials used in our products. In addition, we use hazardous and other regulated materials that subject us to risks of strict liability for damages caused by potential or actual releases of such materials. Any failure to control such materials adequately or to comply with existing or future EHS statutory or regulatory standards, requirements or contractual obligations could result in liability for damages and remediation; the imposition of regulatory penalties and civil and criminal fines; the suspension or termination of the development, manufacture, sale or use of certain of our products; changes to our manufacturing processes or a need to substitute materials that may cost more or be less available; damage to our reputation; and/or increased expenses associated with compliance, each of which could have a material adverse effect on our business and operating results.

If we fail to comply with government contracting regulations, we could suffer a loss of revenue or incur price adjustments or other penalties.

Some of our revenue is derived from contracts with agencies of the United States government and subcontracts with its prime contractors. As a United States government contractor or subcontractor, we are subject to federal contracting regulations, including the Federal Acquisition Regulations, which govern the allowability of costs incurred by us in the performance of United States government contracts. Certain contract pricing is based on estimated direct and indirect costs, which are subject to change. Additionally, the United States government is entitled after final payment on certain negotiated contracts to examine all of our cost records with respect to such contracts and to seek a downward adjustment to the price of the contract if it determines that we failed to furnish complete, accurate and current cost or pricing data in connection with the negotiation of the price of the contract.

In connection with our United States government business, we are also subject to government audits and to review and approval of our policies, procedures, and internal controls for compliance with procurement regulations and applicable laws. In certain circumstances, if we do not comply with the terms of a contract or with regulations or statutes, we could be subject to downward contract price adjustments or refund obligations or could in extreme circumstances be assessed civil and criminal penalties or be debarred or suspended from obtaining future contracts for a specified period of time. Any such suspension or debarment or other sanction could have an adverse effect on our business.

Under some of our government subcontracts, we are required to maintain secure facilities and to obtain security clearances for personnel involved in performance of the contract, in compliance with applicable federal standards. If we were unable to comply with these requirements, or if personnel critical to our performance of these contracts were unable to obtain or maintain their security clearances, we might be unable to perform these contracts or compete for other projects of this nature, which could adversely affect our revenue.

If we are unable to generate sufficient cash flow, we may not be able to service our debt obligations, including making payments on our outstanding senior unsecured notes.

In June 2013, we issued in a public offering $500.0 million aggregate principal amount of 2.875% senior unsecured notes due June 1, 2023 (the 2023 Notes). In December 2015, we issued in a public offering $850.0 million aggregate principal amount of 3.9% senior unsecured notes due December 15, 2025 (the 2025 Notes) and $400.0 million aggregate principal amount of 5.3% senior unsecured notes due December 15, 2045 (the 2045 Notes, and together with the 2023 Notes and the 2025 Notes, the Notes). Our ability to make payments of principal and interest on our indebtedness when due depends upon our future performance, which will be subject to general economic conditions, industry cycles and financial, business and other factors affecting our consolidated operations, many of which are beyond our control. If we are unable to generate sufficient cash flow from operations in the future to service our outstanding debt, we may be required to, among other things:

- seek additional financing in the debt or equity markets;
- refinance or restructure all or a portion of our indebtedness, including the Notes;
- borrow under our existing revolving credit facility;
- divert funds that would otherwise be invested in our operations;
- repatriate earnings at higher tax rates that are indefinitely reinvested in foreign locations;
- sell selected assets; or
- reduce or delay planned capital expenditures or operating expenditures.

Such measures might not be sufficient to enable us to service our debt, including the Notes, which could negatively impact our financial results. In addition, any such financing, refinancing or sale of assets might not be possible on economically favorable terms.

Restrictions in our revolving credit facility and outstanding debt instruments may limit our activities.

Our current revolving credit facility and the Notes impose, and future debt instruments to which we may become subject may impose, restrictions that limit our ability to engage in activities that could otherwise benefit our Company, including to undertake certain transactions, to create certain liens on our assets and to incur certain subsidiary indebtedness. Our ability to comply with these financial restrictions and covenants is dependent on our future performance, which is subject to prevailing economic conditions and other factors, including factors that are beyond our control such as foreign exchange rates, interest rates, changes in technology and changes in the level of competition. In addition, our revolving credit facility requires us to maintain compliance with specified financial ratios. If we breach any of the covenants under our revolving credit facility, the indentures governing the Notes, the Term Loan Facility or any future debt instruments to which we may become subject and do not obtain appropriate waivers, then, subject to applicable cure periods, our outstanding indebtedness thereunder could be declared immediately due and payable or we may be restricted from further borrowing under our revolving credit facility.

Our stock price may be volatile.

The market price of our common stock has been volatile in the past and may be volatile in the future, as it may be significantly affected by factors including:

- global economic conditions generally;
- crises in global credit, debt and financial markets;
- actual or anticipated fluctuations in our revenue and operating results;
- changes in financial estimates or other statements made by securities analysts or others in analyst reports or other publications or our failure to perform in line with those estimates or statements or our published guidance;
- changes in market valuations of other semiconductor companies;
- rumors and speculation in the press, investment community or on social media about us or other companies in our industry;
- announcements by us or our competitors of significant new products, technical innovations, material transactions, acquisitions or dispositions, litigation, capital commitments or revised earnings estimates;
- departures of key personnel;
- alleged noncompliance with laws, regulations or ethics standards by us or any of our employees, officers or directors; and
- negative media publicity targeting us or our suppliers, customers or competitors.

The stock market has historically experienced volatility, especially within the semiconductor industry, that often has been unrelated to the performance of particular companies. These market fluctuations may cause our stock price to fall regardless of our operating results.

Our directors and executive officers periodically sell shares of our common stock in the market, including pursuant to Rule 10b5-1 trading plans. Regardless of the individual's reasons for such sales, securities analysts and investors could view such sales as a negative indicator and our stock price could be adversely affected as a result.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters is located in Norwood, Massachusetts. Manufacturing and other operations are conducted in several locations worldwide. The following tables provide certain information about our principal general offices and manufacturing facilities:

Principal Properties Owned:	Use	Approximate Total Sq. Ft.
Wilmington, MA	Wafer fabrication, testing, engineering, marketing and administrative offices	594,000 sq. ft.
Cavite, Philippines	Wafer probe and testing, warehouse, engineering and administrative offices	873,000 sq. ft.
Limerick, Ireland	Wafer fabrication, wafer probe and testing, engineering and administrative offices	491,000 sq. ft.
Chelmsford, MA	Final assembly of certain module and subsystem-level products, testing, engineering and administrative offices	174,000 sq. ft.
Greensboro, NC	Product testing, engineering and administrative offices	99,000 sq. ft.
San Jose, CA	Engineering, administrative offices	77,000 sq. ft.

Principal Properties Leased:	Use	Approximate Total Sq. Ft.	Lease Termination (fiscal year)	Renewals
Norwood, MA	Corporate headquarters, engineering, sales and marketing offices	130,000 sq. ft.	2022	2, five-yr. periods
Bangalore, India	Engineering	75,000 sq. ft.	2018	1, five-yr. period
Greensboro, NC	Engineering and administrative offices	51,000 sq. ft.	2018	2, three-yr. periods
Shanghai, China	Engineering and sales offices	59,000 sq. ft.	2018	2, two-yr. periods
Beijing, China	Engineering and sales offices	58,000 sq. ft.	2021	1, three-yr. period

In addition to the principal leased properties listed in the above table, we also lease sales offices and other premises at 23 locations in the United States and 49 locations internationally under operating lease agreements. These leases expire at various dates through the year 2025. We do not anticipate experiencing significant difficulty in retaining occupancy of any of our manufacturing, office or sales facilities through lease renewals prior to expiration or through month-to-month occupancy, or in replacing them with equivalent facilities. For information concerning our obligations under all operating leases, see Note 11, *Lease Commitments,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K.

ITEM 3. LEGAL PROCEEDINGS

From time to time in the ordinary course of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, environmental matters, product liability, insurance coverage and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail. We do not believe that any current legal matters will have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth (i) the name, age and position of each of our executive officers as of November 22, 2016 and (ii) the business experience of each person named in the table during at least the past five years. There is no family relationship among any of our executive officers.

Executive Officer	Age	Position(s)	Business Experience
Vincent T. Roche	56	President and Chief Executive Officer	Chief Executive Officer since May 2013; President since November 2012; Vice President, Strategic Segments Group and Global Sales from October 2009 to November 2012; Vice President, Worldwide Sales from March 2001 to October 2009; Vice President and General Manager, Silicon Valley Business Units and Computer & Networking from 1999 to March 2001; Product Line Director from 1995 to 1999; and Product Marketing Manager from 1988 to 1995.
David A. Zinsner	47	Senior Vice President, Finance and Chief Financial Officer	Senior Vice President, Finance and Chief Financial Officer since November 2014; Vice President, Finance and Chief Financial Officer from January 2009 to November 2014; Senior Vice President and Chief Financial Officer, Intersil Corporation, a company that designs and develops integrated circuits, from 2005 to December 2008; Corporate Controller and Treasurer, Intersil Corporation from 2000 to 2005; and Corporate Treasurer, Intersil Corporation from 1999 to 2000.
Martin Cotter	51	Senior Vice President, Worldwide Sales and Digital Marketing	Senior Vice President, Worldwide Sales and Digital Marketing since September 2016; Vice President Internet of Things (IoT), Healthcare, and Consumer Business Units, from November 2015 to September 2016; Vice President, Healthcare and Consumer Business Groups from November 2014 to November 2015; and VP, Communications Infrastructure Business Unit from October 2012 to November 2014.
Joseph (John) Hassett	58	Senior Vice President, Worldwide Manufacturing	Senior Vice President, Worldwide Manufacturing since May 2015; and Vice President, Worldwide Manufacturing from 1994 to May 2015.
Rick D. Hess	63	Executive Vice President	Executive Vice President, since September 2016; Senior Vice President, Communications and Automotive Business Group from November 2014 to September 2016; Vice President, Radio and Microwave Group from July 2014 to November 2014; President and Chief Executive Officer, Hittite Microwave Corporation, a semiconductor manufacturer from April 2013 to July 2014; Vice President to Superconductors, American Superconductor Corporation, an energy technology company, from 2010 to April 2013; and President and Chief Executive Officer, Konarka Technologies from 2006 to 2010.

Executive Officer	Age	Position(s)	Business Experience
Jean Philibert	56	Senior Vice President, Human Resources	Senior Vice President, Human Resources since January 2016; Senior Vice President and Chief People Officer for Kixeye, a gaming development company, from December 2014 to December 2015; and Vice President of Human Resources, Data Protection and Availability Division at EMC, a data storage company, from January 2011 to November 2014.
Peter Real	56	Senior Vice President and Chief Technology Officer	Senior Vice President and Chief Technology Officer since November 2014; Vice President, High Speed Product and Technology Group from November 2012 to November 2014; Vice President, Linear and Radio Frequency Group from August 2009 to November 2012; Vice President, Radio Frequency and Networking Group from January 2008 to August 2009; Product Line Director from 1999 to 2007; and Engineering Manager from 1992 to 1999.
Margaret K. Seif	55	Chief Legal Officer, Secretary and Senior Vice President of Communications	Chief Legal Officer, Secretary and Senior Vice President of Communications since January 2016; Senior Vice President, General Counsel and Secretary from November 2014 to January 2016; Vice President, General Counsel and Secretary from January 2006 to November 2014; Senior Vice President, General Counsel and Secretary of RSA Security Inc. from January 2000 to November 2005; and Vice President, General Counsel and Secretary of RSA Security Inc. from June 1998 to January 2000.
Eileen Wynne	50	Vice President and Chief Accounting Officer	Vice President and Chief Accounting Officer since April 2015; Vice President, Corporate Controller and Chief Accounting Officer from May 2013 to April 2015; Corporate Controller from April 2011 to May 2013; and Assistant Corporate Controller from February 2004 to April 2011.

PART II

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

Our common stock is listed on The NASDAQ Global Select Market under the symbol ADI. The tables below set forth the high and low sales prices per share of our common stock on the applicable exchange and the dividends declared for each quarterly period within our two most recent fiscal years.

High and Low Sales Prices of Common Stock

	Fiscal 2016		Fiscal 2015	
Period	**High**	**Low**	**High**	**Low**
First Quarter	$62.40	$47.24	$57.99	$49.18
Second Quarter	$59.87	$48.17	$64.94	$51.29
Third Quarter	$66.91	$52.17	$68.97	$57.16
Fourth Quarter	$65.49	$59.01	$64.16	$50.56

Dividends Declared Per Outstanding Share of Common Stock

In fiscal 2016 and fiscal 2015, we paid a cash dividend in each quarter as follows:

Period	Fiscal 2016	Fiscal 2015
First Quarter	$0.40	$0.37
Second Quarter	$0.42	$0.40
Third Quarter	$0.42	$0.40
Fourth Quarter	$0.42	$0.40

During the first quarter of fiscal 2017, on November 21, 2016, our Board of Directors declared a cash dividend of $0.42 per outstanding share of common stock. The dividend will be paid on December 13, 2016 to all shareholders of record at the close of business on December 2, 2016. The payment of future dividends, if any, will be based on several factors including our financial performance, outlook and liquidity.

Information regarding our equity compensation plans and the securities authorized for issuance thereunder is set forth in Item 12 of this Annual Report on Form 10-K.

Issuer Purchases of Equity Securities

On July 26, 2016, we entered into a definitive agreement to acquire Linear Technology Corporation (Linear), an independent manufacturer of high performance linear integrated circuits. As a result of this proposed acquisition of Linear, we have temporarily suspended our share repurchase program. The table below summarizes the activity related to stock repurchases for the three months ended October 29, 2016.

Period	Total Number of Shares Purchased(a)	Average Price Paid Per Share(b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(c)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July 31, 2016 through August 27, 2016	8,311	$ 65.27	—	$ 792,501,619
August 28, 2016 through September 24, 2016	12,002	$ 62.52	—	$ 792,501,619
September 25, 2016 through October 29, 2016	1,908	$ 62.49	—	$ 792,501,619
Total	22,221	$ 63.54	—	$ 792,501,619

(a) Consists of 22,221 shares withheld by us from employees to satisfy employee minimum tax obligations upon vesting of restricted stock units granted to our employees under our equity compensation plans.

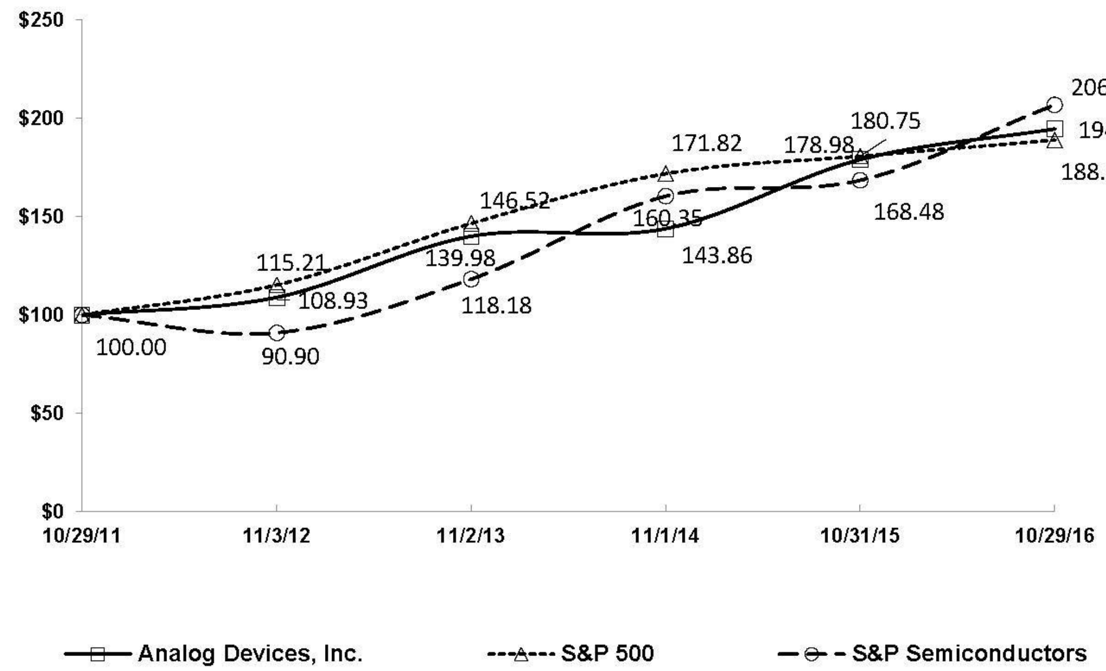
(b) The average price paid for shares in connection with vesting of restricted stock are averages of the closing stock price at the vesting date which is used to calculate the number of shares to be withheld.

(c) Shares repurchased pursuant to the stock repurchase program publicly announced on August 12, 2004. On February 15, 2016, the Board of Directors of the Company approved an increase to the current authorization for the stock repurchase program by $600.0 million to $1.0 billion in the aggregate. In the aggregate, our Board of Directors has authorized us to repurchase $6.2 billion of our common stock under the program. Under the repurchase program, we may repurchase outstanding shares of our common stock from time to time in the open market and through privately negotiated transactions. Unless terminated earlier by resolution of our Board of Directors, the repurchase program will expire when we have repurchased all shares authorized for repurchase under the repurchase program.

The number of holders of record of our common stock at November 18, 2016 was 1,967. This number does not include shareholders for whom shares are held in a “nominee” or “street” name. On October 28, 2016, the last reported sales price of our common stock on The NASDAQ Global Select Market was $63.53 per share.

Comparative Stock Performance Graph

The following graph compares cumulative total shareholder return on our common stock since October 29, 2011 with the cumulative total return of the Standard & Poor’s (S&P) 500 Index and the S&P Semiconductors Index. This graph assumes the investment of $100 on October 29, 2011 in our common stock, the S&P 500 Index and the S&P Semiconductors Index and assumes all dividends are reinvested. Measurement points are the last trading day for each respective fiscal year.



Form 10-K

ITEM 6. SELECTED FINANCIAL DATA

The following table includes selected financial data for each of our last five fiscal years and includes the results of operations from the acquisition of Hittite from July 22, 2014. See Note 6, *Acquisitions,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for information on this acquisition.

(thousands, except per share amounts)	**2016**	**2015**	**2014**	**2013**	**2012**
Statement of Operations data:					
Total revenue from continuing operations	$ 3,421,409	$ 3,435,092	$ 2,864,773	$ 2,633,689	$ 2,701,142
Net income	861,664	696,878	629,320	673,487	651,236
Net income per share					
Basic	2.79	2.23	2.01	2.19	2.18
Diluted	2.76	2.20	1.98	2.14	2.13
Cash dividends declared per common share	1.66	1.57	1.45	1.32	1.15
Balance Sheet data:					
Total assets (1)	$ 7,970,278	$ 7,058,777	$ 6,855,331	$ 6,376,433	$ 5,617,299
Debt (1)	$ 1,732,177	$ 869,935	$ 868,430	$ 866,924	$ 818,550

(1) Amounts have been restated as a result of the Company's election to change its method of accounting for debt issuance costs in accordance with Accounting Standards Update (ASU) 2015-03, *Interest - Imputation of Interest Simplifying the Presentation of Debt Issuance Costs,* during the first quarter of fiscal 2016 retrospectively to October 29, 2011. As a result of the adoption of this ASU, the debt issuance costs related to the Company's outstanding notes have been reclassified as a deduction to the face amount of the notes and are no longer shown as deferred assets within Other Assets on the Consolidated Balance Sheet.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (all tabular amounts in thousands except per share amounts)

Results of Operations

Overview

	Fiscal Year			2016 over 2015		2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
Revenue	$3,421,409	$3,435,092	$2,864,773	$ (13,683)	— %	$ 570,319	20%
Gross Margin %	65.1%	65.8%	63.9%				
Net income	$ 861,664	$ 696,878	$ 629,320	$ 164,786	24 %	$ 67,558	11%
Net income as a % of Revenue	25.2%	20.3%	22.0%				
Diluted EPS	$ 2.76	$ 2.20	$ 1.98	$ 0.56	25 %	$ 0.22	11%

Proposed Acquisition of Linear Technology Corporation

On July 26, 2016, we entered into a definitive agreement (the Merger Agreement) to acquire Linear Technology Corporation (Linear), an independent manufacturer of high performance linear integrated circuits. Under the terms of the Merger Agreement, Linear stockholders will receive, for each outstanding share of Linear common stock, $46.00 in cash and 0.2321 of a share of our common stock at the closing. Based on the number of outstanding shares of Linear common stock as of July 26, 2016 and our 5-day volume weighted average price as of July 21, 2016, the value of the total consideration to be paid by us is estimated to be approximately $14.8 billion. On October 18, 2016, Linear stockholders approved the Merger Agreement. As of October 29, 2016 we had received antitrust clearance in the United States and Germany. Subsequently, we have also received antitrust clearances in Japan and Israel. We currently expect the transaction to be completed by the end of the second quarter of our fiscal year ended October 28, 2017 (fiscal 2017), subject to receipt of the remaining required regulatory clearances and the satisfaction or waiver of the other conditions contained in the Merger Agreement.

We intend to fund the acquisition with the issuance of approximately 58.0 million new shares of our common stock and approximately $11.6 billion of new short- and long-term indebtedness. The financing is supported by fully underwritten bridge financing commitments and is expected to consist of term loans and bonds. See Note 6, *Acquisitions* and Note 16, *Debt,* of the Notes to the Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for further information.

Acquisition of Hittite Microwave Corporation (Hittite)

On July 22, 2014, we completed the acquisition of Hittite, a company that designed and developed high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately $2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of $2.0 billion. The acquisition of Hittite is referred to as the Hittite Acquisition. See Note 6, *Acquisitions,* of the Notes to the Consolidated Financial Statements contained in Item 8 of this Annual Report on From 10-K for further discussion related to the Hittite Acquisition.

Revenue Trends by End Market

The following table summarizes revenue by end market. The categorization of revenue by end market is determined using a variety of data points including the technical characteristics of the product, the "sold to" customer information, the "ship to" customer information and the end customer product or application into which our product will be incorporated. As data systems for capturing and tracking this data evolve and improve, the categorization of products by end market can vary over time. When this occurs, we reclassify revenue by end market for prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each end market.

	2016			2015		2014	
	Revenue	% of Total Product Revenue	Y/Y%	Revenue	% of Total Product Revenue	Revenue	% of Total Product Revenue*
Industrial	$ 1,502,019	44%	— %	$ 1,494,898	44%	$ 1,344,906	47%
Automotive	540,940	16%	3 %	525,893	15%	525,123	18%
Consumer	688,289	20%	(6)%	729,860	21%	327,434	11%
Communications	690,161	20%	1 %	684,441	20%	667,310	23%
Total Revenue	**$ 3,421,409**	100%	— %	**$ 3,435,092**	100%	**$ 2,864,773**	100%

* The sum of the individual percentages does not equal the total due to rounding.

Automotive end market revenue increased year-over-year in fiscal 2016 primarily as a result of increased demand for our powertrain, advanced driver assistance systems, and infotainment products. The year-over-year decrease in the consumer end market in fiscal 2016 was primarily the result of lower demand for products sold into portable consumer applications.

The year-over-year increase in the industrial and communications end markets revenue in fiscal 2015 was the result of the Hittite Acquisition. Consumer end market revenue increased in fiscal 2015 as compared to fiscal 2014 as a result of increased demand for products sold into the portable sector of this end market.

Revenue Trends by Geographic Region

Revenue by geographic region, based upon the primary location of our customers' design activity for its products, for fiscal 2016, 2015 and 2014 was as follows:

	Fiscal Year			Change			
				2016 over 2015		2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
United States	$1,299,629	$1,325,279	$ 821,554	$ (25,650)	(2)%	$ 503,725	61 %
Rest of North and South America	95,957	97,189	96,957	(1,232)	(1)%	232	— %
Europe	924,849	939,230	924,477	(14,381)	(2)%	14,753	2 %
Japan	291,649	319,569	308,054	(27,920)	(9)%	11,515	4 %
China	575,690	511,365	459,260	64,325	13 %	52,105	11 %
Rest of Asia	233,635	242,460	254,471	(8,825)	(4)%	(12,011)	(5)%
Total Revenue	$3,421,409	$3,435,092	$2,864,773	$ (13,683)	— %	$ 570,319	20 %

In fiscal years 2016, 2015 and 2014, the predominant countries comprising “Rest of North and South America” are Canada and Mexico; the predominant countries comprising “Europe” are Germany, Sweden, France and the United Kingdom; and the predominant countries comprising “Rest of Asia” are South Korea and Taiwan.

On a regional basis, the sales increase in China in fiscal 2016 as compared to fiscal 2015 was primarily the result of an increase in demand in the industrial, communications and automotive end markets. The sales decrease in Japan in fiscal 2016 as compared to fiscal 2015 was primarily, a result of a decrease in demand for our products in the industrial end market. The sales decrease in fiscal 2016 as compared to fiscal 2015 in the United States was primarily the result of a decrease in demand in the consumer end markets.

The sales increase in fiscal 2015 as compared to fiscal 2014 in the United States was primarily the result of increased demand for consumer products sold into the portable sector and the Hittite Acquisition. The sales increase in fiscal 2015 as compared to fiscal 2014 in Europe was primarily the result of the Hittite Acquisition, partially offset by a decrease in demand for products used in wireless base stations. The sales increase in fiscal 2015 as compared to fiscal 2014 in Japan was primarily a result of the Hittite Acquisition, partially offset by a decrease in demand for products used in home entertainment. The sales increase in fiscal 2015 as compared to fiscal 2014 in China was primarily a result of the Hittite Acquisition. The sales decrease in fiscal 2015 as compared to fiscal 2014 in the Rest of Asia was primarily the result of a decrease in demand in most end markets, partially offset by the Hittite Acquisition.

Gross Margin

	Fiscal Year			Change 2016 over 2015		Change 2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
Gross Margin	$2,227,173	$2,259,262	$1,830,188	$ (32,089)	(1)%	$ 429,074	23%
Gross Margin %	65.1%	65.8%	63.9%				

Gross margin percentage in fiscal 2016 decreased by 70 basis points compared to fiscal 2015, primarily as a result of lower utilization rates in our manufacturing facilities partially offset by a mix shift in favor of higher margin products being sold.

Gross margin percentage in fiscal 2015 increased 190 basis points compared to fiscal 2014 primarily as a result of the impact of purchased inventory recognized in fiscal 2014 as a result of the Hittite Acquisition.

Research and Development (R&D)

	Fiscal Year			Change 2016 over 2015		Change 2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
R&D Expenses	$ 653,816	$ 637,459	$ 559,686	$ 16,357	3%	$ 77,773	14%
R&D Expenses as a % of Revenue	19.1%	18.6%	19.5%				

R&D expenses increased in fiscal 2016 as compared to fiscal 2015 primarily as a result of increases in R&D employee and related benefit expenses and operational spending, partially offset by a decrease in variable compensation expense linked to our overall profitability and revenue growth.

R&D expenses increased in fiscal 2015 as compared to fiscal 2014 primarily as a result of increases in operational spending resulting from the Hittite Acquisition, variable compensation expense linked to our overall profitability and revenue growth and R&D employee and related benefit expenses.

R&D expenses as a percentage of revenue will fluctuate from year-to-year depending on the amount of revenue and the success of new product development efforts, which we view as critical to our future growth. We have hundreds of R&D projects underway, none of which we believe are material on an individual basis. We expect to continue the development of innovative technologies and processes for new products. We believe that a continued commitment to R&D is essential to maintain product leadership with our existing products as well as to provide innovative new product offerings, and therefore, we expect to continue to make significant R&D investments in the future.

Selling, Marketing, General and Administrative (SMG&A)

	Fiscal Year			Change 2016 over 2015		Change 2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
SMG&A Expenses	$ 461,438	$ 478,972	$ 454,676	$ (17,534)	(4)%	$ 24,296	5%
SMG&A Expenses as a % of Revenue	13.5%	13.9%	15.9%				

SMG&A expenses decreased in fiscal 2016 as compared to fiscal 2015 primarily as a result of decreases in operational spending and variable compensation expense linked to our overall profitability and revenue growth, partially offset by an increase in SMG&A employee and related benefit expenses.

SMG&A expenses increased in fiscal 2015 as compared to fiscal 2014 as a result of increases in variable compensation expense linked to our overall profitability and revenue growth, SMG&A employee and related benefit expenses, as well as operational spending resulting from the Hittite Acquisition. These increases were partially offset by a decrease in Acquisition-related transition costs and other activity.

Amortization of Intangibles

	Fiscal Year			Change			
				2016 over 2015		2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
Amortization expenses	$ 70,123	$ 88,318	$ 26,020	$ (18,195)	(21)%	$ 62,298	239%
Amortization expenses as a % of revenue	2.0%	2.6%	0.9%				

Amortization expenses decreased in fiscal 2016 as compared to fiscal 2015 as a result of certain intangible assets becoming fully amortized during fiscal 2015.

Amortization expenses increased in fiscal 2015 as compared to fiscal 2014 as a result of acquired amortizable intangible assets from the Hittite Acquisition. These intangible assets are being amortized on a straight-line basis over their estimated useful lives.

Special Charges

We monitor global macroeconomic conditions on an ongoing basis, and continue to assess opportunities for improved operational effectiveness and efficiency and better alignment of expenses with revenues. As a result of these assessments, we have undertaken various restructuring actions over the past several years. The expense reductions relating to ongoing actions are described below.

During fiscal 2016, we recorded a special charge of approximately $13.7 million for severance and fringe benefit costs in accordance with the Company's ongoing benefit plan for 123 manufacturing, engineering and SMG&A employees. As of October 29, 2016, we still employed 44 of the 123 employees included in these cost reduction actions. These employees must continue to be employed by the Company until their employment is terminated in order to receive the severance benefit. We expect this action will result in estimated annual cost savings of approximately $12.3 million once fully implemented.

During fiscal 2014, we recorded special charges of approximately $37.3 million. These special charges included $37.9 million for severance and fringe benefit costs in accordance with our ongoing benefit plan or statutory requirements at foreign locations for 341 manufacturing, engineering and SMG&A employees; $0.5 million for lease obligations costs for facilities that we ceased using during the fourth quarter of fiscal 2014; and $0.4 million for the impairment of assets that have no future use located at closed facilities. We reversed approximately $1.4 million of our severance accrual related to charges taken in fiscal 2013, primarily due to severance costs being lower than our estimates. We terminated the employment of all employees associated with this action. This action resulted in annual cost savings of approximately $46.2 million.

We expect that annual cost savings resulting from these actions will be used to make additional investments in products that we expect will drive revenue growth in the future.

Other Operating Expense

During fiscal 2015, we converted the benefits provided to participants in our Irish defined benefits pension plan to benefits provided under our Irish defined contribution plan. Retired pension plan participants received an annuity. As a result, in fiscal 2015 we recorded settlement charges, legal, accounting and other professional fees totaling $223.7 million to settle all existing and future Irish pension plan liabilities.

Operating Income

	Fiscal Year			Change 2016 over 2015		Change 2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
Operating income	$1,028,112	$ 830,841	$ 752,484	$ 197,271	24%	$ 78,357	10%
Operating income as a % of Revenue	30.0%	24.2%	26.3%				

The increase in operating income in fiscal 2016 as compared to fiscal 2015 was primarily the result of a $223.7 million decrease in other operating expense more fully described above under the heading *Other Operating Expense,* partially offset by a 70 basis point decrease in gross margin percentage.

The increase in operating income in fiscal 2015 as compared to fiscal 2014 was primarily the result of an increase in revenue of $570.3 million, a 190 basis point increase in gross margin percentage and a $37.3 million decrease in special charges, partially offset by a $223.7 million increase in other operating expense, a $77.8 million increase in R&D expenses, a $24.3 million increase in SMG&A expenses and a $62.3 million increase in amortization of intangibles more fully described above under the headings *Research and Development (R&D), Selling, Marketing, General and Administrative (SMG&A), Amortization of Intangibles, Special Charges and Other Operating Expense.*

Nonoperating (Income) Expense

	Fiscal Year			Change	
				2016 over 2015	2015 over 2014
	2016	2015	2014	$ Change	$ Change
Interest expense	$ 88,757	$ 27,030	$ 34,784	$ 61,727	$ (7,754)
Interest income	(21,221)	(8,625)	(12,173)	(12,596)	3,548
Other, net	3,655	2,322	528	1,333	1,794
Total nonoperating expense	$ 71,191	$ 20,727	$ 23,139	$ 50,464	$ (2,412)

The increase in nonoperating expense in fiscal 2016 as compared to fiscal 2015 was primarily the result of an increase in interest expense as a result of the issuance of $850.0 million aggregate principal amount of 3.9% senior unsecured notes due December 15, 2025 (the 2025 Notes) and $400.0 million aggregate principal amount of 5.3% senior unsecured notes due December 15, 2045 (the 2045 Notes) in fiscal 2016, and as a result of fees related to financing commitments entered into in anticipation of the proposed acquisition of Linear. These increases were partially offset by a decrease in interest expense as a result of the redemption of the $375.0 million aggregate principal amount of 3.0% senior unsecured notes (the 2016 Notes) in fiscal 2016. See Note 16, *Debt*, of the Notes to our Condensed Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for further information on the issuance of the 2025 Notes and the 2045 Notes and redemption of the 2016 Notes. The increase in nonoperating expense as a result of the increase in interest expense in fiscal 2016 as compared to fiscal 2015 was partially offset by an increase in interest income due to higher interest rates earned on our investments and the investment of higher cash balances in fiscal 2016 as compared to fiscal 2015.

The decrease in nonoperating expense in fiscal 2015 as compared to fiscal 2014 was primarily the result of the repayment of the 90-day term loan facility used to fund the Hittite Acquisition in the fourth quarter of fiscal 2014, partially offset by a decrease in interest income primarily as a result of lower cash balances throughout fiscal 2015 as compared to fiscal 2014.

Provision for Income Taxes

	Fiscal Year			Change 2016 over 2015		Change 2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
Provision for Income Taxes	$ 95,257	$ 113,236	$ 100,025	$ (17,979)	(16)%	$ 13,211	13%
Effective Income Tax Rate	10.0%	14.0%	13.7%				

Our effective tax rate reflects the applicable tax rate in effect in the various tax jurisdictions around the world where our income is earned.

The tax rate for all periods presented was below the U.S. federal statutory tax rate of 35%, primarily due to lower statutory tax rates applicable to our operations in the foreign jurisdictions in which we earn income. Non-U.S. jurisdictions accounted for approximately 78% of our total revenues for the fiscal 2016, resulting in a material portion of our pretax income being earned and taxed outside the U.S., primarily in Bermuda and Ireland, at rates ranging from 0% to 35%. The impact on our provision for income taxes of income earned in foreign jurisdictions being taxed at rates different than the U.S. statutory rate was a benefit of approximately $264.3 million and a foreign effective tax rate of approximately 6.1% in fiscal 2016 compared to a benefit of approximately $198.1 million and a foreign effective tax rate of approximately 10.6% fiscal 2015. A reduction in the ratio of domestic taxable income to worldwide taxable income effectively lowers the overall tax rate, due to the fact that the tax rates in the majority of foreign jurisdictions where we earn income are significantly lower than the U.S. statutory rate. In addition, our effective income tax rate can be impacted each year by discrete factors or events. Our effective tax rate for fiscal 2016 included a tax benefit of $7.5 million from the reinstatement of the U.S. federal research and development tax credit in December 2015 retroactive to January 1, 2015. Our effective tax rate for fiscal 2015 was reduced as a result of $13.0 million recorded from the reversal of certain prior period tax liabilities, a tax benefit of $7.0 million from the reinstatement of the U.S. federal research and development tax credit in December 2014 retroactive to January 1, 2014 and a tax benefit of $3.8 million as a result of an acquisition accounting adjustment. In addition our effective tax rate for fiscal 2015 included $2.0 million of discrete tax expense items associated with the U.S. provision to return adjustments.

Non-U.S. jurisdictions accounted for approximately 78% of our total revenues for fiscal 2015, resulting in a material portion of our pretax income being earned and taxed outside the U.S., primarily in Bermuda and Ireland, at rates ranging from 0% to 35%. The impact on our provision for income taxes of income earned in foreign jurisdictions being taxed at rates different than the U.S. statutory rate was a benefit of approximately $198.1 million and a foreign effective tax rate of approximately 10.6% in fiscal 2015, compared to a benefit of approximately $179.3 million and a foreign effective tax rate of approximately 7.7% in fiscal 2014. A reduction in the ratio of domestic taxable income to worldwide taxable income effectively lowers the overall tax rate, due to the fact that the tax rates in the majority of foreign jurisdictions where we earn income are significantly lower than the U.S. statutory rate. In addition, our effective income tax rate can be impacted each year by discrete factors or events. Our effective tax rate for fiscal 2015 was reduced as a result of $13.0 million recorded from the reversal of certain prior period tax liabilities, a tax benefit of $7.0 million from the reinstatement of the U.S. federal research and development tax credit in December 2014 retroactive to January 1, 2014 and a tax benefit of $3.8 million as a result of an acquisition accounting adjustment. In addition our effective tax rate for fiscal 2015 included $2.0 million of discrete tax expense items associated with the U.S. provision to return adjustments. Our effective tax rate for fiscal 2014 was not significantly impacted by discrete items.

Net Income

				Change			
	Fiscal Year			2016 over 2015		2015 over 2014	
	2016	2015	2014	$ Change	% Change	$ Change	% Change
Net Income	$ 861,664	$ 696,878	$ 629,320	$ 164,786	24%	$ 67,558	11%
Net Income, as a % of Revenue	25.2%	20.3%	22.0%				
Diluted EPS	$ 2.76	$ 2.20	$ 1.98	$ 0.56	25%	$ 0.22	11%

The increase in net income in fiscal 2016 as compared to fiscal 2015 was primarily a result of the $197.3 million increase in operating income and the $18.0 million decrease in provision for income taxes, partially offset by the $50.5 million increase in nonoperating expense.

The increase in net income in fiscal 2015 as compared to fiscal 2014 was primarily a result of the $78.4 million increase in operating income, partially offset by the $13.2 million increase in provision for income taxes.

The impact of inflation and foreign currency exchange rate movement on our results of operations during the past three fiscal years has not been significant.

Acquisitions

On July 22, 2014, we completed our acquisition of Hittite, a company that designed and developed high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately $2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of $2.0 billion. We recognized assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition, resulting in the recognition of $1.4 billion of goodwill and $666.4 million of intangible assets, including $0.9 million of in-process research and development intangible assets. We recognized approximately $50.9 million of transaction-related costs, including legal, accounting, severance, debt financing, interest and other related fees of which approximately $9.7 million were expensed in fiscal 2015 and $41.2 million in fiscal 2014. These costs are included in the consolidated statements of income in operating expenses within SMG&A expenses as well as non-operating expenses. The Hittite Acquisition resulted in the creation of a new operating segment. We continue to operate and track our results in one reportable segment based on the aggregation of seven operating segments.

The following unaudited pro forma consolidated financial information presents our combined results of operations after giving effect to the Hittite Acquisition and assumes that the Hittite Acquisition, which closed on July 22, 2014, was completed on November 4, 2012 (the first day of the Company's 2013 fiscal year). The pro forma consolidated financial information has been calculated after applying our accounting policies and includes adjustments for amortization expense of acquired intangible assets, transaction-related costs, increase in cost of sales for inventory acquired and depreciation of property, plant and equipment, and interest expense for the debt incurred to fund the Hittite Acquisition, together with the consequential tax effects. These pro forma results have been prepared for comparative purposes only and do not purport to be indicative of our operating results that would have been achieved had the Hittite Acquisition actually taken place on November 4, 2012. In addition, these results are not intended to be a projection of future results and do not reflect events that may occur after the Hittite Acquisition, including but not limited to revenue enhancements, cost savings or operating synergies that the combined Company may achieve as a result of the Hittite Acquisition.

(thousands, except per share data)	November 1, 2014
Revenue	$ 3,075,468
Net income	$ 778,049
Basic net income per common share	$ 2.48
Diluted net income per common share	$ 2.44

Liquidity and Capital Resources

At October 29, 2016, our principal source of liquidity was $4.1 billion of cash and cash equivalents and short-term investments, of which approximately $725.8 million was held in the United States. The balance of our cash and cash equivalents and short-term investments was held outside the United States in various foreign subsidiaries. As we intend to reinvest substantially all of our foreign earnings indefinitely, the majority of cash held outside the United States is not available to meet certain aspects of our cash requirements in the United States, including cash dividends, principal and interest payments, and common stock repurchases. If these funds are needed for U.S. operations or can no longer be indefinitely reinvested outside the United States, we would be required to accrue and pay U.S. taxes to repatriate these funds and such amounts could be material. Our cash and cash equivalents consist of highly liquid investments with maturities of three months or less at the time of acquisition, including money market funds, and our short-term investments consist primarily of corporate obligations, such as commercial paper and floating rate notes, bonds and bank time deposits. We maintain these balances with high credit quality counterparties, continually monitor the amount of credit exposure to any one issuer and diversify our investments in order to minimize our credit risk.

In connection with our proposed acquisition of Linear, in fiscal 2016 we obtained bridge financing commitments and entered into a term loan facility consisting of a 3-year unsecured term loan facility in the principal amount of $2.5 billion and a 5-year unsecured term loan facility in the principal amount of $2.5 billion. We expect to finance the proposed acquisition using both short- and long-term indebtedness totaling approximately $11.6 billion. In addition, in fiscal 2016 we amended and restated our existing revolving credit facility to allow for the increase in the amount of commitments to $1.0 billion from $750.0 million, subject to closing the acquisition of Linear and the satisfaction of certain other conditions. During the period prior to closing, we expect to incur fees and expenses related to the financing arrangements and the acquisition. See Note 16, *Debt*, of the Notes to our Condensed Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for further information.

We believe that our existing sources of liquidity and cash expected to be generated from future operations, together with existing and anticipated available long-term financing, will be sufficient to fund operations, capital expenditures, research and development efforts and dividend payments (if any) in the immediate future and for at least the next twelve months.

	Fiscal Year		
	2016	2015	2014
Net Cash Provided by Operations	$ 1,280,895	$ 907,798	$ 871,602
Net Cash Provided by Operations as a % of Revenue	37.4%	26.4%	30.4%
Net Cash Used for Investing Activities	$ (1,218,270)	$ (17,125)	$ (114,751)
Net Used for Financing Activities	$ (22,917)	$ (571,603)	$ (576,610)

At October 29, 2016, cash and cash equivalents totaled $921.1 million. The following changes contributed to the net increase in cash and cash equivalents of $36.8 million in fiscal 2016.

Operating Activities

Cash provided by operating activities is net income adjusted for certain non-cash items and changes in assets and liabilities.

The increase in cash provided by operating activities during fiscal 2016 as compared to fiscal 2015 was primarily due to changes in working capital and higher net income adjusted for non-cash items. Changes in working capital included a decrease in inventory and an increase in accounts receivable more fully described below under the heading *Working Capital.*

Investing Activities

Investing cash flows consist primarily of capital expenditures, investment purchases, maturities and sales of available-for-sale securities, as well as cash used for acquisitions.

The increase in cash used for investing activities during fiscal 2016 as compared to fiscal 2015 was primarily due to an increase in the net purchases of available-for-sale securities and an increase in payments for acquisitions, partially offset by a decrease in property, plant and equipment additions.

Financing Activities

Financing cash flows consist primarily of payments of dividends to stockholders, repurchases of common stock, issuance and repayment of long-term debt, and proceeds from the sale of shares of common stock pursuant to employee equity incentive plans.

The decrease in cash used for financing activities during fiscal 2016 as compared to fiscal 2015 was primarily due to net proceeds of $1.2 billion received from the issuance of the 2025 Notes and 2045 Notes, partially offset by $378.2 million of payments for the redemption of our 2016 Notes, an increase in stock repurchases of $143.1 million, a decrease in proceeds from the sale of shares of common stock pursuant to employee equity incentive plans of $61.1 million, payments of $33.4 million related to derivative instruments, payments of $26.6 million in deferred financing fees related to the proposed acquisition of Linear and an increase in dividend payments to shareholders of $22.1 million.

Working Capital

	Fiscal Year			
	2016	2015	$ Change	% Change
Accounts Receivable	$ 477,609	$ 466,527	$ 11,082	2 %
Days Sales Outstanding*	50	46		
Inventory	$ 376,555	$ 412,314	$ (35,759)	(9)%
Days Cost of Sales in Inventory*	121	121		

* We use the average of the current year and prior year ending net accounts receivable and ending inventory balance in our calculation of days sales outstanding and days cost of sales in inventory, respectively

The increase in accounts receivable was primarily the result of higher product shipments in the final month of the fourth quarter of fiscal 2016 as compared to the final month of the fourth quarter of fiscal 2015. Days sales outstanding increased primarily as a result of an increase in average accounts receivable of 9% over the prior year.

Inventory as of October 29, 2016 decreased as compared to the end of the fourth quarter of fiscal 2015 primarily as a result of our efforts to balance manufacturing production, demand and inventory levels. Our inventory levels are impacted by our need to support forecasted sales demand and variations between those forecasts and actual demand.

Current liabilities decreased to $782.9 million at October 29, 2016 from $1.1 billion recorded at the end of fiscal 2015. The decrease was primarily the result of the redemption of the 2016 Notes in the first quarter of fiscal 2016, partially offset by an increase in deferred income on shipments to distributors as more fully described below.

As of October 29, 2016 and October 31, 2015, we had gross deferred revenue of $432.3 million and $379.9 million, respectively, and gross deferred cost of sales of $80.8 million and $79.8 million, respectively. Deferred income on shipments to distributors increased in fiscal 2016 primarily as a result of higher demand for products sold into the channel. Sales to distributors are made under agreements that allow distributors to receive price-adjustment credits and to return qualifying products for credit, as determined by us, in order to reduce the amounts of slow-moving, discontinued or obsolete product from their inventory. Given the uncertainties associated with the levels of price-adjustment credits to be granted to distributors, the sales price to the distributors is not fixed or determinable until the distributors resell the products to their customers. Therefore, we defer revenue recognition from sales to distributors until the distributors have sold the products to their customers. The amount of price-adjustments is dependent on future overall market conditions, and therefore the levels of these adjustments could fluctuate significantly from period to period. To the extent that we experience a significant increase in the amount of credits we issue to our distributors, there could be a material impact on the ultimate revenue and gross margin recognized relating to these transactions.

Debt

As of October 29, 2016, we had $1,732.2 million of carrying value outstanding on our debt. The difference in the carrying value of the debt and the principal amount of the debt is due to the unamortized discount and issuance fees on these instruments that will accrete to the face value of the debt over the term of the debt. Our debt obligations consist of the following:

$500.0 Million Aggregate Principal Amount of 2.875% Senior Unsecured Notes (2023 Notes)

On June 3, 2013, we issued the 2023 Notes with semi-annual fixed interest payments due on June 1 and December 1 of each year, commencing December 1, 2013.

$850.0 Million Aggregate Principal Amount of 3.9% Senior Unsecured Notes (2025 Notes) and $400.0 Million Aggregate Principal Amount of 5.3% Senior Unsecured Notes (2045 Notes)

On December 14, 2015, we issued the 2025 Notes and the 2045 Notes with semi-annual fixed interest payments due on June 15 and December 15 of each year, commencing June 15, 2016.

The indentures governing the 2023 Notes, 2025 Notes and 2045 Notes contain covenants that may limit our ability to: incur, create, assume or guarantee any debt for borrowed money secured by a lien upon a principal property; enter into sale and lease-back transactions with respect to a principal property; and consolidate with or merge into, or transfer or lease all or substantially all of our assets to, any other party. As of October 29, 2016, we were compliant with these covenants. See Note 16, *Debt,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for further information on our outstanding debt.

Revolving Credit Facility

On July 10, 2015, we amended and restated our existing senior unsecured revolving credit facility with certain institutional lenders (the Credit Agreement) dated as of December 19, 2012. On September 23, 2016, we subsequently amended and restated the Credit Agreement. The Credit Agreement expires on July 10, 2020 and provides that the Company may borrow up to $750.0 million. Subject to closing the acquisition of Linear and the satisfaction of certain other conditions, the aggregate amount of commitments under the facility will increase to $1.0 billion from $750.0 million and the maximum covenant level will be temporally revised. To date, we have not borrowed under this credit facility, but we may borrow in the future and use the proceeds for repayment of existing indebtedness, stock repurchases, acquisitions, capital expenditures, working capital and other lawful corporate purposes. The terms of the facility impose restrictions on our ability to undertake certain transactions, to create certain liens on assets and to incur certain subsidiary indebtedness. In addition, the Credit Agreement contains a consolidated leverage ratio covenant of total consolidated funded debt to consolidated earnings before interest, taxes, depreciation, and amortization (EBITDA) of not greater than 3.0 to 1.0. As of October 29, 2016, we were compliant with these covenants. See Note 15, *Revolving Credit Facility,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for further information on our revolving credit facility.

Stock Repurchase Program

Our common stock repurchase program has been in place since August 2004. In the aggregate, our Board of Directors has authorized us to repurchase $6.2 billion of our common stock under the program. Under the program, we may repurchase outstanding shares of our common stock from time to time in the open market and through privately negotiated transactions. Unless terminated earlier by resolution of our Board of Directors, the repurchase program will expire when we have repurchased all shares authorized under the program. As of October 29, 2016, we had repurchased a total of approximately 147.0 million shares of our common stock for approximately $5.4 billion under this program. As of October 29, 2016, an additional $792.5 million worth of shares remains available for repurchase under the current authorized program. The repurchased shares are held as authorized but unissued shares of common stock. We also from time to time repurchase shares in settlement of employee minimum tax withholding obligations due upon the vesting of restricted stock units. As a result of our proposed acquisition of Linear, we have temporarily suspended our share repurchase program. While we do not plan to resume share repurchases in the near term, we expect to continue repurchasing our common stock over the long-term.

Capital Expenditures

Net additions to property, plant and equipment were $127.4 million in fiscal 2016 and were funded with a combination of cash on hand and cash generated from operations. We expect capital expenditures for fiscal 2017 to be in the range of $125.0 million to $145.0 million. These capital expenditures will be funded with a combination of cash on hand and cash generated from operations.

Dividends

On November 21, 2016, our Board of Directors declared a cash dividend of $0.42 per outstanding share of common stock. The dividend will be paid on December 13, 2016 to all shareholders of record at the close of business on December 2, 2016 and is expected to total approximately $129.4 million. We currently expect quarterly dividends to continue at $0.42 per share, although they remain subject to determination and declaration by our Board of Directors. The payment of future dividends, if any, will be based on several factors, including our financial performance, outlook and liquidity.

Contractual Obligations

The table below summarizes our contractual obligations and the amounts we owe under these contracts in specified periods as of October 29, 2016:

		Payment due by period			
(thousands)	**Total**	**Less than 1 Year**	**1-3 Years**	**3-5 Years**	**More than 5 Years**
Contractual obligations:					
Operating leases (a)	$ 82,625	$ 34,328	$ 33,431	$ 11,472	$ 3,394
Bridge financing obligations (b)	7,162	7,162	—	—	—
Debt obligations	1,750,000	—	—	—	1,750,000
Interest payments associated with debt obligations	1,040,950	68,725	137,450	137,450	697,325
Deferred compensation plan (c)	26,916	764	—	—	26,152
Pension funding (d)	5,187	5,187	—	—	—
Total	$2,912,840	$ 116,166	$ 170,881	$ 148,922	$ 2,476,871

(a) Certain of our operating lease obligations include escalation clauses. These escalating payment requirements are reflected in the table.

(b) This payment reflects the amount of commitment and structuring fees related to bridge financing commitments, due upon the closing or termination of the proposed acquisition of Linear. The timing of due date of the payment is estimated based upon the estimated closing of date of the acquisition. See Note 16, *Debt,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for more information on the bridge financing commitments.

(c) These payments relate to obligations under our deferred compensation plan. The deferred compensation plan allows certain members of management and other highly-compensated employees and non-employee directors to defer receipt of all or any portion of their compensation. The amount in the "More than 5 Years" column of the table represents the remaining total balance under the deferred compensation plan to be paid to participants who have not terminated employment. Since we cannot reasonably estimate the timing of withdrawals for participants who have not yet terminated employment, we have included the future obligation to these participants in the “More than 5 Years” column of the table.

(d) Our funding policy for our foreign defined benefit plans is consistent with the local requirements of each country. The payment obligations in the table are estimates of our expected contributions to these plans for fiscal year 2017. The actual future payments may differ from the amounts presented in the table and reasonable estimates of payments beyond one year are not practical because of potential future changes in variables, such as plan asset performance, interest rates and the rate of increase in compensation levels.

Certain of our acquisitions involve the potential payment of contingent consideration. The table above does not reflect any such obligations, which could be up to $8.5 million, as the timing and amounts are uncertain.

The table above does not reflect future obligations related to the long-term financing we have not yet incurred but expect to incur in connection with our proposed acquisition of Linear, as these obligations will be contingent upon the closing of the acquisition. These obligations consist of the expected issuance of approximately $11.6 billion in both short- and long-term indebtedness, plus the interest expense associated with them. See Note 16, *Debt,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for more information on the financing commitments.

As of October 29, 2016, our total liabilities associated with uncertain tax positions was $81.7 million, which are included in “Other non-current liabilities” in our consolidated balance sheet contained in Item 8 of this Annual Report on Form 10-K. Due to the complexity associated with our deferred taxes and tax uncertainties, we cannot make a reasonably reliable estimate of the period in which we expect to settle the non-current liabilities associated with these deferred taxes and uncertain tax positions. Therefore, we have not included these deferred taxes and uncertain tax positions in the above contractual obligations table.

The expected timing of payments and the amounts of the obligations discussed above are estimated based on current information available as of October 29, 2016.

Off-balance Sheet Arrangements

As of October 29, 2016, we had no off-balance sheet financing arrangements.

New Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (FASB) and are adopted by us as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards will not have a material impact on our future financial condition and results of operations. See Note 2t, *New Accounting Pronouncements,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for a description of recently issued and adopted accounting pronouncements, including the dates of adoption and impact on our historical financial condition and results of operations.

Revenue Recognition

In May 2014, the FASB issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, the guidance requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has issued several amendments and updates to the new revenue standard, including guidance related to when an entity should recognize revenue gross as a principal or net as an agent and how an entity should identify performance obligations. As amended, ASU 2014-09 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, which is our first quarter of fiscal 2019. Early adoption is permitted for all entities only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. As described in Note 2n, *Revenue Recognition*, of the Notes to the Consolidated Financial Statements contained in Item 8 of this Annual Report on From 10-K, we defer revenue and the related cost of sales on shipments to distributors until the distributors resell the products to their customers. Upon adoption of ASU 2014-09, we will no longer be permitted to defer revenue until sale by the distributor to the end customer, but rather, will be required to estimate the effects of returns and allowances provided to distributors and record revenue at the time of sale to the distributor. We are continuing to evaluate the future impact and method of adoption of ASU 2014-09 and related amendments on our consolidated financial statements and related disclosures. We are considering early adoption of the new standard using the modified retrospective method in fiscal 2018. Our ability to early adopt the standard is dependent on system readiness and the completion of the analysis necessary to meet the requirements under ASU 2014-09.

Critical Accounting Policies and Estimates

Management's discussion and analysis of the financial condition and results of operations is based upon the consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience, knowledge of current conditions and beliefs of what could occur in the future based on available information. We consider the following accounting policies to be both those most important to the portrayal of our financial condition and those that require the most subjective judgment. If actual results differ significantly from management's estimates and projections, there could be a material effect on our financial statements. We also have other policies that we consider key accounting policies, such as our policy for revenue recognition, including the deferral of revenue on sales to distributors until the products are sold to the end user; however, the application of these policies does not require us to make significant estimates or judgments that are difficult or subjective.

Revenue Recognition

Revenue from product sales to customers is generally recognized when title passes, which is upon shipment in the U.S. and for certain foreign counties. Revenue from product sales to other foreign countries is subsequent to product shipment. Title for these shipments to these other foreign countries ordinarily passes within a week of shipment. Accordingly, we defer the revenue recognized relating to these other foreign countries until title has passed. For multiple element arrangements, we allocate arrangement consideration among the elements based on the relative fair values of those elements as determined using vendor-specific objective evidence or third-party evidence. We use our best estimate of selling price to allocate arrangement consideration between the deliverables in cases where neither vendor-specific objective evidence nor third-party evidence is available. A reserve for sales returns and allowances for customers is recorded based on historical experience or specific identification of an event necessitating a reserve.

Revenue from contracts with the United States government, government prime contractors and some commercial customers is generally recorded on a percentage of completion basis, using either units delivered or costs incurred as the measurement basis for progress toward completion. The output measure is used to measure results directly and is generally the best measure of progress toward completion in circumstances in which a reliable measure of output can be established. Estimated revenue in excess of amounts billed is reported as unbilled receivables. Contract accounting requires judgment in estimating costs and assumptions related to technical issues and delivery schedule. Contract costs include material, subcontract costs, labor and an allocation of indirect costs. The estimation of costs at completion of a contract is subject to numerous variables involving contract costs and estimates as to the length of time to complete the contract. Changes in contract performance, estimated gross margin, including the impact of final contract settlements, and estimated losses are recognized in the period in which the changes or losses are determined.

In all regions of the world, we defer revenue and the related cost of sales on shipments to distributors until the distributors resell the products to their customers. As a result, our revenue fully reflects end customer purchases and is not impacted by distributor inventory levels. Sales to distributors are made under agreements that allow distributors to receive price-adjustment credits and to return qualifying products for credit, as determined by us, in order to reduce the amounts of slow-moving, discontinued or obsolete product from their inventory. These agreements limit such returns to a certain percentage of the value of our shipments to that distributor during the prior quarter. In addition, distributors are allowed to return unsold products if we terminate the relationship with the distributor. Given the uncertainties associated with the levels of price-adjustment credits to be granted to distributors, the sales price to the distributor is not fixed or determinable until the distributor resells the products to their customers. Therefore, we defer revenue recognition from sales to distributors until the distributors have sold the products to their customers.

Inventory Valuation

We value inventories at the lower of cost (first-in, first-out method) or market. Because of the cyclical nature of the semiconductor industry, changes in inventory levels, obsolescence of technology, and product life cycles, we write down inventories to net realizable value. We employ a variety of methodologies to determine the net realizable value of inventory. While a portion of the calculation is determined via reference to the age of inventory and lower of cost or market calculations, an element of the calculation is subject to significant judgments made by us about future demand for our inventory. If actual demand for our products is less than our estimates, additional adjustments to existing inventories may need to be recorded in future periods. To date, our actual results have not been materially different than our estimates, and we do not expect them to be materially different in the future.

Allowance for Doubtful Accounts

We maintain allowances for doubtful accounts, when appropriate, for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, our actual losses may exceed our estimates, and additional allowances would be required. To date, our actual results have not been materially different than our estimates, and we do not expect them to be materially different in the future.

Long-Lived Assets

We review property, plant, and equipment and finite lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of assets may not be recoverable. Recoverability of these assets is determined by comparison of their carrying value to the estimated future undiscounted cash flows that the assets are expected to generate over their remaining estimated lives. If such assets are considered to be impaired, the impairment to be recognized in earnings equals the amount by which the carrying value of the assets exceeds their fair value determined by either a quoted market price, if any, or a value determined by utilizing a discounted cash flow technique. Although we have recognized no material impairment adjustments related to our property, plant, and equipment and identified intangible assets during the past three fiscal years, except those made in conjunction with restructuring actions, deterioration in our business in the future could lead to such impairment adjustments in future periods. Evaluation of impairment of long-lived assets requires estimates of future operating results that are used in the preparation of the expected future undiscounted cash flows. Actual future operating results and the remaining economic lives of our long-lived assets could differ from the estimates used in assessing the recoverability of these assets. These differences could result in impairment charges, which could have a material adverse impact on our results of operations. In addition, in certain instances, assets may not be impaired but their estimated useful lives may have decreased. In these situations, we amortize the remaining net book values over the revised useful lives. We review indefinite-lived intangible assets for impairment annually, on the first day of the fourth quarter (on or about August 1) or more frequently if indicators of impairment exist. We perform a qualitative assessment on our indefinite-lived intangible assets to determine whether it is more likely-than not that the indefinite-lived intangible asset is impaired. If it is determined that the fair value of the indefinite-lived intangible asset is less than the carrying value, we would compare the fair value of the intangible asset with its carrying amount and recognize an impairment equal to any amount by which the carrying value of the assets exceeds the fair value.

Goodwill

Goodwill is subject to annual impairment tests or more frequently if indicators of potential impairment exist and suggest that the carrying value of goodwill may not be recoverable from estimated discounted future cash flows. We test goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis in the fourth quarter (on or about August 1) or more frequently if we believe indicators of impairment exist. For our latest annual impairment assessment that occurred as of July 31, 2016, we identified our reporting units to be our seven operating segments. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. We determine the fair value of our reporting units using a weighting of the income and market approaches. Under the income approach, we use a discounted cash flow methodology which requires management to make significant estimates and assumptions related to forecasted revenues, gross profit margins, operating income margins, working capital cash flow, perpetual growth rates, and long-term discount rates, among others. For the market approach, we use the guideline public company method. Under this method we utilize information from comparable publicly traded companies with similar operating and investment characteristics as the reporting units, to create valuation multiples that are applied to the operating performance of the reporting unit being tested, in order to obtain their respective fair values. In order to assess the reasonableness of the calculated reporting unit fair values, we reconcile the aggregate fair values of our reporting units determined, as described above, to its current market capitalization, allowing for a reasonable control premium. If the carrying amount of a reporting unit, calculated using the above approaches, exceeds the reporting unit’s fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit’s goodwill with the carrying value of that reporting unit's goodwill.

Business Combinations

Under the acquisition method of accounting, we recognize tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. We record the excess of the fair value of the purchase consideration over the value of the net assets acquired as goodwill. The accounting for business combinations requires us to make significant estimates and assumptions, especially with respect to intangible assets and the fair value of contingent payment obligations. Critical estimates in valuing purchased technology, customer lists and other identifiable intangible assets include future cash flows that we expect to generate from the acquired assets. If the subsequent actual results and updated projections of the underlying business activity change compared with the assumptions and projections used to develop these values, we could experience impairment charges which could be material. In addition, we have estimated the economic lives of certain acquired assets and these lives are used to calculate depreciation and amortization expense. If our estimates of the economic lives change, depreciation or amortization expenses could be accelerated or slowed.

We record contingent consideration resulting from a business combination at its fair value on the acquisition date. We generally determine the fair value of the contingent consideration using the income approach methodology of valuation. Each reporting period thereafter, we revalue these obligations and record increases or decreases in their fair value as an adjustment to operating expenses within the consolidated statement of income. Changes in the fair value of the contingent consideration can result from changes in assumed discount periods and rates, and from changes pertaining to the achievement of the defined milestones. Significant judgment is employed in determining the appropriateness of these assumptions as of the acquisition date and for each subsequent period. Accordingly, future business and economic conditions, as well as changes in any of the assumptions described above, can materially impact the amount of contingent consideration expense we record in any given period.

Accounting for Income Taxes

We must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, benefits, and deductions, and in the calculation of certain tax assets and liabilities, which arise from differences in the timing of the recognition of revenue and expense for tax and financial statement purposes, as well as the interest and penalties relating to these uncertain tax positions. We assessed the likelihood of the realization of deferred tax assets and concluded that a valuation allowance is needed to reserve the amount of the deferred tax assets that may not be realized due to the uncertainty of the timing and amount of the realization of certain state credit carryovers. In reaching our conclusion, we evaluated certain relevant criteria including the existence of deferred tax liabilities that can be used to realize deferred tax assets, the taxable income in prior carryback years in the impacted state jurisdictions that can be used to absorb net operating losses and taxable income in future years. Our judgments regarding future profitability may change due to future market conditions, changes in U.S. or international tax laws and other factors. These changes, if any, may require material adjustments to these deferred tax assets, resulting in a reduction in net income or an increase in net loss in the period when such determinations are made, which in turn, may result in an increase or decrease to our tax provision in a subsequent period.

We account for uncertain tax positions by determining if it is “more likely than not” that a tax position will be sustained by the appropriate taxing authorities prior to recording any benefit in the financial statements. An uncertain income tax position is not recognized if it has less than a 50% likelihood of being sustained. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in known facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. A change in these factors would result in the recognition of a tax benefit or an additional charge to the tax provision.

In the ordinary course of global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of cost reimbursement and royalty arrangements among related entities. Although we believe our estimates are reasonable, no assurance can be given that the final tax outcome of these matters will not be different than that which is reflected in our historical income tax provisions and accruals. In the event our assumptions are incorrect, the differences could have a material impact on our income tax provision and operating results in the period in which such determination is made. In addition to the factors described above, our current and expected effective tax rate is based on then-current tax law. Significant changes during the year in enacted tax law could affect these estimates.

Stock-Based Compensation

Stock-based compensation expense associated with stock options and related awards is recognized in the consolidated statements of income. Determining the amount of stock-based compensation to be recorded requires us to develop estimates to be used in calculating the grant-date fair value of stock options and market-based restricted stock units. We calculate the grant-date fair values of stock options using the Black-Scholes valuation model. The use of valuation models requires us to make estimates of key assumptions such as expected option term and stock price volatility to determine the fair value of a stock option. The estimate of these key assumptions is based on historical information and judgment regarding market factors and trends. As it relates to our market-based restricted stock units, we utilize the Monte Carlo simulation valuation model to value these awards. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant and calculates the fair market value for the market-based restricted stock units granted. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions, including the possibility that the market condition may not be satisfied, and the resulting fair value of the award. We recognize the expense related to these on a straight-line basis over the vesting period, which is generally five years for stock options and three years for restricted stock units. See Note 3, *Stock-Based Compensation and Shareholders' Equity,* of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K for more information related to stock based compensation.

Contingencies

From time to time, in the ordinary course of business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, environmental matters, product liability, insurance coverage and personnel and employment disputes. We periodically assess each matter to determine if a contingent liability should be recorded. In making this determination, we may, depending on the nature of the matter, consult with internal and external legal counsel and technical experts. Based on the information we obtain, combined with our judgment regarding all the facts and circumstances of each matter, we determine whether it is probable that a contingent loss may be incurred and whether the amount of such loss can be reasonably estimated. If a loss is probable and reasonably estimable, we record a contingent loss. In determining the amount of a contingent loss, we consider advice received from experts in the specific matter, current status of legal proceedings, settlement negotiations that may be ongoing, prior case history and other factors. If the judgments and estimates made by us are incorrect, we may need to record additional contingent losses that could materially adversely impact our results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Exposure

Our interest income and expense are sensitive to changes in the general level of interest rates. In this regard, changes in interest rates affect the interest earned on our marketable securities and short term investments, as well as the fair value of our investments and debt.

Based on our marketable securities and short-term investments outstanding as of October 29, 2016 and October 31, 2015, our annual interest income would change by approximately $41 million and $27 million, respectively, for each 100 basis point increase in interest rates.

To provide a meaningful assessment of the interest rate risk associated with our investment portfolio, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of our investment portfolio assuming a 100 basis point parallel shift in the yield curve. Based on investment positions as of October 29, 2016 and October 31, 2015, a hypothetical 100 basis point increase in interest rates across all maturities would result in a $7 million and $5 million decline, respectively in the fair market value of the portfolio. Such losses would only be realized if we sold the investments prior to maturity.

As of October 29, 2016, we had $1,750.0 million in principal amount of senior unsecured notes outstanding, which consisted of $500 million of 2.875% senior unsecured notes due June 1, 2023 (the 2023 Notes), $850 million of 3.9% senior unsecured notes due December 15, 2025 (the 2025 Notes) and $400 million of 5.3% senior unsecured notes due December 15, 2045 (the 2045 Notes). As of October 29, 2016, a hypothetical 100 basis point increase in market interest rates would reduce the fair value of our 2023 Notes, 2025 Notes and 2045 Notes outstanding by approximately $29 million, $66 million and $58 million, respectively.

Foreign Currency Exposure

As more fully described in Note 2i in the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K, we regularly hedge our non-U.S. dollar-based exposures by entering into forward foreign currency exchange contracts. The terms of these contracts are for periods matching the duration of the underlying exposure and generally range from one to twelve months. Currently, our largest foreign currency exposure is the Euro, primarily because our European operations have the highest proportion of our local currency denominated expenses. Relative to foreign currency exposures existing at October 29, 2016 and October 31, 2015, a 10% unfavorable movement in foreign currency exchange rates over the course of the year would result in approximately $8 million of losses and $8 million of gains, respectively, in changes in earnings or cash flows.

The market risk associated with our derivative instruments results from currency exchange rates that are expected to offset the market risk of the underlying transactions, assets and liabilities being hedged. The counterparties to the agreements relating to our foreign exchange instruments consist of a number of major international financial institutions with high credit ratings. Based on the credit ratings of our counterparties as of October 29, 2016, we do not believe that there is significant risk of nonperformance by them. While the contract or notional amounts of derivative financial instruments provide one measure of the volume of these transactions, they do not represent the amount of our exposure to credit risk. The amounts potentially subject to credit risk (arising from the possible inability of counterparties to meet the terms of their contracts) are generally limited to the amounts, if any, by which the counterparties' obligations under the contracts exceed our obligations to the counterparties.

The following table illustrates the effect that a 10% unfavorable or favorable movement in foreign currency exchange rates, relative to the U.S. dollar, would have on the fair value of our forward exchange contracts as of October 29, 2016 and October 31, 2015:

	October 29, 2016	October 31, 2015
Fair value of forward exchange contracts liability	$ (5,231)	$ (3,083)
Fair value of forward exchange contracts after a 10% unfavorable movement in foreign currency exchange rates asset	$ 11,744	$ 13,595
Fair value of forward exchange contracts after a 10% favorable movement in foreign currency exchange rates liability	$ (23,277)	$ (18,736)

The calculation assumes that each exchange rate would change in the same direction relative to the U.S. dollar. In addition to the direct effects of changes in exchange rates, such changes typically affect the volume of sales or the foreign currency sales price as competitors' products become more or less attractive. Our sensitivity analysis of the effects of changes in foreign currency exchange rates does not factor in a potential change in sales levels or local currency selling prices.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Analog Devices, Inc.

We have audited the accompanying consolidated balance sheets of Analog Devices, Inc. as of October 29, 2016 and October 31, 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended October 29, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15(c). 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 Analog Devices, Inc. at October 29, 2016 and October 31, 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended October 29, 2016, 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), Analog Devices, Inc.'s internal control over financial reporting as of October 29, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated November 22, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts
November 22, 2016

Form 10-K

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ANALOG DEVICES, INC.

CONSOLIDATED STATEMENTS OF INCOME
Years ended October 29, 2016, October 31, 2015 and November 1, 2014

(thousands, except per share amounts)	2016	2015	2014
Revenue			
Revenue	$ 3,421,409	$ 3,435,092	$ 2,864,773
Costs and Expenses			
Cost of sales(1)	1,194,236	1,175,830	1,034,585
Gross margin	2,227,173	2,259,262	1,830,188
Operating expenses:			
Research and development(1)	653,816	637,459	559,686
Selling, marketing, general and administrative(1)	461,438	478,972	454,676
Amortization of intangibles	70,123	88,318	26,020
Special charges	13,684	—	37,322
Other operating expense	—	223,672	—
	1,199,061	1,428,421	1,077,704
Operating income	1,028,112	830,841	752,484
Nonoperating (income) expenses:			
Interest expense	88,757	27,030	34,784
Interest income	(21,221)	(8,625)	(12,173)
Other, net	3,655	2,322	528
	71,191	20,727	23,139
Earnings			
Income before income taxes	956,921	810,114	729,345
Provision for income taxes	95,257	113,236	100,025
Net Income	$ 861,664	$ 696,878	$ 629,320
Shares used to compute earnings per share — Basic	308,736	312,660	313,195
Shares used to compute earnings per share — Diluted	312,308	316,872	318,027
Basic Earnings Per Share	$ 2.79	$ 2.23	$ 2.01
Diluted Earnings Per Share	$ 2.76	$ 2.20	$ 1.98
Dividends declared and paid per share	$ 1.66	$ 1.57	$ 1.45
(1) Includes stock-based compensation expense as follows:			
Cost of sales	$ 7,808	$ 8,983	$ 7,069
Research and development	$ 27,039	$ 26,617	$ 20,707
Selling, marketing, general and administrative	$ 28,574	$ 33,319	$ 23,036

See accompanying Notes.

ANALOG DEVICES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Years ended October 29, 2016, October 31, 2015 and November 1, 2014

(thousands)	2016	2015	2014
Net Income	$ 861,664	$ 696,878	$ 629,320
Foreign currency translation adjustment (net of taxes of $1,175 in 2016, $1,479 in 2015 and $2,379 in 2014)	(6,006)	(12,925)	(5,615)
Change in unrecognized gains/losses on marketable securities:			
Change in fair value of available-for-sale securities classified as short-term investments (net of taxes of $56 in 2016, $55 in 2015 and $186 in 2014)	847	(540)	(306)
Total change in unrealized gains/losses on marketable securities, net of tax	847	(540)	(306)
Change in unrecognized gains/losses on derivative instruments designated as cash flow hedges:			
Changes in fair value of derivatives (net of taxes of $903 in 2016, $10,889 in 2015 and $916 in 2014)	(4,629)	(28,798)	(9,350)
Adjustment for realized gain/loss reclassified into earnings (net of taxes of $1,050 in 2016, $1,064 in 2015 and $148 in 2014)	3,437	10,447	912
Total change in derivative instruments designated as cash flow hedges, net of tax	(1,192)	(18,351)	(8,438)
Changes in accumulated other comprehensive loss — pension plans:			
Change in transition asset (net of taxes of $3 in 2016, $0 in 2015 and $0 in 2014)	17	19	22
Change in actuarial loss/gain (net of taxes of $3,297 in 2016, $23,500 in 2015 and $12,139 in 2014)	(16,730)	153,953	(74,049)
Change in prior service cost/income (net of taxes of $47 in 2016, $640 in 2015 and $58 in 2014)	101	(4,481)	406
Total change in accumulated other comprehensive (loss) income — pension plans, net of tax	(16,612)	149,491	(73,621)
Other comprehensive (loss) income	(22,963)	117,675	(87,980)
Comprehensive income	$ 838,701	$ 814,553	$ 541,340

See accompanying Notes.

Form 10-K

ANALOG DEVICES, INC.

CONSOLIDATED BALANCE SHEETS
October 29, 2016 and October 31, 2015

(thousands, except per share amounts)	2016	2015
ASSETS		
Current Assets		
Cash and cash equivalents	$ 921,132	$ 884,353
Short-term investments	3,134,661	2,144,575
Accounts receivable less allowances of $5,117 ($2,081 in 2015)	477,609	466,527
Inventories(1)	376,555	412,314
Deferred tax assets	—	129,241
Prepaid income tax	6,405	1,941
Prepaid expenses and other current assets	58,501	40,597
Total current assets	4,974,863	4,079,548
Property, Plant and Equipment, at Cost		
Land and buildings	564,329	559,660
Machinery and equipment	1,994,115	1,932,727
Office equipment	58,785	54,099
Leasehold improvements	59,649	55,609
	2,676,878	2,602,095
Less accumulated depreciation and amortization	2,040,762	1,957,985
Net property, plant and equipment	636,116	644,110
Other Assets		
Deferred compensation plan investments	26,152	23,753
Other investments	21,937	17,482
Goodwill	1,679,116	1,636,526
Intangible assets, net	549,368	583,517
Deferred tax assets	36,005	33,280
Other assets	46,721	40,561
Total other assets	2,359,299	2,335,119
	$ 7,970,278	$ 7,058,777
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 171,439	$ 174,247
Deferred income on shipments to distributors, net	351,538	300,087
Income taxes payable	4,100	15,062
Debt, current	—	374,594
Accrued liabilities	255,857	249,595
Total current liabilities	782,934	1,113,585
Non-current Liabilities		
Long-term debt	1,732,177	495,341
Deferred income taxes	109,931	227,376
Deferred compensation plan liability	26,152	23,753
Other non-current liabilities	153,466	125,763
Total non-current liabilities	2,021,726	872,233
Commitments and contingencies (Note 12)		
Shareholders' Equity		
Preferred stock, $1.00 par value, 471,934 shares authorized, none outstanding	—	—
Common stock, $0.16 2/3 par value, 1,200,000,000 shares authorized, 308,170,560 shares issued and outstanding (312,060,682 on October 31, 2015)	51,363	52,011
Capital in excess of par value	402,270	634,484
Retained earnings	4,785,799	4,437,315
Accumulated other comprehensive loss	(73,814)	(50,851)
Total shareholders' equity	5,165,618	5,072,959
	$ 7,970,278	$ 7,058,777

(1) Includes $2,486 and $2,923 related to stock-based compensation at October 29, 2016 and October 31, 2015, respectively.

See accompanying Notes.

ANALOG DEVICES, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
Years ended October 29, 2016, October 31, 2015 and November 1, 2014

(thousands)	Common Stock Shares	Common Stock Amount	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive (Loss) Income
BALANCE, NOVEMBER 2, 2013	311,045	$ 51,842	$ 711,879	$ 4,056,401	$ (80,546)
Activity in Fiscal 2014					
Net Income — 2014				629,320	
Dividends declared and paid				(454,225)	
Issuance of stock under stock plans and other	7,400	1,234	198,880		
Tax benefit — equity based awards			30,085		
Stock-based compensation expense			50,812		
Replacement share-based awards issued in connection with acquisition			6,541		
Other comprehensive loss					(87,980)
Common stock repurchased	(7,240)	(1,207)	(355,139)		
BALANCE, NOVEMBER 1, 2014	311,205	51,869	643,058	4,231,496	(168,526)
Activity in Fiscal 2015					
Net Income — 2015				696,878	
Dividends declared and paid				(491,059)	
Issuance of stock under stock plans and other	4,927	822	121,809		
Tax benefit — equity based awards			26,971		
Stock-based compensation expense			68,919		
Other comprehensive income					117,675
Common stock repurchased	(4,071)	(680)	(226,273)		
BALANCE, OCTOBER 31, 2015	312,061	52,011	634,484	4,437,315	(50,851)
Activity in Fiscal 2016					
Net Income — 2016				861,664	
Dividends declared and paid				(513,180)	
Issuance of stock under stock plans and other	2,721	454	61,042		
Tax benefit — equity based awards			12,282		
Stock-based compensation expense			63,421		
Other comprehensive loss					(22,963)
Common stock repurchased	(6,611)	(1,102)	(368,959)		
BALANCE, OCTOBER 29, 2016	308,171	$ 51,363	$ 402,270	$ 4,785,799	$ (73,814)

See accompanying Notes.

ANALOG DEVICES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended October 29, 2016, October 31, 2015 and November 1, 2014

(thousands)	2016	2015	2014
Operations			
Cash flows from operating activities:			
Net income	$ 861,664	$ 696,878	$ 629,320
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation	134,540	130,147	114,064
Amortization of intangibles	75,250	92,093	27,906
Stock-based compensation expense	63,421	68,919	50,812
Loss on extinguishment of debt	3,290	—	—
Other non-cash activity	24,570	6,974	4,423
Excess tax benefit — equity based awards	(10,453)	(25,045)	(22,231)
Deferred income taxes	8,124	(52,214)	(77,711)
Change in operating assets and liabilities:			
Accounts receivable	(9,392)	(71,198)	(36,460)
Inventories	38,221	(35,557)	24,642
Prepaid expenses and other current assets	(5,618)	2,861	(5,354)
Deferred compensation plan investments	(2,399)	(2,643)	(3,746)
Prepaid income tax	(4,315)	4,546	10,499
Accounts payable, deferred income and accrued liabilities	85,502	56,614	58,373
Deferred compensation plan liability	2,399	2,643	3,746
Income taxes payable	9,950	25,060	96,536
Other liabilities	6,141	7,720	(3,217)
Total adjustments	419,231	210,920	242,282
Net cash provided by operating activities	1,280,895	907,798	871,602
Investing Activities			
Cash flows from investing:			
Purchases of short-term available-for-sale investments	(7,697,260)	(6,083,999)	(7,485,162)
Maturities of short-term available-for-sale investments	6,375,361	4,984,980	7,318,877
Sales of short-term available-for-sale investments	332,716	1,251,194	2,187,389
Additions to property, plant and equipment, net	(127,397)	(153,960)	(177,913)
Payments for acquisitions, net of cash acquired	(83,170)	(7,065)	(1,945,887)
Change in other assets	(18,520)	(8,275)	(12,055)
Net cash used for investing activities	(1,218,270)	(17,125)	(114,751)
Financing Activities			
Cash flows from financing activities:			
Proceeds from debt	1,235,331	—	1,995,398
Early termination of debt	(378,156)	—	—
Payments of derivative instruments	(33,430)	—	—
Payments of deferred financing fees	(26,583)	—	—
Term loan repayments	—	—	(1,995,398)
Dividend payments to shareholders	(513,180)	(491,059)	(454,225)
Repurchase of common stock	(370,061)	(226,953)	(356,346)
Proceeds from employee stock plans	61,496	122,631	200,114
Contingent consideration payment	(1,409)	(1,767)	(3,576)
Change in other financing activities	(7,378)	500	15,192
Excess tax benefit — equity based awards	10,453	25,045	22,231
Net cash used for financing activities	(22,917)	(571,603)	(576,610)
Effect of exchange rate changes on cash	(2,929)	(3,950)	(3,097)
Net increase in cash and cash equivalents	36,779	315,120	177,144
Cash and cash equivalents at beginning of year	884,353	569,233	392,089
Cash and cash equivalents at end of year	$ 921,132	$ 884,353	$ 569,233

See accompanying Notes.

1. Description of Business

Analog Devices, Inc. (Analog Devices or the Company) is a world leader in the design, manufacture and marketing of a broad portfolio of solutions that leverage high-performance analog, mixed-signal and digital signal processing technology, including integrated circuits (ICs), algorithms, software, and subsystems. Since the Company's inception in 1965, it has focused on solving its customers' toughest signal processing engineering challenges, playing a fundamental role in converting, conditioning, and processing real-world phenomena such as temperature, pressure, sound, light, speed, and motion into electrical signals to be used in a wide array of electronic devices. The Company combines sensors, data converters, amplifiers and linear products, radio frequency (RF) ICs, power management products, and signal processing products, into technology platforms that meet specific customer and market needs, leveraging its engineering investment across a broad base of markets and customers. As new generations of applications evolve, such as autonomous vehicles and the Internet of Things, new needs for Analog Devices' high-performance analog signal processing and digital signal processing (DSP) products and technology are emerging.

2. Summary of Significant Accounting Policies

a. Principles of Consolidation

The consolidated financial statements include the accounts of the Company and all of its subsidiaries. Upon consolidation, all intercompany accounts and transactions are eliminated. Certain amounts reported in previous years have been reclassified to conform to the presentation for the fiscal year ended October 29, 2016 (fiscal 2016). As further discussed in Note 2t, *New Accounting Pronouncements*, the Company adopted the Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2015-03, *Simplifying the Presentation of Debt Issuance Costs* (ASU 2015-03), in the first quarter of fiscal 2016. As shown in the table below, pursuant to the guidance in ASU 2015-03 the Company has reclassified unamortized debt issuance costs associated with its senior notes in the Condensed Consolidated Balance Sheet as of October 31, 2015 as follows (in thousands):

	October 31, 2015 as presented	Reclassifications	October 31, 2015 as adjusted
Other assets	$ 43,962	$ (3,401)	$ 40,561
Total other assets	$ 2,338,520	$ (3,401)	$ 2,335,119
Total assets	$ 7,062,178	$ (3,401)	$ 7,058,777
Current debt	$ 374,839	$ (245)	$ 374,594
Current liabilities	$ 1,113,830	$ (245)	$ 1,113,585
Long-term debt	$ 498,497	$ (3,156)	$ 495,341
Total non-current liabilities	$ 875,389	$ (3,156)	$ 872,233
Total liabilities and shareholders equity	$ 7,062,178	$ (3,401)	$ 7,058,777

The Company's fiscal year is the 52-week or 53-week period ending on the Saturday closest to the last day in October. Fiscal 2016, the fiscal year ended October 31, 2015 (fiscal 2015) and the fiscal year ended November 1, 2014 (fiscal 2014) were 52-week periods.

On July 26, 2016, the Company entered into a definitive agreement (the Merger Agreement) to acquire Linear Technology Corporation (Linear), an independent manufacturer of high performance linear integrated circuits. The Company currently expects the transaction to be completed by the end of the Company's second quarter of fiscal 2017.

On July 22, 2014, the Company completed its acquisition of Hittite Microwave Corporation (Hittite), a company that designed and developed high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately $2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of $2.0 billion. The acquisition of Hittite is referred to as the Hittite Acquisition. The Consolidated Financial Statements include the financial results of Hittite prospectively from July 22, 2014, the closing date of the Hittite Acquisition.

See Note 6, *Acquisitions*, of these notes to Consolidated Financial Statements for further discussion related to the proposed acquisition of Linear and the acquisition of Hittite.

b. Cash, Cash Equivalents and Short-term Investments

Cash and cash equivalents are highly liquid investments with insignificant interest rate risk and maturities of ninety days or less at the time of acquisition. Cash, cash equivalents and short-term investments consist primarily of institutional money market funds, corporate obligations such as commercial paper and floating rate notes, bonds and bank time deposits.

The Company classifies its investments in readily marketable debt and equity securities as "held-to-maturity," "available-for-sale" or "trading" at the time of purchase. There were no transfers between investment classifications in any of the fiscal years presented. Held-to-maturity securities, which are carried at amortized cost, include only those securities the Company has the positive intent and ability to hold to maturity. Securities such as bank time deposits, which by their nature are typically held to maturity, are classified as such. The Company's other readily marketable cash equivalents and short-term investments are classified as available-for-sale. Available-for-sale securities are carried at fair value with unrealized gains and losses, net of related tax, reported in accumulated other comprehensive (loss) income. Adjustments to the fair value of investments classified as available-for-sale are recorded as an increase or decrease in accumulated other comprehensive (loss) income, unless the adjustment is considered an other-than-temporary impairment, in which case the adjustment is recorded as a charge in the statement of income.

The Company's deferred compensation plan investments are classified as trading. See Note 7, D*eferred Compensation Plan Investments,* of these Notes to Consolidated Financial Statements for additional information on these investments. There were no cash equivalents or short-term investments classified as trading at October 29, 2016 or October 31, 2015.

The Company periodically evaluates its investments for impairment. There were no other-than-temporary impairments of short-term investments in any of the fiscal years presented.

Realized gains or losses on investments are determined based on the specific identification basis and are recognized in nonoperating (income) expense. There were no material net realized gains or losses from the sales of available-for-sale investments during any of the fiscal periods presented.

Gross unrealized gains and losses on available-for-sale securities classified as short-term investments at October 29, 2016 and October 31, 2015 were as follows:

	2016	2015
Unrealized gains on securities classified as short-term investments	$ 846	$ 233
Unrealized losses on securities classified as short-term investments	(294)	(584)
Net unrealized gain (loss) on securities classified as short-term investments	$ 552	$ (351)

As of October 29, 2016, the Company held 100 investment securities, 25 of which were in an unrealized loss position with gross unrealized losses of $0.3 million and an aggregate fair value of $729.6 million. As of October 31, 2015, the Company held 76 investment securities, 23 of which were in an unrealized loss position with gross unrealized losses of $0.6 million and an aggregate fair value of $823.4 million. These unrealized losses were primarily related to corporate obligations that earn lower interest rates than current market rates. None of these investments have been in a loss position for more than twelve months. As the Company does not intend to sell these investments and it is unlikely that the Company will be required to sell the investments before recovery of their amortized basis, which will be at maturity, the Company does not consider those investments to be other-than-temporarily impaired at October 29, 2016 and October 31, 2015.

The components of the Company’s cash and cash equivalents and short-term investments as of October 29, 2016 and October 31, 2015 were as follows:

	2016	2015
Cash and cash equivalents:		
Cash	$ 67,877	$ 72,638
Available-for-sale	693,255	807,935
Held-to-maturity	160,000	3,780
Total cash and cash equivalents	$ 921,132	$ 884,353
Short-term investments:		
Available-for-sale	$ 3,110,011	$ 2,144,575
Held-to-maturity (less than one year to maturity)	24,650	—
Total short-term investments	$ 3,134,661	$ 2,144,575

See Note 2j, *Fair Value,* of these Notes to Consolidated Financial Statements for additional information on the Company’s cash equivalents and short-term investments.

c. Supplemental Cash Flow Statement Information

	2016	2015	2014
Cash paid during the fiscal year for:			
Income taxes	$ 77,918	$ 142,931	$ 73,067
Interest	$ 41,701	$ 25,625	$ 27,931

d. Inventories

Inventories are valued at the lower of cost (first-in, first-out method) or market. The valuation of inventory requires the Company to estimate obsolete or excess inventory as well as inventory that is not of saleable quality. The Company employs a variety of methodologies to determine the net realizable value of its inventory. While a portion of the calculation to record inventory at its net realizable value is based on the age of the inventory and lower of cost or market calculations, a key factor in estimating obsolete or excess inventory requires the Company to estimate the future demand for its products. If actual demand is less than the Company’s estimates, impairment charges, which are recorded to cost of sales, may need to be recorded in future periods. Inventory in excess of saleable amounts is not valued, and the remaining inventory is valued at the lower of cost or market.

Inventories at October 29, 2016 and October 31, 2015 were as follows:

	2016	2015
Raw materials	$ 20,263	$ 21,825
Work in process	232,196	261,520
Finished goods	124,096	128,969
Total inventories	$ 376,555	$ 412,314

e. Property, Plant and Equipment

Property, plant and equipment is recorded at cost, less allowances for depreciation. The straight-line method of depreciation is used for all classes of assets for financial statement purposes while both straight-line and accelerated methods are used for income tax purposes. Leasehold improvements are depreciated over the lesser of the term of the lease or the useful life of the asset. Repairs and maintenance charges are expensed as incurred. Depreciation is based on the following ranges of estimated useful lives:

Buildings	Up to 25 years
Machinery & equipment	3-8 years
Office equipment	3-8 years

Depreciation expense for property, plant and equipment was $134.5 million, $130.1 million and $114.1 million in fiscal 2016, 2015 and 2014, respectively.

The Company reviews property, plant and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. Recoverability of these assets is determined by comparison of their carrying amount to the future undiscounted cash flows the assets are expected to generate over their remaining economic lives. If such assets are considered to be impaired, the impairment to be recognized in earnings equals the amount by which the carrying value of the assets exceeds their fair value determined by either a quoted market price, if any, or a value determined by utilizing a discounted cash flow technique. If such assets are not impaired, but their useful lives have decreased, the remaining net book value is depreciated over the revised useful life. We have not recorded any material impairment charges related to our property, plant and equipment in fiscal 2016, fiscal 2015 or fiscal 2014.

f. Goodwill and Intangible Assets

Goodwill

The Company evaluates goodwill for impairment annually, as well as whenever events or changes in circumstances suggest that the carrying value of goodwill may not be recoverable. The Company tests goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis on the first day of the fourth quarter (on or about August 1) or more frequently if indicators of impairment exist. For the Company's latest annual impairment assessment that occurred as of July 31, 2016, the Company identified its reporting units to be its seven operating segments. The performance of the test involves a two-step process. The first step of the quantitative impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. The Company determines the fair value of its reporting units using a weighting of the income and market approaches. Under the income approach, the Company uses a discounted cash flow methodology which requires management to make significant estimates and assumptions related to forecasted revenues, gross profit margins, operating income margins, working capital cash flow, perpetual growth rates, and long-term discount rates, among others. For the market approach, the Company uses the guideline public company method. Under this method the Company utilizes information from comparable publicly traded companies with similar operating and investment characteristics as the reporting units, to create valuation multiples that are applied to the operating performance of the reporting unit being tested, in order to obtain their respective fair values. In order to assess the reasonableness of the calculated reporting unit fair values, the Company reconciles the aggregate fair values of its reporting units determined, as described above, to its current market capitalization, allowing for a reasonable control premium. If the carrying amount of a reporting unit, calculated using the above approaches, exceeds the reporting unit's fair value, the Company performs the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that reporting unit. There was no impairment of goodwill in any of the fiscal years presented. The Company's next annual impairment assessment will be performed as of the first day of the fourth quarter of the fiscal year ending October 28, 2017 (fiscal 2017) unless indicators arise that would require the Company to reevaluate at an earlier date. The following table presents the changes in goodwill during fiscal 2016 and fiscal 2015:

	2016	2015
Balance at beginning of year	$ 1,636,526	$ 1,642,438
Acquisition of Hittite (Note 6) (1)	—	(1,105)
Goodwill adjustment related to other acquisitions (2)	44,046	3,663
Foreign currency translation adjustment	(1,456)	(8,470)
Balance at end of year	$ 1,679,116	$ 1,636,526

(1) Amount in fiscal 2015 represents changes to goodwill as a result of finalizing the acquisition accounting related to the Hittite Acquisition.
(2) Represents goodwill related to other acquisitions that were not material to the Company on either an individual or aggregate basis.

Intangible Assets

The Company reviews finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of assets may not be recoverable. Recoverability of these assets is determined by comparison of their carrying value to the estimated future undiscounted cash flows the assets are expected to generate over their remaining estimated useful lives. If such assets are considered to be impaired, the impairment to be recognized in earnings equals the amount by which the carrying value of the assets exceeds their fair value determined by either a quoted market price, if any, or a value determined by utilizing a discounted cash flow technique.

Indefinite-lived intangible assets are tested for impairment on an annual basis on the first day of the fourth quarter (on or about August 1) or more frequently if indicators of impairment exist. The impairment test involves a qualitative assessment on the indefinite-lived intangible assets to determine whether it is more likely-than not that the indefinite-lived intangible asset is impaired. If it is determined that the fair value of the indefinite-lived intangible asset is less than the carrying value, the Company would recognize into earnings the amount by which the carrying value of the assets exceeds the fair value. No impairment of intangible assets resulted from the impairment tests in any of the fiscal years presented.

Definite-lived intangible assets, are amortized on a straight-line basis over their estimated useful lives or on an accelerated method of amortization that is expected to reflect the estimated pattern of economic use. IPR&D assets are considered indefinite-lived intangible assets until completion or abandonment of the associated R&D efforts. Upon completion of the projects, the IPR&D assets will be amortized over their estimated useful lives.

As of October 29, 2016 and October 31, 2015, the Company's intangible assets consisted of the following:

	October 29, 2016		October 31, 2015	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	$ 649,159	$ 158,979	$ 624,900	$ 88,913
Technology-based	22,231	8,911	15,100	4,834
Trade-name	600	60	—	—
Backlog	200	—	—	—
IPR&D (1)	46,175	1,047	37,264	—
Total (2) (3)	$ 718,365	$ 168,997	$ 677,264	$ 93,747

(1) Includes $16.5 million of IPR&D assets that have completed their R&D efforts and are being amortized over their estimated useful lives.
(2) Foreign intangible asset carrying amounts are affected by foreign currency translation.
(3) Increases in intangible assets relate to other acquisitions that were not material to the Company on either an individual or aggregate basis.

Amortization expense related to finite-lived intangible assets was $75.3 million, $92.1 million and $27.9 million in fiscal 2016, 2015 and 2014, respectively. The remaining amortization expense will be recognized over a weighted average life of approximately 3.5 years.

The Company expects annual amortization expense for intangible assets as follows:

Fiscal Year	Amortization Expense
2017	$ 79,794
2018	$ 78,475
2019	$ 75,286
2020	$ 75,047
2021	$ 74,627

g. Grant Accounting

Certain of the Company's foreign subsidiaries have received grants from governmental agencies. These grants include capital, employment and research and development grants. Capital grants for the acquisition of property and equipment are netted against the related capital expenditures and amortized as a credit to depreciation expense over the estimated useful life of the related asset. Employment grants, which relate to employee hiring and training, and research and development grants are recognized in earnings in the period in which the related expenditures are incurred by the Company and the amounts were not material in fiscal 2016, 2015 or 2014.

h. Translation of Foreign Currencies

The functional currency for the Company's foreign sales and research and development operations is the applicable local currency. Gains and losses resulting from translation of these foreign currencies into U.S. dollars are recorded in accumulated other comprehensive (loss) income. Transaction gains and losses and re-measurement of foreign currency denominated assets and liabilities are included in income currently, including those at the Company's principal foreign manufacturing operations where the functional currency is the U.S. dollar. Foreign currency transaction gains or losses included in other expenses, net, were not material in fiscal 2016, 2015 or 2014.

i. Derivative Instruments and Hedging Agreements

Foreign Exchange Exposure Management — The Company enters into forward foreign currency exchange contracts to offset certain operational and balance sheet exposures from the impact of changes in foreign currency exchange rates. Such exposures result from the portion of the Company's operations, assets and liabilities that are denominated in currencies other than the U.S. dollar, primarily the Euro; other significant exposures include the Philippine Peso, the Japanese Yen and the British Pound. These foreign currency exchange contracts are entered into to support transactions made in the normal course of business, and accordingly, are not speculative in nature. The contracts are for periods consistent with the terms of the underlying transactions, generally one year or less. Hedges related to anticipated transactions are designated and documented at the inception of the respective hedges as cash flow hedges and are evaluated for effectiveness monthly. Derivative instruments are employed to eliminate or minimize certain foreign currency exposures that can be confidently identified and quantified. As the terms of the contract and the underlying transaction are matched at inception, forward contract effectiveness is calculated by comparing the change in fair value of the contract to the change in the forward value of the anticipated transaction, with the effective portion of the gain or loss on the derivative reported as a component of accumulated other comprehensive (loss) income (OCI) in shareholders' equity and reclassified into earnings in the same period during which the hedged transaction affects earnings. Any residual change in fair value of the instruments, or ineffectiveness, is recognized immediately in other (income) expense.

The total notional amounts of forward foreign currency derivative instruments designated as hedging instruments of cash flow hedges denominated in Euros, British Pounds, Philippine Pesos and Japanese Yen as of October 29, 2016 and October 31, 2015 was $179.5 million and $163.9 million, respectively. The fair values of forward foreign currency derivative instruments designated as hedging instruments in the Company's consolidated balance sheets as of October 29, 2016 and October 31, 2015 were as follows:

		Fair Value At	
	Balance Sheet Location	**October 29, 2016**	**October 31, 2015**
Forward foreign currency exchange contracts	Accrued liabilities	$ 5,260	$ 3,091

Additionally, the Company enters into forward foreign currency contracts that economically hedge the gains and losses generated by the re-measurement of certain recorded assets and liabilities in a non-functional currency. Changes in the fair value of these undesignated hedges are recognized in other (income) expense immediately as an offset to the changes in the fair value of the asset or liability being hedged. As of October 29, 2016 and October 31, 2015, the total notional amount of these undesignated hedges was $46.2 million and $57.9 million, respectively. The fair value of these hedging instruments in the Company's consolidated balance sheets as of October 29, 2016 and October 31, 2015 was immaterial.

The Company estimates that $3.9 million, net of tax, of forward foreign currency derivative instruments included in OCI will be reclassified into earnings within the next 12 months. There was no material ineffectiveness during the fiscal years ended October 29, 2016 and October 31, 2015.

All of the Company’s derivative financial instruments are eligible for netting arrangements that allow the Company and its counterparties to net settle amounts owed to each other. Derivative assets and liabilities that can be net settled under these arrangements have been presented in the Company's consolidated balance sheet on a net basis. As of October 29, 2016 and October 31, 2015, none of the netting arrangements involved collateral. The following table presents the gross amounts of the Company's derivative assets and liabilities and the net amounts recorded in our consolidated balance sheet as of October 29, 2016 and October 31, 2015:

	October 29, 2016	October 31, 2015
Gross amount of recognized liabilities	$ (5,788)	$ (3,896)
Gross amounts of recognized assets offset in the consolidated balance sheet	557	813
Net liabilities presented in the consolidated balance sheet	$ (5,231)	$ (3,083)

Interest Rate Exposure Management — The Company's current and future debt may be subject to interest rate risk. The Company utilizes interest rate derivatives to alter interest rate exposure in an attempt to reduce the effects of these changes.

On October 28, 2014, the Company entered into forward starting interest rate swap transactions to hedge its exposure to the variability in future cash flows due to changes in interest rates for the first $500 million of debt issuances that were expected to occur in the future. On December 1, 2015, these forward starting swaps were terminated resulting in a loss of $33.4 million. On December 14, 2015, the Company issued the 2025 Notes and 2045 Notes. The loss was recorded in OCI and will be reclassified out of OCI to interest expense on a straight line basis over the 10-year term of the 2025 Notes.

The market risk associated with the Company’s derivative instruments results from currency exchange rate or interest rate movements that are expected to offset the market risk of the underlying transactions, assets and liabilities being hedged. The counterparties to the agreements relating to the Company’s derivative instruments consist of a number of major international financial institutions with high credit ratings. Based on the credit ratings of the Company’s counterparties as of October 29, 2016, nonperformance is not perceived to be a material risk. Furthermore, none of the Company’s derivatives are subject to collateral or other security arrangements and none contain provisions that are dependent on the Company’s credit ratings from any credit rating agency. While the contract or notional amounts of derivative financial instruments provide one measure of the volume of these transactions, they do not represent the amount of the Company’s exposure to credit risk. The amounts potentially subject to credit risk (arising from the possible inability of counterparties to meet the terms of their contracts) are generally limited to the amounts, if any, by which the counterparties’ obligations under the contracts exceed the obligations of the Company to the counterparties. As a result of the above considerations, the Company does not consider the risk of counterparty default to be significant.

The Company records the fair value of its derivative financial instruments in its consolidated financial statements in other current assets, other assets or accrued liabilities, depending on their net position, regardless of the purpose or intent for holding the derivative contract. Changes in the fair value of the derivative financial instruments are either recognized periodically in earnings or in shareholders’ equity as a component of OCI. Changes in the fair value of cash flow hedges are recorded in OCI and reclassified into earnings when the underlying contract matures. Changes in the fair values of derivatives not qualifying for hedge accounting or the ineffective portion of designated hedges are reported in earnings as they occur.

For information on the unrealized holding gains (losses) on derivatives included in and reclassified out of accumulated other comprehensive income into the consolidated statement of income related to forward foreign currency exchange contracts, see Note 2o, *Accumulated Other Comprehensive (Loss) Income* of these Notes to Consolidated Financial Statements.

j. Fair Value

The Company defines fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Level 1 — Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 — Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — Level 3 inputs are unobservable inputs for the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.

The tables below, set forth by level, presents the Company's financial assets and liabilities, excluding accrued interest components, that were accounted for at fair value on a recurring basis as of October 29, 2016 and October 31, 2015. The tables exclude cash on hand and assets and liabilities that are measured at historical cost or any basis other than fair value. As of October 29, 2016 and October 31, 2015, the Company held $252.5 million and $76.4 million, respectively, of cash and held-to-maturity investments that were excluded from the tables below.

	October 29, 2016			
	Fair Value measurement at Reporting Date using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Assets				
Cash equivalents:				
Available-for-sale:				
Institutional money market funds	$ 277,595	$ —	$ —	$ 277,595
Corporate obligations (1)	—	415,660	—	415,660
Short - term investments:				
Available-for-sale:				
Securities with one year or less to maturity:				
Corporate obligations (1)	—	2,518,148	—	2,518,148
Floating rate notes, issued at par	—	29,989	—	29,989
Floating rate notes (1)	—	561,874	—	561,874
Other assets:				
Deferred compensation investments	26,916	—	—	26,916
Total assets measured at fair value	$ 304,511	$ 3,525,671	$ —	$ 3,830,182
Liabilities				
Contingent consideration	—	—	7,555	7,555
Forward foreign currency exchange contracts (2)	—	5,231	—	5,231
Total liabilities measured at fair value	$ —	$ 5,231	$ 7,555	$ 12,786

(1) The amortized cost of the Company's investments classified as available-for-sale as of October 29, 2016 was $3.5 billion.
(2) The Company has netting arrangements by counterparty with respect to derivative contracts. See Note 2i, *Derivative Instruments and Hedging Agreements*, of these Notes to Consolidated Financial Statements for more information related to the Company's master netting arrangements.

	October 31, 2015			
	Fair Value measurement at Reporting Date using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Assets				
Cash equivalents:				
Available-for-sale:				
Institutional money market funds	$ 198,853	$ —	$ —	$ 198,853
Corporate obligations (1)	—	609,082	—	609,082
Short - term investments:				
Available-for-sale:				
Securities with one year or less to maturity:				
Corporate obligations (1)	—	1,899,374	—	1,899,374
Floating rate notes, issued at par	—	99,648	—	99,648
Floating rate notes (1)	—	145,553	—	145,553
Other assets:				
Deferred compensation investments	24,124	—	—	24,124
Total assets measured at fair value	$ 222,977	$ 2,753,657	$ —	$ 2,976,634
Liabilities				
Contingent consideration	—	—	2,843	2,843
Forward foreign currency exchange contracts (2)	—	3,083	—	3,083
Interest rate swap agreements	—	32,737	—	32,737
Total liabilities measured at fair value	$ —	$ 35,820	$ 2,843	$ 38,663

(1) The amortized cost of the Company's investments classified as available-for-sale as of October 31, 2015 was $2.6 billion.
(2) The Company has master netting arrangements by counterparty with respect to derivative contracts. See Note 2i, *Derivative Instruments and Hedging Agreements*, of these Notes to Consolidated Financial Statements for more information related to the Company's master netting arrangements.

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Cash equivalents and short-term investments — These investments are adjusted to fair value based on quoted market prices or are determined using a yield curve model based on current market rates.

Deferred compensation plan investments — The fair value of these mutual fund, money market fund and equity investments are based on quoted market prices.

Forward foreign currency exchange contracts — The estimated fair value of forward foreign currency exchange contracts, which includes derivatives that are accounted for as cash flow hedges and those that are not designated as cash flow hedges, is based on the estimated amount the Company would receive if it sold these agreements at the reporting date taking into consideration current interest rates as well as the creditworthiness of the counterparty for assets and the Company's creditworthiness for liabilities. The fair value of these instruments is based upon valuation models using current market information such as strike price, spot rate, maturity date and volatility.

Interest rate swap agreements — The fair value of interest rate swap agreements is based on the quoted market price for the same or similar financial instruments.

Contingent consideration — The fair value of the contingent consideration was estimated utilizing the income approach and is based upon significant inputs not observable in the market. The income approach is based on two steps. The first step involves a projection of the cash flows that is based on the Company's estimates of the timing and probability of achieving the defined milestones. The second step involves converting the cash flows into a present value equivalent through discounting. The discount rate reflects the Baa costs of debt plus the relevant risk associated with the asset and the time value of money.

The fair value measurement of the contingent consideration encompasses the following significant unobservable inputs:

Unobservable Inputs	Range
Potential contingent consideration payments	$8,500
Discount rate	0% - 2%
Timing of cash flows	1 to 3 years
Probability of achievement	90% - 100%

Changes in the fair value of the contingent consideration are recognized in operating income in the period of the estimated fair value change. Significant increases or decreases in any of the inputs in isolation may result in a fluctuation in the fair value measurement.

The following table summarizes the change in the fair value of the contingent consideration measured using significant unobservable inputs (Level 3) from November 1, 2014 to October 29, 2016:

	Contingent Consideration
Balance as of November 1, 2014	$ 4,806
Payment made (1)	(2,000)
Fair value adjustment (2)	(137)
Effect of foreign currency	174
Balance as of October 31, 2015	$ 2,843
Contingent consideration liability recorded	7,500
Payment made (1)	(1,489)
Fair value adjustment (2)	(888)
Effect of foreign currency	(411)
Balance as of October 29, 2016	$ 7,555

(1) The payment is reflected in the statements of cash flows as cash used in financing activities related to the liability recognized at fair value as of the acquisition date and as cash provided by operating activities related to the fair value adjustments previously recognized in earnings.
(2) Recorded in research and development expense in the consolidated statements of income.

Financial Instruments Not Recorded at Fair Value on a Recurring Basis

On April 4, 2011, the Company issued the 2016 Notes with semi-annual fixed interest payments due on April 15 and October 15 of each year, commencing October 15, 2011. In December 2015, the Company redeemed the 2016 Notes. The fair value of the 2016 Notes as of October 31, 2015 was $378.6 million, and was classified as a Level 1 measurement according to the fair value hierarchy.

On June 3, 2013, the Company issued the 2023 Notes with semi-annual fixed interest payments due on June 1 and December 1 of each year, commencing December 1, 2013. Based on quotes received from third-party banks, the fair value of the 2023 Notes as of October 29, 2016 and October 31, 2015 was $501.3 million and $480.9 million, respectively, and is classified as a Level 1 measurement according to the fair value hierarchy.

On December 14, 2015, the Company issued $850.0 million aggregate principal amount of 3.9% senior unsecured notes due December 15, 2025 (the 2025 Notes) and $400.0 million aggregate principal amount of 5.3% senior unsecured notes due December 15, 2045 (the 2045 Notes) with semi-annual fixed interest payments due on June 15 and December 15 of each year, commencing June 15, 2016. The fair value of the 2025 Notes and 2045 Notes as of October 29, 2016 was $901.5 million and $425.1 million, respectively, and are classified as a Level 1 measurements according to the fair value hierarchy.

k. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimates relate to the useful lives of fixed assets and identified intangible assets, allowances for doubtful accounts and customer returns, the net realizable value of inventory, potential reserves relating to litigation matters, accrued liabilities, accrued taxes, deferred tax valuation allowances, assumptions pertaining to share-based payments and other reserves. Actual results could differ from those estimates and such differences may be material to the financial statements.

l. Concentrations of Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of investments and trade accounts receivable.

The Company maintains cash, cash equivalents and short-term and long-term investments with high credit quality counterparties, continuously monitors the amount of credit exposure to any one issuer and diversifies its investments in order to minimize its credit risk.

The Company sells its products to distributors and original equipment manufacturers involved in a variety of industries including industrial process automation, instrumentation, defense/aerospace, automotive, communications, computers and computer peripherals and consumer electronics. The Company has adopted credit policies and standards to accommodate growth in these markets. The Company performs continuing credit evaluations of its customers' financial condition and although the Company generally does not require collateral, the Company may require letters of credit from customers in certain circumstances. The Company provides reserves for estimated amounts of accounts receivable that may not be collected.

The Company's largest single customer represented approximately 12% of fiscal 2016 and 13% of fiscal 2015 revenue. No sales to an individual customer accounted for more than 10% of fiscal 2014 revenue.

m. Concentration of Other Risks

The semiconductor industry is characterized by rapid technological change, competitive pricing pressures and cyclical market patterns. The Company's financial results are affected by a wide variety of factors, including general economic conditions worldwide, economic conditions specific to the semiconductor industry, the timely implementation of new manufacturing technologies, the ability to safeguard patents and intellectual property in a rapidly evolving market and reliance on assembly and test subcontractors, third-party wafer fabricators and independent distributors. In addition, the semiconductor market has historically been cyclical and subject to significant economic downturns at various times. The Company is exposed to the risk of obsolescence of its inventory depending on the mix of future business. Additionally, a large portion of the Company's purchases of external wafer and foundry services are from a limited number of suppliers, primarily Taiwan Semiconductor Manufacturing Company (TSMC). If TSMC or any of the Company's other key suppliers are unable or unwilling to manufacture and deliver sufficient quantities of components, on the time schedule and of the quality that the Company requires, the Company may be forced to engage additional or replacement suppliers, which could result in significant expenses and disruptions or delays in manufacturing, product development and shipment of product to the Company's customers. Although the Company has experienced shortages of components, materials and external foundry services from time to time, these items have generally been available to the Company as needed.

n. Revenue Recognition

Revenue from product sales to customers is generally recognized when title passes, which is upon shipment in the U.S. and in certain foreign counties. Revenue from product sales to customers in other foreign countries is subsequent to product shipment. Title for these shipments to these other foreign countries ordinarily passes within a week of shipment. Accordingly, the Company defers the revenue recognized relating to these other foreign countries until title has passed. For multiple element arrangements, the Company allocates arrangement consideration among the elements based on the relative fair values of those elements as determined using vendor-specific objective evidence or third-party evidence. The Company uses its best estimate of selling price to allocate arrangement consideration between the deliverables in cases where neither vendor-specific objective evidence nor third-party evidence is available. A reserve for sales returns and allowances for customers is recorded based on historical experience or specific identification of an event necessitating a reserve.

Revenue from contracts with the United States government, government prime contractors and some commercial customers is generally recorded on a percentage of completion basis using either units delivered or costs incurred as the measurement basis for progress towards completion. The output measure is used to measure results directly and is generally the best measure of progress toward completion in circumstances in which a reliable measure of output can be established.

Estimated revenue in excess of amounts billed is reported as unbilled receivables. Contract accounting requires judgment in estimating costs and assumptions related to technical issues and delivery schedule. Contract costs include material, subcontract costs, labor and an allocation of indirect costs. The estimation of costs at completion of a contract is subject to numerous variables involving contract costs and estimates as to the length of time to complete the contract. Changes in contract performance, estimated gross margin, including the impact of final contract settlements, and estimated losses are recognized in the period in which the changes or losses are determined.

In all regions of the world, the Company defers revenue and the related cost of sales on shipments to distributors until the distributors resell the products to their customers. As a result, the Company's revenue fully reflects end customer purchases and is not impacted by distributor inventory levels. Sales to distributors are made under agreements that allow distributors to receive price-adjustment credits, as discussed below, and to return qualifying products for credit, as determined by the Company, in order to reduce the amounts of slow-moving, discontinued or obsolete product from their inventory. These agreements limit such returns to a certain percentage of the value of the Company's shipments to that distributor during the prior quarter. In addition, distributors are allowed to return unsold products if the Company terminates the relationship with the distributor.

Distributors are granted price-adjustment credits for sales to their customers when the distributor's standard cost (i.e., the Company's sales price to the distributor) does not provide the distributor with an appropriate margin on its sales to its customers. As distributors negotiate selling prices with their customers, the final sales price agreed upon with the customer will be influenced by many factors, including the particular product being sold, the quantity ordered, the particular customer, the geographic location of the distributor and the competitive landscape. As a result, the distributor may request and receive a price-adjustment credit from the Company to allow the distributor to earn an appropriate margin on the transaction.

Distributors are also granted price-adjustment credits in the event of a price decrease subsequent to the date the product was shipped and billed to the distributor. Generally, the Company will provide a credit equal to the difference between the price paid by the distributor (less any prior credits on such products) and the new price for the product multiplied by the quantity of the specific product in the distributor's inventory at the time of the price decrease.

Given the uncertainties associated with the levels of price-adjustment credits to be granted to distributors, the sales price to the distributor is not fixed or determinable until the distributor resells the products to their customers. Therefore, the Company defers revenue recognition from sales to distributors until the distributors have sold the products to their customers.

Generally, title to the inventory transfers to the distributor at the time of shipment or delivery to the distributor, and payment from the distributor is due in accordance with the Company's standard payment terms. These payment terms are not contingent upon the distributors' sale of the products to their customers. Upon title transfer to distributors, inventory is reduced for the cost of goods shipped, the margin (sales less cost of sales) is recorded as "deferred income on shipments to distributors, net" and an account receivable is recorded. Shipping costs are charged to cost of sales as incurred.

The deferred costs of sales to distributors have historically had very little risk of impairment due to the margins the Company earns on sales of its products and the relatively long life-cycle of the Company's products. Product returns from distributors that are ultimately scrapped have historically been immaterial. In addition, price protection and price-adjustment credits granted to distributors historically have not exceeded the margins the Company earns on sales of its products. The Company continuously monitors the level and nature of product returns and is in frequent contact with the distributors to ensure reserves are established for all known material issues.

As of October 29, 2016 and October 31, 2015, the Company had gross deferred revenue of $432.3 million and $379.9 million, respectively, and gross deferred cost of sales of $80.8 million and $79.8 million, respectively.

The Company generally offers a twelve-month warranty for its products. The Company's warranty policy provides for replacement of defective products. Specific accruals are recorded for known product warranty issues. Product warranty expenses during fiscal 2016, 2015 and 2014 were not material.

o. Accumulated Other Comprehensive (Loss) Income

Other comprehensive (loss) income includes certain transactions that have generally been reported in the consolidated statement of shareholders' equity. The components of accumulated other comprehensive loss at October 29, 2016 and October 31, 2015 consisted of the following, net of tax:

	Foreign currency translation adjustment	Unrealized holding gains on available for sale securities classified as short-term investments	Unrealized holding (losses) on available for sale securities classified as short-term investments	Unrealized holding Gains on Derivatives	Pension Plans	Total
October 31, 2015	$ (18,057)	$ 216	$ (544)	$ (17,692)	$ (14,774)	$ (50,851)
Other comprehensive income before reclassifications	(4,831)	613	290	(5,532)	(14,212)	(23,672)
Amounts reclassified out of other comprehensive income	—	—	—	4,487	847	5,334
Tax effects	(1,175)	(29)	(27)	(147)	(3,247)	(4,625)
Other comprehensive income	(6,006)	584	263	(1,192)	(16,612)	(22,963)
October 29, 2016	$ (24,063)	$ 800	$ (281)	$ (18,884)	$ (31,386)	$ (73,814)

The amounts reclassified out of accumulated other comprehensive loss into the consolidated statement of income, with presentation location during each period were as follows:

Comprehensive Income Component	2016	2015	**Location**
Unrealized holding (losses) gains on derivatives			
Currency forwards	$ 2,059	$ 9,235	Cost of sales
	1,038	5,200	Research and development
	(579)	8,361	Selling, marketing, general and administrative
	—	(1,466)	(a)
	—	(8,723)	Other operating expense (b)
Treasury rate lock	(1,096)	(1,096)	Interest expense
Swap rate lock	3,065	—	Interest expense
	4,487	11,511	Total before tax
	(1,050)	(1,064)	Tax
	$ 3,437	$ 10,447	Net of tax
Amortization of pension components			
Transition obligation	$ 17	$ 18	(c)
Prior service credit and curtailment recognition	—	(229)	(c)
Actuarial losses and settlement recognition	830	7,378	(c)
	847	7,167	
Irish pension curtailment/settlement	—	231,151	Other operating expense (c)
	847	238,318	Total before tax
	(228)	(28,875)	Tax
	$ 619	$ 209,443	Net of tax
Total amounts reclassified out of accumulated other comprehensive income, net of tax	$ 4,056	$ 219,890	

a) The gain related to a fixed asset purchase was reclassified out of accumulated other comprehensive income (loss) to fixed assets which will depreciate into earnings over its expected useful life.

b) The gain on currency forwards related to the Irish pension plan settlement was reclassified out of accumulated other comprehensive income (loss) to other operating expense. See Note 13, *Retirement Plans,* of these Notes to Consolidated Financial Statements for further information.
c) The amortization of pension components is included in the computation of net periodic pension cost. See Note 13, *Retirement Plans,* of these Notes to Consolidated Financial Statements for further information.

p. Advertising Expense

Advertising costs are expensed as incurred. Advertising expense was approximately $4.7 million in fiscal 2016, $3.3 million in fiscal 2015 and $3.2 million in fiscal 2014.

q. Income Taxes

Deferred tax assets and liabilities are determined based on the differences between financial reporting and tax basis of assets and liabilities and are measured using the enacted income tax rates and laws that are expected to be in effect when the temporary differences are expected to reverse. A valuation allowance is recorded when it is more likely than not that some or all of the deferred tax assets will not be realized. The calculation of the tax liabilities involves dealing with uncertainties in the application of complex tax regulations. If it is more likely than not that the tax position will not be sustained on audit, an uncertain tax position is reserved. The Company re-evaluates these uncertain tax positions on a quarterly basis. Prior to fiscal 2016, deferred tax assets and liabilities are separated into current and non-current amounts based on the classification of the related assets and liabilities for financial reporting purposes. See Note 14, *Income Taxes*, of these Notes to Consolidated Financial Statements for further information related to income taxes.

r. Earnings Per Share of Common Stock

Basic earnings per share is computed based only on the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of potential future issuances of common stock relating to stock option programs and other potentially dilutive securities using the treasury stock method. In calculating diluted earnings per share, the dilutive effect of stock options and restricted stock units is computed using the average market price for the respective period. In addition, the assumed proceeds under the treasury stock method include the average unrecognized compensation expense of stock options that are in-the-money and restricted stock units. This results in the "assumed" buyback of additional shares, thereby reducing the dilutive impact of in-the-money stock options. Potential shares related to certain of the Company's outstanding stock options and restricted stock units were excluded because they were anti-dilutive. Those potential shares, determined based on the weighted average exercise prices during the respective years, related to the Company's outstanding stock options could be dilutive in the future.

The following table sets forth the computation of basic and diluted earnings per share:

	2016	2015	2014
Net Income	$ 861,664	$ 696,878	$ 629,320
Basic shares:			
Weighted average shares outstanding	308,736	312,660	313,195
Earnings per share basic	$ 2.79	$ 2.23	$ 2.01
Diluted shares:			
Weighted average shares outstanding	308,736	312,660	313,195
Assumed exercise of common stock equivalents	3,572	4,212	4,832
Weighted average common and common equivalent shares	312,308	316,872	318,027
Earnings per share diluted	$ 2.76	$ 2.20	$ 1.98
Anti-dilutive shares related to:			
Outstanding stock options	3,077	2,089	2,911

s. Stock-Based Compensation

Stock-based compensation is measured at the grant date based on the grant-date fair value of the awards ultimately expected to vest, and is recognized as an expense on a straight-line basis over the vesting period, which is generally five years for stock options and three years for restricted stock units. In addition to restricted stock units with a service condition, the Company grants restricted stock units with both a market condition and a service condition (market-based restricted stock units). The number of shares of the Company's common stock to be issued upon vesting of market-based restricted stock units will range from 0% to 200% of the target amount, based on the comparison of the Company's total shareholder return (TSR) to the median TSR of a specified peer group over a three-year period. TSR is a measure of stock price appreciation plus any dividends paid during the performance period. Determining the amount of stock-based compensation to be recorded for stock options and market-based restricted stock units requires the Company to develop estimates used in calculating the grant-date fair value of awards. The Company uses the Black-Scholes valuation model to calculate the grant-date fair value of stock option awards and the Monte Carlo simulation model to calculate the grant-date fair value of market-based restricted stock units. The use of these valuation models requires the Company to make estimates and assumptions, such as expected volatility, expected term, risk-free interest rate, expected dividend yield and forfeiture rates. The grant-date fair value of restricted stock units with only a service condition represents the value of the Company's common stock on the date of grant, reduced by the present value of dividends expected to be paid on the Company's common stock prior to vesting.

See Note 3, *Stock-Based Compensation and Shareholders' Equity,* of these Notes to Consolidated Financial Statements for additional information relating to stock-based compensation.

t. New Accounting Pronouncements

Standards Implemented

Interest - Imputation of Interest

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-03, *Simplifying the Presentation of Debt Issuance Costs* (ASU 2015-03), which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. In August 2015, the FASB issued ASU 2015-15, *Interest-Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements-Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting* (ASU 2015-15). ASU 2015-15 provides additional guidance to ASU 2015-03, which did not address presentation or subsequent measurement of debt issuance costs associated with line-of-credit-arrangements. The Company elected to early adopt these updates as of January 30, 2016, and debt issuance costs related to a recognized debt liability are presented in the consolidated balance sheet as a direct deduction from the carrying amount of that debt liability. Debt issuance costs related to the Company's revolving credit facility continue to be presented as an asset and are being amortized ratably over the term of the revolving credit facility. The update was early adopted because management believes it provides a more meaningful presentation of its financial position.
This change in accounting principle has been applied on a retrospective basis and the consolidated balance sheet as of October 31, 2015 has been adjusted to reflect the period specific effects of applying the new guidance. The retrospective application of this change in accounting principle on the consolidated balance sheet as of October 31, 2015 reclassified debt issuance costs of $3.4 million, which were previously presented as a long-term asset within other assets, as a reduction to the carrying value of the senior notes by the same amount. The adoption did not have an impact on the Company's condensed consolidated statement of operations in any period.

Income Taxes

In November 2015, the FASB issued ASU 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes* (ASU 2015-17), which simplifies the presentation of deferred income taxes and requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The guidance in ASU 2015-17 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The Company elected to early adopt this update as of January 30, 2016 on a prospective basis. The adoption of ASU 2015-17 resulted in a reclassification of the Company's current deferred tax asset to the non-current deferred income taxes in the Company's condensed consolidated balance sheet as of January 30, 2016. The adoption did not have an impact on the Company's condensed consolidated statement of operations in any period. No prior periods were retrospectively adjusted.

Discontinued Operations

In April 2014, the FASB issued ASU 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (ASU 2014-08), which raises the threshold for disposals to qualify as discontinued operations. Under the new guidance, a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale, should be reported as discontinued operations. ASU 2014-08 also expands the disclosure requirements for discontinued operations and adds new disclosures for individually significant dispositions that do not qualify as discontinued operations. ASU 2014-08 was effective for the Company prospectively for fiscal years, and interim reporting periods within those fiscal years, beginning with the Company's first quarter of fiscal year 2016. As of October 29, 2016, there have been no disposals or classifications as held for sale that would be subject to ASU 2014-08.

Standards to be Implemented

Income Taxes

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740).* ASU 2016-16 will require an entity to recognize the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. ASU 2016-16 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted as of the beginning of an annual reporting period for which financial statements have not been issued or made available for issuance. ASU-2016-16 is effective for the Company in the first quarter of the fiscal year ending November 2, 2019 (fiscal 2019). The Company is currently evaluating the adoption date and the impact, if any, adoption will have on its financial position and results of operations.

Statement of Cash Flows

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 provides guidance on several specific cash flow issues, including debt prepayment or extinguishment costs, settlement of certain debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of certain insurance claims and distributions received from equity method investees. ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted in any interim or annual period. ASU-2016-15 is effective for the Company in the first quarter of fiscal 2019. The Company is currently evaluating the adoption date and the impact, if any, adoption will have on its statement of cash flows.

Equity Method Investments

In March 2016, the FASB issued ASU 2016-07, *Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting* (ASU 2016-07). ASU 2016-07 eliminates the requirement that when an investment, initially accounted for under a method other than the equity method of accounting, subsequently qualifies for use of the equity method, an investor must retrospectively apply the equity method in prior periods in which it held the investment. This requires an investor to determine the fair value of the investee's underlying assets and liabilities retrospectively at each investment date and revise all prior periods as if the equity method had always been applied. The new guidance requires the investor to apply the equity method prospectively from the date the investment qualifies for the equity method. The investor will add the carrying value of the existing investment to the cost of the additional investment to determine the initial cost basis of the equity method investment. ASU 2016-07 is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. Early adoption is permitted in any interim or annual period. ASU-2016-07 is effective for the Company in the first quarter of the fiscal year ending November 3, 2018 (fiscal 2018). The Company is currently evaluating the adoption date and the impact, if any, adoption will have on its financial position and results of operations.

Derivatives and Hedging

In March 2016, the FASB issued ASU 2016-06, *Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments* (ASU 2016-06). ASU 2016-06 clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. An entity performing the assessment under ASU 2016-06 is required to assess the embedded call (put) options solely in accordance with the four-step decision sequence. ASU 2016-06 is effective for annual periods beginning after December 15, 2017, and interim periods within those annual periods. ASU 2016-06 is effective for the Company in the first quarter of the fiscal 2019. The Company is currently evaluating the adoption date and the impact, if any, adoption will have on its financial position and results of operations.

Leases

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* (ASU 2016-02). ASU 2016-02 requires a lessee to recognize most leases on the balance sheet but recognize expenses on the income statement in a manner similar to current practice. The update states that a lessee will recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying assets for the lease term. Leases will continue to be classified as either financing or operating, with classification affecting the recognition, measurement and presentation of expenses and cash flows arising from a lease. ASU 2016-02 is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. ASU 2016-02 is effective for the Company in the first quarter of the fiscal year ending October 31, 2020 (fiscal 2020). The Company is currently evaluating the adoption date and the impact adoption will have on its financial position and results of operations.

Financial Instruments

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments* (ASU 2016-13). ASU 2016-13 requires a financial asset (or group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, and for interim periods within those fiscal years. ASU 2016-13 is effective for the Company in the first quarter of fiscal 2020. The Company is currently evaluating the adoption date and the impact, if any, adoption will have on its financial position and results of operations.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* (ASU 2016-01). ASU 2016-01 requires equity investments to be measured at fair value with changes in fair value recognized in net income; simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; requires separate presentation of financial assets and financial liabilities by measurement category and form of financial assets on the balance sheet or the accompanying notes to the financial statements and clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. ASU 2016-01 is effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. ASU 2016-01 is effective in the first quarter of fiscal 2019. The Company is currently evaluating the adoption date and the impact adoption will have on its financial position and results of operations.

Business combinations

In September 2015, the FASB issued ASU 2015-16, *Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments* (ASU 2015-16). The update requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The update also requires that the acquirer record, in the financial statements of the period in which adjustments to provisional amounts are determined, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The new standard is effective prospectively for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years, with early adoption permitted. ASU 2015-16 is effective for the Company in the first quarter of fiscal 2017. The Company is currently evaluating the impact, if any, adoption will have on its financial position and results of operations.

Inventory

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330) - *Simplifying the Measurement of Inventory* (ASU 2015-11), which simplifies the subsequent measurement of inventories by replacing the lower of cost or market test with a lower of cost and net realizable value test. The guidance applies only to inventories for which cost is determined by methods other than last-in first-out (LIFO) and the retail inventory method. The guidance in ASU 2015-11 is effective for fiscal years beginning after December 15, 2016 and early adoption is permitted. ASU 2015-11is effective for the Company in the first quarter of fiscal 2018. The Company is currently evaluating the adoption date and the impact, if any, adoption will have on its financial position and results of operations.

Intangibles-Goodwill and other

In April 2015, the FASB issued ASU 2015-05, *Intangibles - Goodwill and Other - Internal Use Software (Subtopic 350-40) - Customer's Accounting for Fees Paid in a Cloud Computing Arrangement* (ASU 2015-05), which provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. Consequently, all software licenses within the scope of Subtopic 350-40 will be accounted for consistent with other licenses of intangible assets. The guidance in ASU 2015-05 is effective for fiscal years beginning after December 15, 2015 and early adoption is permitted. ASU 2015-05 is effective for the

Company in the first quarter of fiscal 2017. The Company is currently evaluating the impact, if any, adoption will have on its financial position and results of operations.

Compensation - Retirement Benefits

In April 2015, the FASB issued ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets* (ASU 2015-04), which provides a practical expedient for entities with a fiscal year-end that does not coincide with a month-end, that permits the entity to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that practical expedient consistently from year to year. Entities are required to disclose the accounting policy election and the date used to measure defined benefit plan assets and obligations. ASU 2015-04 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early application is permitted. Amendments should be applied prospectively. ASU 2015-04 is effective for the Company in the first quarter of fiscal 2017. The Company does not expect the adoption to have a material impact on the Company's financial condition or results of operations.

Consolidation

In February 2015, the FASB issued ASU 2015-02, *Amendments to the Consolidation Analysis* (ASU 2015-02). ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. A reporting entity may apply the amendments in this guidance using a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption. A reporting entity also may apply the amendments retrospectively. ASU 2015-02 is effective for the Company in the first quarter of fiscal 2017. The Company does not expect the adoption to have a material impact on the Company's financial condition or results of operations.

Presentation of Financial Statements

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements - Going Concern (Subtopic 205-40)* (ASU 2014-15), which provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The update requires management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the update (1) provides a definition of the term "substantial doubt", (2) requires an evaluation every reporting period including interim periods, (3) provides principles for considering the mitigating effect of management's plans, (4) requires certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans, (5) requires an express statement and other disclosures when substantial doubt is not alleviated, and (6) requires an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). ASU 2014-15 is effective for annual reporting periods ending after December 15, 2016, and for annual periods and interim periods thereafter. Early adoption is permitted. ASU 2014-15 is effective for the Company for its annual period ending October 28, 2017. The Company does not expect the adoption to have a material impact on the Company's consolidated financial statements.

Stock Compensation

In March 2016, the FASB issued ASU 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (*ASU 2016-09). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years, and interim periods within those annual periods, beginning after December 15, 2016 and allows for prospective, retrospective or modified retrospective adoption, depending on the area covered in the update, with early adoption permitted. ASU 2016-09 is effective for the Company in the first quarter of fiscal 2018. The Company is currently evaluating the adoption date and the impact, if any, adoption will have on its financial position and results of operations.

In June 2014, the FASB issued ASU 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* (ASU 2014-12), which requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. ASU 2014-12 is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted. ASU 2014-12 is effective for the Company in the first quarter of fiscal 2017. The Company does not expect the adoption to have a material impact on the Company's financial condition or results of operations.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, the guidance requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has issued several amendments and updates to the new revenue standard, including guidance related to when an entity should recognize revenue gross as a principal or net as an agent and how an entity should identify performance obligations. As amended, ASU 2014-09 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, which is the Company's first quarter of fiscal 2019. Early adoption is permitted for all entities only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. As described in Note 2n, *Revenue Recognition*, of these Notes to the Consolidated Financial Statements, the Company defers revenue and the related cost of sales on shipments to distributors until the distributors resell the products to their customers. Upon adoption of ASU 2014-09, the Company will no longer be permitted to defer revenue until sale by the distributor to the end customer, but rather, will be required to estimate the effects of returns and allowances provided to distributors and record revenue at the time of sale to the distributor. The Company is continuing to evaluate the future impact and method of adoption of ASU 2014-09 and related amendments on its consolidated financial statements and related disclosures. The Company is considering early adoption of the new standard using the modified retrospective method in fiscal 2018. The Company's ability to early adopt the standard is dependent on system readiness and the completion of analysis necessary to meet the requirements under ASU 2014-09.

3. Stock-Based Compensation and Shareholders' Equity

Equity Compensation Plans

The Company grants, or has granted, stock options and other stock and stock-based awards under the Company's Amended and Restated 2006 Stock Incentive Plan (2006 Plan). This plan was originally approved by shareholders on March 14, 2006, and shareholders subsequently approved the amended and restated 2006 Plan in March 2014. The 2006 Plan provides for the grant of up to 34 million shares of the Company's common stock, plus such number of additional shares that were subject to outstanding options under the Company's previous equity compensation plans that have not been issued because the applicable option award subsequently terminates or expires without being exercised. The 2006 Plan provides for the grant of incentive stock options intended to qualify under Section 422 of the Internal Revenue Code of 1986, as amended, non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards. Employees, officers, directors, consultants and advisors of the Company and its subsidiaries are eligible to be granted awards under the 2006 Plan. No award may be made under the 2006 Plan after March 12, 2021, but awards previously granted may extend beyond that date. The Company will not grant further equity awards under any previous equity compensation plans.

While the Company may grant to employees options that become exercisable at different times or within different periods, the Company has generally granted to employees options that vest over five years and become exercisable in annual installments of 20% on each of the first, second, third, fourth and fifth anniversaries of the date of grant. The maximum contractual term of all options is ten years. In addition, the Company has granted to employees restricted stock units that generally vest in one installment on the third anniversary of the grant date.

As of October 29, 2016, a total of 14.8 million common shares were available for future grant under the 2006 Plan and 29.2 million common shares were reserved for issuance under the 2006 Plan and the Company's previous equity compensation plans.

Stock-based compensation is measured at the grant date based on the grant-date fair value of the awards ultimately expected to vest, and is recognized as an expense on a straight-line basis over the vesting period, which is generally five years for stock options and three years for restricted stock units. Determining the amount of stock-based compensation to be recorded requires the Company to develop estimates used in calculating the grant-date fair value of stock options.

Hittite Replacement Awards

In connection with the Hittite Acquisition, the Company issued equity awards to certain Hittite employees in replacement of Hittite equity awards that were canceled at closing. The replacement awards consisted of approximately 0.7 million restricted stock units with a weighted average grant date fair value of $48.20. The terms and intrinsic value of these awards were substantially the same as the canceled Hittite awards. The fair value of the replaced awards associated with services rendered through the date of Acquisition was recognized as a component of the total estimated acquisition consideration, and the remaining fair value of the replaced awards associated with post Acquisition services is being recognized as an expense on a straight-line basis over the remaining vesting period.

Modification of Awards

The Company has from time to time modified the terms of its equity awards to employees and directors. The modifications made to the Company's equity awards in fiscal 2016, 2015 and 2014 did not result in significant incremental compensation costs, either individually or in the aggregate.

Grant-Date Fair Value

The Company uses the Black-Scholes valuation model to calculate the grant-date fair value of stock option awards and the Monte Carlo simulation model to calculate the grant-date fair value of market-based restricted stock units. The use of these valuation models requires the Company to make estimates and assumptions, such as expected volatility, expected term, risk-free interest rate, expected dividend yield and forfeiture rates. The grant-date fair value of restricted stock units with only a service condition represents the value of the Company's common stock on the date of grant, reduced by the present value of dividends expected to be paid on the Company's common stock prior to vesting.

Information pertaining to the Company's stock option awards and the related estimated weighted-average assumptions to calculate the fair value of stock options using the Black-Scholes valuation model granted is as follows:

Stock Options	2016	2015	2014
Options granted (in thousands)	1,814	1,954	2,240
Weighted-average exercise price	$55.19	$57.20	$51.52
Weighted-average grant-date fair value	$12.67	$10.38	$8.74
Assumptions:			
Weighted-average expected volatility	34.0%	25.9%	24.9%
Weighted-average expected term (in years)	5.1	5.3	5.3
Weighted-average risk-free interest rate	1.4%	1.6%	1.7%
Weighted-average expected dividend yield	3.0%	2.8%	2.9%

The Company utilizes the Monte Carlo simulation valuation model to value market-based restricted stock units. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant and calculates the fair market value for the market-based restricted stock units granted. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions, including the possibility that the market condition may not be satisfied, and the resulting fair value of the award. Information pertaining to the Company's market-based restricted stock units and the related estimated assumptions used to calculate the fair value of market-based restricted stock units granted using the Monte Carlo simulation model is as follows:

Market-based Restricted Stock Units	2016	2015	2014
Units granted (in thousands)	102	75	86
Grant-date fair value	$58.95	$55.67	$50.79
Assumptions:			
Historical stock price volatility	25.1%	20.0%	23.2%
Risk-free interest rate	1.1%	1.1%	0.8%
Expected dividend yield	3.0%	2.8%	2.8%

Expected volatility — The Company is responsible for estimating volatility and has considered a number of factors, including third-party estimates. The Company currently believes that the exclusive use of implied volatility results in the best estimate of the grant-date fair value of employee stock options because it reflects the market's current expectations of future volatility. In evaluating the appropriateness of exclusively relying on implied volatility, the Company concluded that: (1) options in the Company's common stock are actively traded with sufficient volume on several exchanges; (2) the market prices of both the traded options and the underlying shares are measured at a similar point in time to each other and on a date close to the grant date of the employee share options; (3) the traded options have exercise prices that are both near-the-money and close to the exercise price of the employee share options; and (4) the remaining maturities of the traded options used to estimate volatility are at least one year. The Company utilizes historical volatility as an input variable of the Monte Carlo simulation to estimate the grant date fair value of market-based restricted stock units. The market performance measure of these awards is based upon the interaction of multiple peer companies. Given the Company is required to use consistent statistical properties in the Monte Carlo simulation and implied volatility is not available across the population, historical volatility must be used.

Expected term — The Company uses historical employee exercise and option expiration data to estimate the expected term assumption for the Black-Scholes grant-date valuation. The Company believes that this historical data is currently the best estimate of the expected term of a new option, and that generally its employees exhibit similar exercise behavior.

Risk-free interest rate — The yield on zero-coupon U.S. Treasury securities for a period that is commensurate with the expected term assumption is used as the risk-free interest rate.

Expected dividend yield — Expected dividend yield is calculated by annualizing the cash dividend declared by the Company's Board of Directors for the current quarter and dividing that result by the closing stock price on the date of grant. Until such time as the Company's Board of Directors declares a cash dividend for an amount that is different from the current quarter's cash dividend, the current dividend will be used in deriving this assumption. Cash dividends are not paid on options, restricted stock or restricted stock units.

Stock-Based Compensation Expense

The amount of stock-based compensation expense recognized during a period is based on the value of the awards that are ultimately expected to vest. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered stock-based award. Based on an analysis of its historical forfeitures, the Company has applied an annual forfeiture rate of 4.7% to all unvested stock-based awards as of October 29, 2016. This analysis will be re-evaluated quarterly and the forfeiture rate will be adjusted as necessary. Ultimately, the actual expense recognized over the vesting period will only be for those options that vest.

Additional paid-in-capital (APIC) Pool

The APIC pool represents the excess tax benefits related to share-based compensation that are available to absorb future tax deficiencies. If the amount of future tax deficiencies is greater than the available APIC pool, the Company records the excess as income tax expense in its consolidated statements of income. For fiscal 2016, fiscal 2015 and fiscal 2014, the Company had a sufficient APIC pool to cover any tax deficiencies recorded and as a result, these deficiencies did not affect its results of operations.

Stock-Based Compensation Activity

A summary of the activity under the Company's stock option plans as of October 29, 2016 and changes during the fiscal year then ended is presented below:

	Options Outstanding (in thousands)	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term in Years	Aggregate Intrinsic Value
Options outstanding at October 31, 2015	12,181	$41.60		
Options granted	1,814	$55.19		
Options exercised	(1,790)	$34.43		
Options forfeited	(482)	$50.84		
Options expired	(19)	$40.42		
Options outstanding at October 29, 2016	11,704	$44.43	6.0	$223,611
Options exercisable at October 29, 2016	6,577	$37.90	4.5	$168,549
Options vested or expected to vest at October 29, 2016 (1)	11,321	$44.09	6.0	$220,085

(1) In addition to the vested options, the Company expects a portion of the unvested options to vest at some point in the future. The number of options expected to vest is calculated by applying an estimated forfeiture rate to the unvested options.

The total intrinsic value of options exercised (i.e. the difference between the market price at exercise and the price paid by the employee to exercise the options) during fiscal 2016, 2015 and 2014 was $46.6 million, $99.2 million and $130.6 million, respectively, and the total amount of proceeds received by the Company from exercise of these options during fiscal 2016, 2015 and 2014 was $61.5 million, $122.6 million and $200.1 million, respectively.

A summary of the Company's restricted stock unit award activity as of October 29, 2016 and changes during the fiscal year then ended is presented below:

	Restricted Stock Units Outstanding (in thousands)	Weighted-Average Grant-Date Fair Value Per Share
Restricted stock units outstanding at October 31, 2015	2,698	$47.59
Units granted	1,099	$51.59
Restrictions lapsed	(905)	$44.30
Forfeited	(202)	$50.34
Restricted stock units outstanding at October 29, 2016	2,690	$50.11

As of October 29, 2016, there was $112.3 million of total unrecognized compensation cost related to unvested share-based awards comprised of stock options and restricted stock units. That cost is expected to be recognized over a weighted-average period of 1.4 years. The total grant-date fair value of shares that vested during fiscal 2016, 2015 and 2014 was approximately $62.8 million, $65.6 million and $57.4 million, respectively.

Common Stock Repurchases

The Company's common stock repurchase program has been in place since August 2004. In the aggregate, the Board of Directors has authorized the Company to repurchase $6.2 billion of the Company's common stock under the program. The Company may repurchase outstanding shares of its common stock from time to time in the open market and through privately negotiated transactions. Unless terminated earlier by resolution of the Company's Board of Directors, the repurchase program will expire when the Company has repurchased all shares authorized under the program. As of October 29, 2016, the Company had repurchased a total of approximately 147.0 million shares of its common stock for approximately $5.4 billion under this program. An additional $792.5 million remains available for repurchase of shares under the current authorized program. The repurchased shares are held as authorized but unissued shares of common stock. As a result of the Company's planned acquisition of Linear Technology Corporation, see Note 6, *Acquisitions,* of these Notes to Consolidated Financial Statements, the Company temporarily suspended the common stock repurchase plan in the third quarter of 2016.

The Company also, from time to time, repurchases shares in settlement of employee minimum tax withholding obligations due upon the vesting of restricted stock units or the exercise of stock options. The withholding amount is based on the employees minimum statutory withholding requirement. Any future common stock repurchases will be dependent upon several factors, including the Company's financial performance, outlook, liquidity and the amount of cash the Company has available in the United States.

Preferred Stock

The Company has 471,934 authorized shares of $1.00 par value preferred stock, none of which is issued or outstanding. The Board of Directors is authorized to fix designations, relative rights, preferences and limitations on the preferred stock at the time of issuance.

4. Industry, Segment and Geographic Information

The Company operates and tracks its results in one reportable segment based on the aggregation of seven operating segments. The Company designs, develops, manufactures and markets a broad range of integrated circuits (ICs). The Chief Executive Officer has been identified as the Company's Chief Operating Decision Maker. The Company has determined that all of the Company's operating segments share the following similar economic characteristics, and therefore meet the criteria established for operating segments to be aggregated into one reportable segment, namely:

- The primary source of revenue for each operating segment is the sale of integrated circuits.
- The integrated circuits sold by each of the Company's operating segments are manufactured using similar semiconductor manufacturing processes and raw materials in either the Company's own production facilities or by third-party wafer fabricators using proprietary processes.
- The Company sells its products to tens of thousands of customers worldwide. Many of these customers use products spanning all operating segments in a wide range of applications.
- The integrated circuits marketed by each of the Company's operating segments are sold globally through a direct sales force, third-party distributors, independent sales representatives and via our website to the same types of customers.

All of the Company's operating segments share a similar long-term financial model as they have similar economic characteristics. The causes for variation in operating and financial performance are the same among the Company's operating segments and include factors such as (i) life cycle and price and cost fluctuations, (ii) number of competitors, (iii) product differentiation and (iv) size of market opportunity. Additionally, each operating segment is subject to the overall cyclical nature of the semiconductor industry. Lastly, the number and composition of employees and the amounts and types of tools and materials required for production of products are similar for each operating segment.

Revenue Trends by End Market

The following table summarizes revenue by end market. The categorization of revenue by end market is determined using a variety of data points including the technical characteristics of the product, the "sold to" customer information, the "ship to" customer information and the end customer product or application into which the Company's product will be incorporated. As data systems for capturing and tracking this data evolve and improve, the categorization of products by end market can vary over time. When this occurs, the Company reclassifies revenue by end market for prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each end market.

	2016		2015		2014	
	Revenue	% of Total Product Revenue	Revenue	% of Total Product Revenue	Revenue	% of Total Product Revenue*
Industrial	$ 1,502,019	44%	$ 1,494,898	44%	$ 1,344,906	47%
Automotive	540,940	16%	525,893	15%	525,123	18%
Consumer	688,289	20%	729,860	21%	327,434	11%
Communications	690,161	20%	684,441	20%	667,310	23%
Total Revenue	**$ 3,421,409**	100%	**$ 3,435,092**	100%	**$ 2,864,773**	100%

* The sum of the individual percentages does not equal the total due to rounding.

Geographic Information

Revenue by geographic region is based upon the primary location of the Company's customers' design activity for its products. In fiscal years 2016, 2015 and 2014, the predominant countries comprising "Rest of North and South America" are Canada and Mexico; the predominant countries comprising "Europe" are Germany, Sweden, France and the United Kingdom; and the predominant countries comprising "Rest of Asia" are South Korea and Taiwan.

	2016	2015	2014
Revenue			
United States	$ 1,299,629	$ 1,325,279	$ 821,554
Rest of North and South America	95,957	97,189	96,957
Europe	924,849	939,230	924,477
Japan	291,649	319,569	308,054
China	575,690	511,365	459,260
Rest of Asia	233,635	242,460	254,471
Subtotal all foreign countries	2,121,780	2,109,813	2,043,219
Total revenue	$ 3,421,409	$ 3,435,092	$ 2,864,773
Property, plant and equipment			
United States	$ 236,625	$ 253,417	$ 255,473
Ireland	174,952	173,703	167,359
Philippines	194,587	195,662	180,586
All other countries	29,952	21,328	19,004
Subtotal all foreign countries	399,491	390,693	366,949
Total property, plant and equipment	$ 636,116	$ 644,110	$ 622,422

5. Special Charges

The Company monitors global macroeconomic conditions on an ongoing basis and continues to assess opportunities for improved operational effectiveness and efficiency, as well as a better alignment of expenses with revenues. As a result of these assessments, the Company has undertaken various restructuring actions over the past several years. These actions are described below.

The following tables display the special charges taken for ongoing actions and a roll-forward from November 2, 2013 to October 29, 2016 of the employee separation and exit cost accruals established related to these actions.

Statement of Income	Reduction of Operating Costs Action
Workforce reductions	37,873
Facility closure costs	459
Non-cash impairment charge	433
Change in estimate	(1,443)
Total Fiscal 2014 Charges	$ 37,322
Workforce reductions	13,684
Total Fiscal 2016 Charges	$ 13,684

Accrued Restructuring	Reduction of Operating Costs Action
Balance at November 2, 2013	$ 19,955
Fiscal 2014 special charges	37,322
Severance payments	(16,790)
Effect of foreign currency on accrual	16
Balance at November 1, 2014	$ 40,503
Severance payments	(33,220)
Facility closure costs	(459)
Non-cash impairment charge	(433)
Effect of foreign currency on accrual	(514)
Balance at October 31, 2015	$ 5,877
Fiscal 2016 special charges	13,684
Severance payments	(7,184)
Effect of foreign currency on accrual	(3)
Balance at October 29, 2016	$ 12,374

Reduction of Operating Costs Actions

During fiscal 2014, the Company recorded special charges of approximately $37.3 million. These special charges included $37.9 million for severance and fringe benefit costs in accordance with the Company's ongoing benefit plan or statutory requirements at foreign locations for 341 manufacturing, engineering and SMG&A employees; $0.5 million for lease obligations costs for facilities that the Company ceased using during the fourth quarter of fiscal 2014; and $0.4 million for the impairment of assets that have no future use located at closed facilities. In addition, the Company reversed approximately $1.4 million of its severance accrual related to charges taken in fiscal 2013 primarily due to severance costs being lower than the Company's estimates. The Company has terminated the employment of all employees associated with this action.

During fiscal 2016, the Company recorded special charges of approximately $13.7 millionfor severance and fringe benefit costs in accordance with the Company's ongoing benefit plan for 123 manufacturing, engineering and SMG&A employees. As of October 29, 2016, the Company still employed 44 of the 123 employees included in these cost reduction actions. These employees must continue to be employed by the Company until their employment is terminated in order to receive the severance benefit.

6. Acquisitions

Proposed Acquisition of Linear Technology Corporation

On July 26, 2016, the Company entered into the Merger Agreement to acquire Linear. Under the terms of the agreement, Linear stockholders will receive, for each outstanding share of Linear common stock, $46.00 in cash and 0.2321 of a share of the Company’s common stock at the closing. Based on the number of outstanding shares of Linear common stock as of July 26, 2016 and the Company's 5-day volume weighted average price as of July 21, 2016, the value of the total consideration to be paid by the Company is estimated to be approximately $14.8 billion, to be funded with the issuance of approximately 58.0 million new shares of the Company’s common stock and approximately $11.6 billion of new short- and long-term indebtedness.

On October 18, 2016, Linear stockholders approved the Merger Agreement. As of October 29, 2016 the Company had received antitrust clearance in the United States and Germany. Subsequently, the Company also received antitrust clearances in Japan and Israel. The Company currently expects the transaction to be completed by the end of the second quarter of fiscal 2017, subject to receipt of the remaining required regulatory clearances and the satisfaction or waiver of the other conditions contained in the Merger Agreement. The Merger Agreement includes termination rights for both the Company and Linear. Under certain circumstances, including if the proposed merger is terminated due to a failure to obtain the required regulatory clearances, the Company may be required to pay Linear a termination fee of $700.0 million.

In connection with the planned acquisition, the Company has obtained bridge financing commitments and has entered into a term loan facility. See Note 16, *Debt,* of these Notes to Consolidated Financial Statements for further information on these financing commitments. These sources of financing together with the issuance of the new shares of the Company's common stock are expected to be sufficient to finance the acquisition. As a result of the planned acquisition, the Company has temporarily suspended its share repurchase program. See Note 3, *Stock-Based Compensation and Shareholders' Equity* of these Notes to Consolidated Financial Statements for further information on the Company's stock repurchases. During fiscal 2016, the Company incurred approximately $12.2 million of transaction-related costs recorded within Selling, Marketing, General and Administrative expenses in the Company's Consolidated Statement of Income.

Hittite Microwave Corporation

On July 22, 2014, the Company completed its acquisition of Hittite, a company that designed and developed high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately $2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of $2.0 billion. The Hittite Acquisition is expected to expand the Company’s technology position in high performance signal processing solutions and drive growth in key markets. The Company completed the Hittite Acquisition through a cash tender offer (the Offer) by BBAC Corp., a wholly-owned subsidiary of the Company, for all of the outstanding shares of common stock, par value $0.01 per share, of Hittite at a purchase price of $78.00 per share, net to the seller in cash, without interest, less any applicable withholding taxes. After completion of the Offer, BBAC Corp. merged with and into Hittite, with Hittite continuing as the surviving corporation and a wholly-owned subsidiary of the Company. The results of operations of Hittite from July 22, 2014 (the Hittite Acquisition Date) are included in the Company’s consolidated statements of income for fiscal 2015 and fiscal 2014. The amount of revenue and earnings attributable to Hittite included in the Company's consolidated statements of income for fiscal 2014 was immaterial.

The Hittite Acquisition date fair value of the consideration transferred in the Hittite Acquisition consisted of the following:

(in thousands)	
Cash consideration	$2,424,446
Fair value of replacement share-based awards	6,541
Total estimated purchase price	$ 2,430,987

Hittite Replacement Awards — In connection with the Hittite Acquisition, the Company issued equity awards to certain Hittite employees in replacement of Hittite equity awards that were canceled at closing. The replacement awards consisted of approximately 0.7 million restricted stock units with a weighted average grant date fair value of $48.20. The grant-date fair value of the restricted stock units represents the value of the Company’s common stock on the date of grant, reduced by the present value of dividends expected to be paid on the Company’s common stock prior to vesting. The terms and the intrinsic value of these awards were substantially the same as the canceled Hittite awards. The $6.5 million noted in the table above represents the portion of the fair value of the replacement awards associated with services rendered through the Hittite Acquisition Date and have been included as a component of the total estimated purchase price.

During fiscal 2015, the Company completed the acquisition accounting for the Hittite Acquisition. The following is a summary of the amounts recognized in the accounting for the Hittite Acquisition:

(in thousands)		
Cash and cash equivalents	$	480,742
Marketable securities		28,008
Accounts receivable (a)		36,991
Inventories		115,377
Prepaid expenses and other assets		24,088
Property, plant and equipment		50,726
Deferred tax assets		2,242
Intangible assets (Note 2f)		666,400
Goodwill (Note 2f)		1,355,972
Total assets	$	2,760,546
Assumed liabilities		52,876
Deferred tax liabilities		276,683
Total estimated purchase price	$	2,430,987

(a) The fair value of accounts receivable was $37.0 million, with the gross contractual amount being $37.3 million, of which the Company estimates that $0.3 million is uncollectible.

Of the $666.4 million of acquired intangible assets, $0.9 million was recorded as in-process research and development (IPR&D) assets at estimated fair value on the Hittite Acquisition Date. The IPR&D assets acquired were capitalized until the technology was commercially available for their intended uses and are now being amortized over their estimated useful lives. The amortizable intangible assets acquired consisted of the following, which are being amortized on a straight-line basis over their estimated useful lives.

	Fair Value (in thousands)		Weighted Average Useful Lives (in Years)
Technology-based	$	15,100	4
Backlog		25,500	1
Customer relationships		624,900	9
Total amortizable intangible assets	$	665,500	9

The goodwill recognized is attributable to synergies which are expected to enhance and expand the Company's overall product portfolio and opportunities in new markets, future technologies that have yet to be determined and Hittite's assembled workforce. Future technologies do not meet the criteria for recognition separately from goodwill because they are part of future development and growth of the business.

There were no significant contingencies assumed as part of the Hittite Acquisition.

The Company recognized $50.9 million of transaction-related costs, including legal, accounting, severance, debt financing, interest and other related fees, of which approximately $9.7 million and $41.2 million were expensed in fiscal 2015 and fiscal 2014, respectively. Approximately $9.7 million of these costs are included in the consolidated statements of income in operating expenses within SMG&A expenses for fiscal 2015. Approximately $33.3 million of these costs are included in the consolidated statements of income in operating expenses within SMG&A expenses for fiscal 2014, and approximately $7.9 million of these costs are included in the consolidated statements of income within nonoperating expenses for fiscal 2014.

The following unaudited pro forma consolidated financial information presents the Company's combined results of operations after giving effect to the Hittite Acquisition and assumes that the Hittite Acquisition, which closed on July 22, 2014, was completed on November 4, 2012 (the first day of the Company's fiscal 2013). The pro forma consolidated financial information has been calculated after applying the Company's accounting policies and includes adjustments for amortization expense of acquired intangible assets, transaction-related costs, a step-up in the value of acquired inventory and property, plant and equipment, and interest expense for the debt incurred to fund the Hittite Acquisition, together with the consequential tax effects. These pro forma results have been prepared for comparative purposes only and do not purport to be indicative of the operating results of the Company that would have been achieved had the Hittite Acquisition actually taken place on November 4, 2012. In addition, these results are not intended to be a projection of future results and do not reflect events that may occur after the Hittite Acquisition, including but not limited to revenue enhancements, cost savings or operating synergies that the combined Company may achieve as a result of the Hittite Acquisition.

(thousands, except per share data)		2014
Revenue	$	3,075,468
Net income	$	778,049
Basic net income per common share	$	2.48
Diluted net income per common share	$	2.44

Other Acquisitions

The Company has not provided pro forma results of operations for any other acquisitions completed in fiscal years 2016, 2015 or 2014 herein as they were not material to the Company on either an individual or an aggregate basis. The Company included the results of operations of each acquisition in its consolidated statement of income from the date of each acquisition.

7. Deferred Compensation Plan Investments

Investments in The Analog Devices, Inc. Deferred Compensation Plan (the Deferred Compensation Plan) are classified as trading. The components of the investments as of October 29, 2016 and October 31, 2015 were as follows:

		2016		2015
Money market funds	$	3,129	$	3,659
Mutual funds		23,787		20,465
Total Deferred Compensation Plan investments	$	26,916	$	24,124

The fair values of these investments are based on published market quotes on October 29, 2016 and October 31, 2015, respectively. Adjustments to the fair value of, and income pertaining to, Deferred Compensation Plan investments are recorded in operating expenses. Gross realized and unrealized gains and losses from trading securities were not material in fiscal 2016, fiscal 2015 or fiscal 2014.

The Company has recorded a corresponding liability for amounts owed to the Deferred Compensation Plan participants. See Note 10, *Deferred Compensation Plan Liability,* of these Notes to Consolidated Financial Statements for further information. These investments are specifically designated as available to the Company solely for the purpose of paying benefits under the Deferred Compensation Plan. However, in the event the Company became insolvent, the investments would be available to all unsecured general creditors.

8. Other Investments

Other investments consist of interests in venture capital funds and other long-term investments. Investments are accounted for using the equity or cost method of accounting, depending on the nature of the investment, as appropriate. Realized gains and losses from equity method investments are reflected in nonoperating (income) expense based upon the Company's ownership share of the investee's financial results. Realized gains or losses on cost-method investments are determined based on the specific identification basis and are recognized in nonoperating (income) expense.

During fiscal 2016, the Company recognized an other-than-temporary impairment of $6.0 million, recorded in the condensed consolidated statement of income in other, net, within non-operating (income) expense, related to a cost method investment that the Company determined was impaired. There were no other-than-temporary impairments recognized in any other of the fiscal periods presented.

There were no material net realized or unrealized gains or losses from other investments during fiscal 2016, fiscal 2015 and fiscal 2014.

9. Accrued Liabilities

Accrued liabilities at October 29, 2016 and October 31, 2015 consisted of the following:

	2016	2015
Accrued compensation and benefits	$ 112,003	$ 125,500
Interest rate swap (Note 2i)	—	32,737
Accrued interest (Note 16)	26,411	6,069
Special charges (Note 5)	12,374	5,877
Other	105,069	79,412
Total accrued liabilities	$ 255,857	$ 249,595

10. Deferred Compensation Plan Liability

The deferred compensation plan liability relates to obligations due under the Deferred Compensation Plan. The Deferred Compensation Plan allows certain members of management and other highly-compensated employees and non-employee directors to defer receipt of all or any portion of their compensation. The balance represents Deferred Compensation Plan participant accumulated deferrals and earnings thereon since the inception of the Deferred Compensation Plan net of withdrawals. The Company's liability under the Deferred Compensation Plan is an unsecured general obligation of the Company.

11. Lease Commitments

The Company leases certain facilities, equipment and software under various operating leases that expire at various dates through 2022. The lease agreements frequently include renewal and escalation clauses and require the Company to pay taxes, insurance and maintenance costs. Total rental expense under operating leases was approximately $58.5 million in fiscal 2016, $51.8 million in fiscal 2015 and $51.0 million in fiscal 2014.

The following is a schedule of future minimum rental payments required under long-term operating leases at October 29, 2016:

Fiscal Years	Operating Leases
2017	$ 34,328
2018	25,301
2019	8,130
2020	7,033
2021	4,439
Later Years	3,394
Total	$ 82,625

12. Commitments and Contingencies

From time to time, in the ordinary course of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, environmental matters, product liability, insurance coverage and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. The Company does not believe that any current legal matters will have a material adverse effect on the Company's financial position, results of operations or cash flows.

13. Retirement Plans

The Company and its subsidiaries have various savings and retirement plans covering substantially all employees. The Company maintains a defined contribution plan for the benefit of its eligible U.S. employees. This plan provides for Company contributions of up to 5% of each participant's total eligible compensation. In addition, the Company contributes an amount equal to each participant's pre-tax contribution, if any, up to a maximum of 3% of each participant's total eligible compensation. The total expense related to the defined contribution plan for U.S. employees was $28.3 million in fiscal 2016, $26.3 million in fiscal 2015 and $24.1 million in fiscal 2014. The Company also has various defined benefit pension and other retirement plans for certain non-U.S. employees that are consistent with local statutory requirements and practices. The total expense related to the various defined benefit pension and other retirement plans for certain non-U.S. employees, excluding settlement charges related to the Company's Irish defined benefit plan, was $26.9 million in fiscal 2016, $33.3 million in fiscal 2015 and $29.8 million in fiscal 2014.

Non-U.S. Plan Disclosures

During fiscal 2015, the Company converted the benefits provided to participants in the Company's Irish defined benefits pension plan (the DB Plan) to benefits provided under the Company's Irish defined contribution plan. As a result, in fiscal 2015 the Company recorded expenses of $223.7 million, including settlement charges, legal, accounting and other professional fees to settle the pension obligation. The assets related to the DB Plan were liquidated and used to purchase annuities for retirees and distributed to active and deferred members' accounts in the Company's Irish defined contribution plan in connection with the plan conversion. Accordingly, plan assets for the DB Plan were zero as of the end of fiscal 2015.

The Company's funding policy for its foreign defined benefit pension plans is consistent with the local requirements of each country. The plans' assets consist primarily of U.S. and non-U.S. equity securities, bonds, property and cash. The benefit obligations and related assets under these plans have been measured at October 29, 2016 and October 31, 2015.

Components of Net Periodic Benefit Cost

Net annual periodic pension cost of non-U.S. plans is presented in the following table:

	2016	2015	2014
Service cost	$ 5,520	$ 15,675	$ 13,532
Interest cost	3,675	11,636	14,051
Expected return on plan assets	(3,764)	(13,509)	(13,615)
Amortization of prior service cost	—	(229)	(240)
Amortization of transition obligation	17	18	19
Recognized actuarial loss	679	7,257	4,544
Subtotal	$ 6,127	$ 20,848	$ 18,291
Curtailment impact	—	(4,463)	—
Settlement impact	151	226,810	—
Net periodic pension cost	$ 6,278	$ 243,195	$ 18,291

Benefit Obligations and Plan Assets

Obligation and asset data of the Company's non-U.S. plans at each fiscal year end is presented in the following table:

	2016	2015
Change in Benefit Obligation		
Benefit obligation at beginning of year	$ 106,533	$ 455,205
Service cost	5,520	15,675
Interest cost	3,675	11,636
Participant contributions	—	1,895
Plan amendments	(142)	—
Curtailment	—	(20,586)
Settlement	(632)	(412,136)
Premiums paid	—	(332)
Actuarial loss	30,223	114,767
Benefits paid	(1,701)	(4,449)
Exchange rate adjustment	(13,765)	(55,142)
Benefit obligation at end of year	$ 129,711	$ 106,533
Change in Plan Assets		
Fair value of plan assets at beginning of year	$ 70,365	$ 269,371
Actual return on plan assets	9,002	24,283
Employer contributions	4,880	228,582
Participant contributions	—	1,895
Settlements	(632)	(412,136)
Premiums paid	—	(332)
Benefits paid	(1,701)	(4,449)
Exchange rate adjustment	(12,091)	(36,849)
Fair value of plan assets at end of year	$ 69,823	$ 70,365
Reconciliation of Funded Status		
Funded status	$ (59,888)	$ (36,168)
Amounts Recognized in the Balance Sheet		
Non-current assets	$ —	$ 3,246
Current liabilities	(606)	(595)
Non-current liabilities	(59,282)	(38,819)
Net amount recognized	$ (59,888)	$ (36,168)

	2016	2015
Reconciliation of Amounts Recognized in the Statement of Financial Position		
Initial net obligation	$ (24)	$ (44)
Prior service credit	148	—
Net loss	(39,647)	(19,620)
Accumulated other comprehensive loss	(39,523)	(19,664)
Accumulated contributions (less than) in excess of net periodic benefit cost	(20,365)	(16,504)
Net amount recognized	$ (59,888)	$ (36,168)
Changes Recognized in Other Comprehensive Income		
Changes in plan assets and benefit obligations recognized in other comprehensive income		
Prior service cost	$ (142)	$ —
Net loss arising during the year (includes curtailment gains not recognized as a component of net periodic cost)	$ 24,985	$ 83,610
Effect of exchange rates on amounts included in accumulated other comprehensive income (loss)	(4,137)	(26,366)
Amounts recognized as a component of net periodic benefit cost		
Amortization, settlement or curtailment recognition of net transition obligation	(17)	(18)
Amortization or curtailment recognition of prior service credit (cost)	—	4,490
Amortization or settlement recognition of net loss	(830)	(234,067)
Total recognized in other comprehensive loss	$ 19,859	$ (172,351)
Total recognized in net periodic cost and other comprehensive loss	$ 26,137	$ 70,844
Estimated amounts that will be amortized from accumulated other comprehensive (loss) income over the next fiscal year		
Initial net obligation	$ (14)	$ (17)
Prior service credit	10	—
Net loss	(1,808)	(697)
Total	$ (1,812)	$ (714)

The accumulated benefit obligation for non-U.S. pension plans was $106.4 million and $88.5 million at October 29, 2016 and October 31, 2015, respectively.

Information relating to the Company’s non-U.S. plans with projected benefit obligations in excess of plan assets and accumulated benefit obligations in excess of plan assets at each fiscal year end is presented in the following table:

	2016	2015
Plans with projected benefit obligations in excess of plan assets:		
Projected benefit obligation	$ 129,711	$ 61,713
Fair value of plan assets	$ 69,823	$ 22,300
Plans with accumulated benefit obligations in excess of plan assets:		
Projected benefit obligation	$ 98,244	$ 36,986
Accumulated benefit obligation	$ 93,164	$ 31,790
Fair value of plan assets	$ 45,948	$ 487

Assumptions

The range of assumptions used for the non-U.S. defined benefit plans reflects the different economic environments within the various countries. As of October 29, 2016, the Company changed the method utilized to estimate the service cost and interest cost components of net periodic benefit cost for certain of its defined benefit pension plans. Prior to October 29, 2016, the Company estimated the service cost and interest cost components of net periodic benefit costs using a single weighted average discount rate. As of October 29, 2016, the Company will use a spot rate approach to estimate the service and interest cost components of net periodic benefit cost for certain of its defined benefit pension plans as the Company believes this approach calculates a better estimate. The change did not, and is not expected to, materially affect the Company's Consolidated Statement of Income.

The projected benefit obligation was determined using the following weighted-average assumptions:

	2016	2015
Discount rate	2.92%	3.64%
Rate of increase in compensation levels	3.36%	3.05%

Net annual periodic pension cost was determined using the following weighted average assumptions:

	2016	2015
Discount rate	3.64%	2.95%
Expected long-term return on plan assets	5.65%	5.80%
Rate of increase in compensation levels	3.05%	2.77%

The expected long-term rate of return on assets is a weighted-average of the long-term rates of return selected for the various countries where the Company has funded pension plans. The expected long-term rate of return on assets assumption is selected based on the facts and circumstances that exist as of the measurement date and the specific portfolio mix of plan assets. Management, in conjunction with its actuaries, reviewed anticipated future long-term performance of individual asset categories and considered the asset allocation strategy adopted by the Company and/or the trustees of the plans. While the review considered recent fund performance and historical returns, the assumption is primarily a long-term prospective rate.

The Company’s investment strategy is based on an expectation that equity securities will outperform debt securities over the long term. Accordingly, in order to maximize the return on assets, a majority of assets are invested in equities. Investments within each asset class are diversified to reduce the impact of losses in single investments. The use of derivative instruments is permitted where appropriate and necessary to achieve overall investment policy objectives and asset class targets.

The Company establishes strategic asset allocation percentage targets and appropriate benchmarks for each significant asset class to obtain a prudent balance between return and risk. The interaction between plan assets and benefit obligations is periodically studied by the Company and its actuaries to assist in the establishment of strategic asset allocation targets.

Fair value of plan assets

The following table presents plan assets measured at fair value on a recurring basis by investment categories as of October 29, 2016 and October 31, 2015 using the same three-level hierarchy described in Note 2j, *Fair Value,* of these Notes to Consolidated Financial Statements:

	October 29, 2016 Fair Value Measurement at Reporting Date Using:				October 31, 2015 Fair Value Measurement at Reporting Date Using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
Unit trust funds(1)	$ —	$ 4,681	$ —	$ 4,681	$ —	$ 5,198	$ —	$ 5,198
Equities(1)	—	30,510	74	30,584	—	30,196	77	30,273
Fixed income securities(2)	—	33,573	—	33,573	—	34,504	—	34,504
Cash and cash equivalents	985	—	—	985	390	—	—	390
Total assets measured at fair value	$ 985	$ 68,764	$ 74	$ 69,823	$ 390	$ 69,898	$ 77	$ 70,365

(1) The majority of the assets in these categories are invested in a mix of equities, including those from North America, Europe and Asia. The funds are valued using the net asset value method in which an average of the market prices for underlying investments is used to value the fund. Due to the nature of the underlying assets of these funds, changes in market conditions and the economic environment may significantly impact the net asset value of these investments and, consequently, the fair value of the investments. These investments are redeemable at net asset value to the extent provided in the documentation governing the investments. However, these redemption rights may be restricted in accordance with governing documents. Publicly traded securities are valued at the last trade or closing price reported in the active market in which the individual securities are traded. Level 3 securities are valued at book value per share based upon the financial statements of the investment.

(2) The majority of the assets in this category are invested in funds primarily concentrated in non-U.S. debt instruments. The funds are valued using the net asset value method in which an average of the market prices for underlying investments is used to value the fund.

The table below presents a reconciliation of the plan assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for fiscal years 2016 and 2015.

	Properties	Equities
Balance as of November 1, 2014	$ 3,029	$ 121
Purchases, sales, and settlements, net	(2,907)	(37)
Realized and unrealized return on plan assets	152	—
Exchange rate adjustment	(274)	(7)
Balance as of October 31, 2015	$ —	$ 77
Exchange rate adjustment	—	(3)
Balance as of October 29, 2016	$ —	$ 74

Estimated future cash flows

Expected fiscal 2017 Company contributions and estimated future benefit payments are as follows:

Expected Company Contributions	
2017	$ 5,187
Expected Benefit Payments	
2017	$ 1,765
2018	$ 1,798
2019	$ 1,890
2020	$ 2,253
2021	$ 2,448
2022 through 2025	$ 19,074

14. Income Taxes

The reconciliation of income tax computed at the U.S. federal statutory rates to income tax expense is as follows:

	2016	2015	2014
U.S. federal statutory tax rate	35.0%	35.0%	35.0%
Income tax provision reconciliation:			
Tax at statutory rate:	$ 334,922	$ 283,540	$ 255,271
Net foreign income subject to lower tax rate	(264,157)	(198,061)	(179,329)
State income taxes, net of federal benefit	(10,821)	(4,425)	(6,361)
Valuation allowance	13,658	4,875	2,846
Federal research and development tax credits	(16,237)	(8,232)	(1,165)
Change in uncertain tax positions	4,797	2,449	719
Amortization of purchased intangibles	35,641	38,973	8,126
Acquisitions	—	—	15,656
Other, net	(2,546)	(5,883)	4,262
Total income tax provision	$ 95,257	$ 113,236	$ 100,025

For financial reporting purposes, income before income taxes includes the following components:

	2016	2015	2014
Pretax income:			
Domestic	$ 2,642	$ 110,710	$ 127,084
Foreign	954,279	699,404	602,261
Income before income taxes	$ 956,921	$ 810,114	$ 729,345

The components of the provision for income taxes are as follows:

	2016	2015	2014
Current:			
Federal tax	$ 27,790	$ 65,942	$ 128,591
State	1,409	695	316
Foreign	57,934	98,813	48,829
Total current	$ 87,133	$ 165,450	$ 177,736
Deferred:			
Federal	$ 325	$ (27,933)	$ (74,263)
State	2,820	541	(1,113)
Foreign	4,979	(24,822)	(2,335)
Total deferred	$ 8,124	$ (52,214)	$ (77,711)

The Company continues to intend to reinvest certain of its foreign earnings indefinitely. Accordingly, no U.S. income taxes have been provided for approximately $5.1 billion of unremitted earnings of international subsidiaries. As of October 29, 2016, the amount of unrecognized deferred tax liability on these earnings was $1.4 billion.

The significant components of the Company's deferred tax assets and liabilities for the fiscal years ended October 29, 2016 and October 31, 2015 are as follows:

	2016	2015
Deferred tax assets:		
Inventory reserves	$ 22,527	$ 24,009
Deferred income on shipments to distributors	49,455	40,842
Reserves for compensation and benefits	48,062	45,515
Tax credit carryovers	68,669	64,838
Stock-based compensation	56,345	68,530
Depreciation	3,078	1,840
Acquisition-related costs	19,312	6,327
Other	47,482	36,711
Total gross deferred tax assets	314,930	288,612
Valuation allowance	(67,094)	(52,675)
Total deferred tax assets	247,836	235,937
Deferred tax liabilities:		
Depreciation	(59,218)	(50,389)
Undistributed earnings of foreign subsidiaries	(60,986)	(29,471)
Acquisition-related intangibles	(199,035)	(217,961)
Other	(2,523)	(2,971)
Total gross deferred tax liabilities	(321,762)	(300,792)
Net deferred tax liabilities	$ (73,926)	$ (64,855)

The valuation allowances of $67.1 million and $52.7 million at October 29, 2016 and October 31, 2015, respectively, are valuation allowances primarily for the Company's state credit carryover. The Company believes that it is more-likely-than-not that these credit carryovers will not be realized and as a result has recorded a full valuation allowance as of October 29, 2016. The state credit carryover of $67.9 million will begin to expire in 2016.

As of October 29, 2016, the Company has foreign tax credit carryforwards of $0.7 million to offset future passive income. If not used, these carryforwards will expire between 2019 and 2023.

The Company has provided for potential tax liabilities due in the various jurisdictions in which the Company operates. Judgment is required in determining the worldwide income tax expense provision. In the ordinary course of global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of cost reimbursement arrangements among related entities. Although the Company believes its estimates are reasonable, no assurance can be given that the final tax outcome of these matters will not be different than that which is reflected in the historical income tax provisions and accruals. Such differences could have a material impact on the Company's income tax provision and operating results in the period in which such determination is made.

As of October 29, 2016 and October 31, 2015, the Company had a liability of $75.6 million and $75.3 million, respectively, for unrealized tax benefits, all of which, if settled in the Company's favor, would lower the Company's effective tax rate in the period recorded. As of October 29, 2016 and October 31, 2015, the Company had a liability of approximately $20.1 million and $16.1 million, respectively, for interest and penalties. The Company includes interest and penalties related to unrecognized tax benefits within the provision for taxes in the consolidated statements of income. The total liability as of October 29, 2016 and October 31, 2015 of $81.7 million and $81.0 million, respectively, for uncertain tax positions is classified as non-current, and is included in other non-current liabilities, because the Company believes that the ultimate payment or settlement of these liabilities may not occur within the next twelve months. The consolidated statements of income for fiscal year 2016, fiscal 2015 and fiscal 2014 include $4.0 million, $4.1 million and $1.9 million, respectively, of interest and penalties related to these uncertain tax positions. Over the next fiscal year, the Company anticipates the liability to be reduced by $1.6 million for the possible expiration of an income tax statute of limitations.

The following table summarizes the changes in the total amounts of unrealized tax benefits for fiscal 2014 through fiscal 2016:

	Unrealized Tax Benefits
Balance, November 2, 2013	**$ 68,139**
Additions for tax positions related to current year	214
Reductions for tax positions related to prior years	(1,321)
Reductions due to lapse of applicable statute of limitations	(1,568)
Balance, November 1, 2014	**$ 65,464**
Additions for tax positions related to current year	524
Additions for tax positions related to prior years	9,799
Reductions for tax positions related to prior years	(2,745)
Reductions due to lapse of applicable statute of limitations	(1,260)
Balance, October 31, 2015	**$ 71,782**
Additions for tax positions related to current year	2,539
Reductions for tax positions related to prior years	(4,475)
Reductions due to lapse of applicable statute of limitations	(1,311)
Balance, October 29, 2016	**$ 68,535**

The Company has filed a petition with the U.S. Tax Court for one open matter for fiscal years 2006 and 2007 that pertains to Section 965 of the Internal Revenue Code related to the beneficial tax treatment of dividends paid from foreign owned companies under The American Jobs Creation Act. The potential liability for this adjustment is $36.5 million. On September 18, 2013, in a matter not involving the Company, the U.S. Tax Court held that accounts receivable created under Rev. Proc. 99-32 may constitute indebtedness for purposes of Section 965 (b)(3) of the Internal Revenue Code and that the IRS was not precluded from reducing the beneficial dividend received deduction because of the increase in related-party indebtedness (BMC Software Inc. v Commissioner, 141 T.C. No. 5 2013). After analyzing the Tax Court’s decision, the Company has determined that its tax position with respect to the Section 965(b)(3) no longer meets the more likely than not standard of recognition for accounting purposes. Accordingly, the Company recorded a $36.5 million reserve for this matter in the fourth quarter of 2013.

All of the Company's U.S. federal tax returns prior to fiscal 2013 are no longer subject to examination.

All of the Company's Ireland tax returns prior to fiscal 2012 are no longer subject to examination.

15. Revolving Credit Facility

On December 19, 2012, the Company entered into a five-year, $500.0 million senior unsecured revolving credit facility with certain institutional lenders (the Credit Agreement). On July 10, 2015, the Company amended and restated the Credit Agreement. On September 23, 2016, the Company subsequently amended and restated the Credit Agreement. The Credit Agreement expires on July 10, 2020 and provides that the Company may borrow up to $750.0 million. Subject to closing the acquisition of Linear and the satisfaction of certain other conditions, the aggregate amount of commitments under the facility will increase to $1.0 billion from $750.0 million and the maximum covenant level will be temporarily revised. To date, the Company has not borrowed under this credit facility but the Company may borrow in the future and use the proceeds for repayment of existing indebtedness, stock repurchases, acquisitions, capital expenditures, working capital and other lawful corporate purposes. Revolving loans under the Credit Agreement (other than swing line loans) bear interest, at the Company's option, at either a rate equal to (a) the Eurodollar Rate (as defined in the Credit Agreement) plus a margin based on the Company's debt rating or (b) the Base Rate (defined as the highest of (i) the Bank of America prime rate, (ii) the Federal Funds Rate (as defined in the Credit Agreement) plus .50% or (iii) one month Eurodollar Rate plus a margin based on the Company's debt rating. The terms of the facility impose restrictions on the Company’s ability to undertake certain transactions, to create certain liens on assets and to incur certain subsidiary indebtedness. In addition, the Credit Agreement contains a consolidated leverage ratio covenant of total consolidated funded debt to consolidated earnings before interest, taxes, depreciation, and amortization (EBITDA) of not greater than 3.0 to 1.0. As of October 29, 2016, the Company was compliant with these covenants.

16. Debt

On April 4, 2011, the Company issued $375.0 million aggregate principal amount of 3.0% senior unsecured notes due April 15, 2016 (the 2016 Notes) with semi-annual fixed interest payments due on April 15 and October 15 of each year, commencing October 15, 2011. The net proceeds of the offering were $370.5 million, after issuing at a discount and deducting expenses, underwriting fees and commissions. On December 18, 2015, the Company redeemed the 2016 Notes. The redemption price was 100.79% of the principal amount for the 2016 Notes. In accordance with the applicable guidance, the Company concluded that the debt transaction qualified as a debt extinguishment and recognized a net loss of approximately $3.3 million recorded in the consolidated statement of income in other, net, within non-operating (income) expense. This loss was comprised of the make-whole premium of $3.0 million paid to holders of the 2016 Notes in accordance with the terms of the notes and approximately $0.3 million of debt issuance and discount costs that remained to be amortized. The write-off of the debt issuance costs and discount are reflected in the Company's consolidated statement of cash flows within operating activities, and the make-whole premium is reflected within financing activities.

On June 3, 2013, the Company issued $500.0 million aggregate principal amount of 2.875% senior unsecured notes due June 1, 2023 (the 2023 Notes) with semi-annual fixed interest payments due on June 1 and December 1 of each year, commencing December 1, 2013. Prior to issuing the 2023 Notes, on April 24, 2013, the Company entered into a treasury rate lock agreement with Bank of America. This agreement allowed the Company to lock a 10-year US Treasury rate of 1.7845% through June 14, 2013 for its anticipated issuance of the 2023 Notes. Upon issuing the 2023 Notes, the Company simultaneously terminated the treasury rate lock agreement resulting in a gain of approximately $11.0 million. This gain will be amortized into interest expense over the 10-year term of the 2023 Notes. The sale of the 2023 Notes was made pursuant to the terms of an underwriting agreement, dated as of May 22, 2013, among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as the representatives of the several underwriters named therein. The net proceeds of the offering were $493.9 million, after discount and issuance costs. Debt discount and issuance costs will be amortized through interest expense over the term of the 2023 Notes. The indenture governing the 2023 Notes contains covenants that may limit the Company's ability to: incur, create, assume or guarantee any debt for borrowed money secured by a lien upon a principal property; enter into sale and lease-back transactions with respect to a principal property; and consolidate with or merge into, or transfer or lease all or substantially all of its assets to, any other party. As of October 29, 2016, the Company was compliant with these covenants. The notes are subordinated to any future secured debt and to the other liabilities of the Company's subsidiaries.

On July 22, 2014, the Company entered into a 90-day term loan facility in an aggregate principal amount of $2.0 billion with Credit Suisse AG, as Administrative Agent, and each lender from time to time party thereto (the Term Loan Agreement) to finance the Hittite Acquisition. On August 29, 2014 the outstanding principal balance due under the Term Loan Agreement was repaid.

On December 14, 2015, the Company issued $850.0 million aggregate principal amount of 3.9% senior unsecured notes due December 15, 2025 (the 2025 Notes) and $400.0 million aggregate principal amount of 5.3% senior unsecured notes due December 15, 2045 (the 2045 Notes) with semi-annual fixed interest payments due on June 15 and December 15 of each year, commencing June 15, 2016. The sale of the 2025 Notes and 2045 Notes was made pursuant to the terms of an underwriting agreement, dated as of December 3, 2015 among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Credit Suisse Securities (USA) LLC, as the representatives of the several underwriters named therein. The net proceeds of the offering were $1.2 billion, after discount and issuance costs. Debt discount and issuance costs will be amortized through interest expense over the term of the 2025 Notes and 2045 Notes. The indenture governing the 2025 Notes and 2045 Notes contains covenants that may limit the Company's ability to: incur, create, assume or guarantee any debt for borrowed money secured by a lien upon a principal property; enter into sale and lease-back transactions with respect to a principal property; and consolidate with or merge into, or transfer or lease all or substantially all of its assets to, any other party. As of October 29, 2016, the Company was compliant with these covenants. The 2025 Notes and 2045 Notes are subordinated to any future secured debt and to the other liabilities of the Company's subsidiaries.

On July 26, 2016, the Company entered into a definitive agreement to acquire Linear. In connection with the proposed acquisition, the Company announced that it had obtained a 364-day senior unsecured bridge facility in an aggregate principal amount of up to$7.5 billion (364-day Bridge) and it had obtained a 90-day senior unsecured bridge facility in an aggregate principal amount of up to $4.1 billion. The bridge financing commitments expire on April 26, 2017, but may be extended until October 26, 2017 under certain conditions. As discussed below, $5.0 billion of the bridge financing has been terminated. The Company expects to incur fees for the bridge financing commitments of approximately $37.8 million, of which $28.7 million was recorded as debt issuance costs in the third quarter of fiscal 2016 and will be amortized into interest expense over the term of the bridge financing commitments. As a result of entering into the Term Loan Agreement, $13.7 million of unamortized bridge fees were accelerated and amortized into interest expense in the fourth quarter of fiscal 2016.

On September 23, 2016, the Company entered into a term loan facility consisting of a 3-year unsecured term loan facility in the principal amount of $2.5 billion and a 5-year unsecured term loan facility in the principal amount of $2.5 billion established pursuant to a Credit Agreement (Term Loan Agreement) with the Company as the borrower and JP Morgan Chase Bank, N.A. as administrative agent and other banks identified therein as lenders. The Term Loan Agreement replaces $5.0 billion of the 364-Bridge. The closing date and availability of the initial borrowings under the Term Loan Agreement are conditioned upon the consummation of the acquisition of Linear. The commitments are automatically terminated on the earlier of the making of the loans to the Company on the closing date of the acquisition of Linear or October 26, 2017. The Company has agreed to pay a ticking fee based on the Company's debt rating from time to time, accruing beginning 60 days following the effectiveness of the Term Loan Agreement and continuing until the earlier of the termination of the commitments or the closing date of the acquisition of Linear.

In addition, the Company expects to incur approximately $4.0 million in customary fees, including ticking fees, related to the future financing arrangements as well as its revolving credit facility, of which approximately $0.7 million was recorded as debt issuance costs in fiscal 2016 and will be amortized into interest expense over the term of the associated financing arrangements. Additional fees will be incurred when the bridge financing commitments are drawn and in connection with the Term Loan Agreement.

The Company's debt consisted of the following as of October 29, 2016 and October 31, 2015:

	October 29, 2016		October 31, 2015	
	Principal	Unamortized discount and debt issuance costs	Principal	Unamortized discount and debt issuance costs
2016 Notes	$ —	$ —	$ 375,000	$ 406
2023 Notes	500,000	4,047	500,000	4,659
2025 Notes	850,000	8,034	—	—
2045 Notes	400,000	5,742	—	—
Total	$ 1,750,000	$ 17,823	$ 875,000	$ 5,065
Debt, current	$ —	$ —	$ 375,000	$ 406
Long-term debt	$ 1,750,000	$ 17,823	$ 500,000	$ 4,659

The Company's principal payments related to its debt obligations are as follows: $500.0 million in fiscal 2023, $850.0 million in fiscal 2025 and $400.0 million in fiscal 2045.

17. Subsequent Events

On November 21, 2016, the Board of Directors of the Company declared a cash dividend of $0.42 per outstanding share of common stock. The dividend will be paid on December 13, 2016 to all shareholders of record at the close of business on December 2, 2016.

Form 10-K

ANALOG DEVICES, INC.

SUPPLEMENTARY FINANCIAL INFORMATION
(Unaudited) (thousands, except per share amounts and as noted)

The Company's fiscal year is the 52-week or 53-week period ending on the Saturday closest to the last day in October. The Company's interim periods operates on a 4-4-5 fiscal calendar, where each fiscal quarter is comprised of two 4-week periods and one 5-week period, with each week ending on a Saturday. The Company's fiscal year quarterly financial information for fiscal 2016 and fiscal 2015:

	4Q16	3Q16	2Q16	1Q16	4Q15	3Q15	2Q15	1Q15
Revenue	1,003,623	869,591	778,766	769,429	978,722	863,365	821,019	771,986
Cost of sales	336,936	297,301	267,863	292,136	336,926	294,328	276,197	268,379
Gross margin	666,687	572,290	510,903	477,293	641,796	569,037	544,822	503,607
% of Revenue	66.4%	65.8%	65.6%	62.0%	65.6%	65.9%	66.4%	65.2%
Research and development	172,926	163,227	160,235	157,428	170,736	160,784	154,233	151,706
Selling, marketing, general and administrative	118,881	122,909	112,186	107,462	121,400	120,030	117,371	120,171
Special charges	—	—	13,684	—	—	—	—	—
Other operating expense (a)	—	—	—	—	223,672	—	—	—
Amortization of intangibles	17,899	17,447	17,419	17,358	17,358	22,954	24,210	23,796
Total operating expenses	309,706	303,583	303,524	282,248	533,166	303,768	295,814	295,673
Operating income	356,981	268,707	207,379	195,045	108,630	265,269	249,008	207,934
% of Revenue	36%	31%	27%	25%	11%	31%	30%	27%
Nonoperating (income) expenses:								
Interest expense (b)	38,764	18,476	18,455	13,062	6,739	6,755	6,880	6,656
Interest income	(7,114)	(5,665)	(5,243)	(3,199)	(2,343)	(2,229)	(2,009)	(2,044)
Other, net	1,897	(504)	(743)	3,005	(443)	1,265	(1,052)	2,552
Total nonoperating (income) expense	33,547	12,307	12,469	12,868	3,953	5,791	3,819	7,164
Income before income taxes	323,434	256,400	194,910	182,177	104,677	259,478	245,189	200,770
% of Revenue	32%	29%	25%	24%	11%	30%	30%	26%
Provision for income taxes (c)	27,277	25,970	24,337	17,673	8,372	43,000	39,851	22,013
Net income	296,157	230,430	170,573	164,504	96,305	216,478	205,338	178,757
% of Revenue	30%	26%	22%	21%	10%	25%	25%	23%
Basic earnings per share	0.96	0.75	0.55	0.53	0.31	0.69	0.66	0.57
Diluted earnings per share	0.95	0.74	0.55	0.52	0.30	0.68	0.65	0.57
Shares used to compute earnings per share (in thousands):								
Basic	307,854	307,135	308,790	311,166	312,829	313,877	312,660	311,274
Diluted	311,633	310,558	312,250	314,793	316,571	318,187	317,047	315,684
Dividends declared per share	0.42	0.42	0.42	0.40	0.40	0.40	0.40	0.37

a) The Company converted the benefits provided to participants in the Company's Irish defined benefits pension plan to benefits provided under the Company's Irish defined contribution plan. As a result, the Company recorded expenses of $223.7 million, including settlement charges, legal, accounting and other professional fees to settle the pension obligation.
b) Interest expense in the fourth quarter of fiscal 2016 includes $13.7 million related to accelerated amortization of fees associated with the bridge financing commitments related to the proposed Linear acquisition.
c) Provision for income taxes in the fourth quarter of fiscal 2015 includes a benefit of $13.0 million for the reversal of certain prior period tax liabilities and in the first quarter of fiscal 2015 includes a tax benefit of $7.0 million from the reinstatement of the U.S. federal research and development tax credit in December 2014 retroactive to January 1, 2014 and a tax benefit of $3.8 million as a result of an acquisition accounting adjustment.

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

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

(a) *Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of Analog's disclosure controls and procedures as of October 29, 2016. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of October 29, 2016, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

(b) *Management's Report on Internal Control Over Financial Reporting.*

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, 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 and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 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
- 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. 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.

Our management assessed the effectiveness of our internal control over financial reporting as of October 29, 2016. In making this assessment, the company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated 2013 Framework.

Based on this assessment, our management concluded that, as of October 29, 2016, our internal control over financial reporting is effective based on those criteria.

Our independent registered public accounting firm that audited the financial statements included in this annual report has issued an attestation report on our internal control over financial reporting. This report appears below.

(c) *Attestation Report of the Registered Public Accounting Firm*

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Analog Devices, Inc.

We have audited Analog Devices, Inc.'s internal control over financial reporting as of October 29, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), (the COSO criteria). Analog Devices, 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, Analog Devices, Inc. maintained, in all material respects, effective internal control over financial reporting as of October 29, 2016, 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 Analog Devices, Inc. as of October 29, 2016 and October 31, 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended October 29, 2016 of Analog Devices, Inc. and our report dated November 22, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts
November 22, 2016

(d) *Changes in Internal Controls over Financial Reporting.* No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act) occurred during the fiscal quarter ended October 29, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this item relating to our directors and nominees is contained under the caption "Proposal 1 — Election of Directors" contained in our 2017 proxy statement to be filed with the U.S. Securities and Exchange Commission (the SEC) within 120 days after October 29, 2016 and is incorporated herein by reference. Information required by this item relating to our executive officers is contained under the caption "EXECUTIVE OFFICERS OF THE REGISTRANT" in Part I of this Annual Report on Form 10-K and is incorporated herein by reference. Information required by this item relating to compliance with Section 16(a) of the Securities Exchange Act of 1934 is contained under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference.

We have adopted a written code of business conduct and ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and have posted it in the Corporate Governance section of our website which is located at www.analog.com. To the extent permitted by NASDAQ and SEC regulations, we intend to satisfy any disclosure requirement under Item 5.05 of Form 8-K regarding any amendments to, or waivers from, our code of business conduct and ethics by posting such information on our website which is located at www.analog.com.

During the fourth quarter of fiscal 2016, we made no material change to the procedures by which shareholders may recommend nominees to our Board of Directors, as described in our 2016 proxy statement.

Information required by this item relating to the audit committee of our Board of Directors is contained under the caption "Corporate Governance — Board of Directors Meetings and Committees — Audit Committee" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

Information required by this item is contained under the captions "Corporate Governance — Director Compensation" and "Information About Executive Compensation" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference.

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

Information required by this item relating to security ownership of certain beneficial owners and management is contained under the caption "Security Ownership of Certain Beneficial Owners and Management" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference. Information required by this item relating to securities authorized for issuance under equity compensation plans is contained under the caption "Information About Executive Compensation — Securities Authorized for Issuance Under Equity Compensation Plans" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference.

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

Information required by this item relating to transactions with related persons is contained under the caption "Corporate Governance — Certain Relationships and Related Transactions" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference. Information required by this item relating to director independence is contained under the caption "Corporate Governance — Determination of Independence" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required by this item is contained under the caption "Corporate Governance — Independent Registered Public Accounting Firm Fees and Other Matters" in our 2017 proxy statement to be filed with the SEC within 120 days after October 29, 2016 and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following are filed as part of this Annual Report on Form 10-K:

1. Financial Statements

The following consolidated financial statements are included in Item 8 of this Annual Report on Form 10-K:

— Consolidated Statements of Income for the years ended October 29, 2016, October 31, 2015 and November 1, 2014

— Consolidated Statements of Comprehensive Income for the years ended October 29, 2016, October 31, 2015 and November 1, 2014

— Consolidated Balance Sheets as of October 29, 2016 and October 31, 2015

— Consolidated Statements of Shareholders' Equity for the years ended October 29, 2016, October 31, 2015 and November 1, 2014

— Consolidated Statements of Cash Flows for the years ended October 29, 2016, October 31, 2015 and November 1, 2014

(b) Exhibits

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed or furnished with or incorporated by reference in this Annual Report on Form 10-K.

(c) Financial Statement Schedules

The following consolidated financial statement schedule is included in Item 15(b) of this Annual Report on Form 10-K:

Schedule II — Valuation and Qualifying Accounts

All other schedules have been omitted since the required information is not present, or not present in amounts sufficient to require submission of the schedule or because the information required is included in the consolidated financial statements or the Notes thereto.

Form 10-K

ANALOG DEVICES, INC.
ANNUAL REPORT ON FORM 10-K
YEAR ENDED OCTOBER 29, 2016
ITEM 15(b)
FINANCIAL STATEMENT SCHEDULE

ANALOG DEVICES, INC.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS

Years ended October 29, 2016, October 31, 2015 and November 1, 2014

(dollar amounts in thousands)

Description	Balance at Beginning of Period	Additions (Reductions) Charged to Income Statement	Other	Deductions	Balance at End of Period
Accounts Receivable Reserves and Allowances:					
Year ended November 1, 2014	$ 2,593	$ 4,563	$ —	$ 4,237	$ 2,919
Year ended October 31, 2015	$ 2,919	$ 2,686	$ —	$ 3,524	$ 2,081
Year ended October 29, 2016	$ 2,081	$ 3,936	$ —	$ 900	$ 5,117
Valuation Reserve for Deferred Tax Asset:					
Year ended November 1, 2014	$ 43,502	$ 4,297	$ 4,265	$ —	$ 52,064
Year ended October 31, 2015	$ 52,064	$ 4,876	$ —	$ 4,265	$ 52,675
Year ended October 29, 2016	$ 52,675	$ 13,658	$ 761	$ —	$ 67,094

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ANALOG DEVICES, INC.

By: /s/ VINCENT T. ROCHE

Vincent T. Roche
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 22, 2016

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Ray Stata Ray Stata	Chairman of the Board	November 22, 2016
/s/ Vincent T. Roche Vincent T. Roche	President and Chief Executive Officer and Director (Principal Executive Officer)	November 22, 2016
/s/ David A. Zinsner David A. Zinsner	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	November 22, 2016
/s/ Eileen Wynne Eileen Wynne	Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 22, 2016
/s/ Richard M. Beyer Richard M. Beyer	Director	November 22, 2016
/s/ James A. Champy James A. Champy	Director	November 22, 2016
/s/ Bruce R. Evans Bruce R. Evans	Director	November 22, 2016
/s/ Edward H. Frank Edward H. Frank	Director	November 22, 2016
/s/ John C. Hodgson John C. Hodgson	Director	November 22, 2016
/s/ Neil Novich Neil Novich	Director	November 22, 2016
/s/ Kenton J. Sicchitano Kenton J. Sicchitano	Director	November 22, 2016
/s/ Lisa T. Su Lisa T. Su	Director	November 22, 2016

Exhibit Index

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of July 26, 2016, by and among Analog Devices, Inc., Linear Technology Corporation and Tahoe Acquisition Corp., filed as exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on July 29, 2016 and incorporated herein by reference.
3.1	Restated Articles of Organization of Analog Devices, Inc., as amended, filed as exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2008 (File No. 1-7819) as filed with the Commission on May 20, 2008 and incorporated herein by reference.
3.2	Amendment to Restated Articles of Organization of Analog Devices, Inc., filed as exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on December 8, 2008 and incorporated herein by reference.
3.3	Amended and Restated By-Laws of Analog Devices, Inc., filed as exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on January 28, 2010 and incorporated herein by reference.
4.1	Indenture, dated as of June 3, 2013, by and between Analog Devices, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee, filed as exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on June 3, 2013 and incorporated herein by reference.
4.2	Supplemental Indenture, dated as of June 3, 2013, by and between Analog Devices, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee, filed as exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on June 3, 2013 and incorporated herein by reference.
4.3	Supplemental Indenture, dated December 14, 2015, between Analog Devices, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee, filed as exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on December 14, 2015 and incorporated herein by reference.
*10.1	Analog Devices, Inc. Amended and Restated Deferred Compensation Plan, filed as exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the Commission on December 8, 2008 (File No. 1-7819) and incorporated herein by reference.
*10.2	First Amendment to the Analog Devices, Inc. Amended and Restated Deferred Compensation Plan, filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 30, 2011 (File No. 1-7819) as filed with the Commission on August 16, 2011 and incorporated herein by reference.
*10.3	Second Amendment to the Analog Devices, Inc. Amended and Restated Deferred Compensation Plan, filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 1, 2015 (File No. 1-7819) as filed with the Commission on August 18, 2015 and incorporated herein by reference.
*10.4	Trust Agreement for Deferred Compensation Plan dated as of October 1, 2003 between Analog Devices, Inc. and Fidelity Management Trust Company, filed as exhibit 10.28 to the Company's Annual Report on Form 10-K for the fiscal year ended November 1, 2003 (File No. 1-7819) as filed with the Commission on December 23, 2003 and incorporated herein by reference.
*10.5	First Amendment to Trust Agreement for Deferred Compensation Plan between Analog Devices, Inc. and Fidelity Management Trust Company dated as of January 1, 2005, filed as exhibit 10.3 to the Company's Annual Report on Form 10-K for the fiscal year ended October 28, 2006 (File No. 1-7819) as filed with the Commission on November 20, 2006 and incorporated herein by reference.
*10.6	Second Amendment to Trust Agreement for Deferred Compensation Plan between Analog Devices, Inc. and Fidelity Management Trust Company dated as of December 10, 2007, filed as exhibit 10.41 to the Company's Annual Report on Form 10-K for the fiscal year ended November 1, 2008 (File No. 1-7819) as filed with the Commission on November 25, 2008 and incorporated herein by reference.

Exhibit No.	Description
*10.7	Amended and Restated 2006 Stock Incentive Plan of Analog Devices, Inc., filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 2, 2015 (File No. 1-7819) as filed with the Commission on May 19, 2015 and incorporated herein by reference.
*10.8	Form of Global Non-Qualified Stock Option Agreement for Employees for usage under the Company's Amended and Restated 2006 Stock Incentive Plan, filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 30, 2016 (File No. 1-7819) as filed with the Commission on February 17, 2016 and incorporated herein by reference.
*10.9	Form of Non-Qualified Stock Option Agreement for Directors for usage under the Company's Amended and Restated 2006 Stock Incentive Plan, filed as exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 30, 2016 (File No. 1-7819) as filed with the Commission on February 17, 2016 and incorporated herein by reference.
*10.10	Form of Global Restricted Stock Unit Agreement for Employees for usage under the Company's Amended and Restated 2006 Stock Incentive Plan, filed as exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 30, 2016 (File No. 1-7819) as filed with the Commission on February 17, 2016 and incorporated herein by reference.
*10.11	Form of Performance Restricted Stock Unit Agreement for Employees for usage under the Company's Amended and Restated 2006 Stock Incentive Plan, filed as exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 30, 2016 (File No. 1-7819) as filed with the Commission on February 17, 2016 and incorporated herein by reference.
*10.12	Form of Restricted Stock Unit Agreement for Directors for usage under the Company's Amended and Restated 2006 Stock Incentive Plan, filed as exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 30, 2016 (File No. 1-7819) as filed with the Commission on February 17, 2016 and incorporated herein by reference.
*10.13	Analog Devices BV (Ireland) Employee Stock Option Program, as amended, filed as exhibit 10.3 to the Company's Annual Report on Form 10-K for the fiscal year ended November 2, 2002 (File No. 1-7819) as filed with the Commission on January 29, 2003 and incorporated herein by reference.
*10.14	2016 Executive Performance Incentive Plan, filed as exhibit 10.17 to the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2015 (File No. 1-7819) as filed with the Commission on November 24, 2015 and incorporated herein by reference.
†*10.15	2017 Executive Performance Incentive Plan.
*10.16	Analog Devices, Inc. Executive Section 162(m) plan, as amended, filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 4, 2013 (File No. 1-7819) as filed with the Commission on May 21, 2013 and incorporated herein by reference.
*10.17	Form of Employee Retention Agreement, filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 5, 2012 (File No. 1-7819) as filed with the Commission on May 22, 2012 and incorporated herein by reference.
*10.18	Employee Change in Control Severance Policy of Analog Devices, Inc., as amended, filed as exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended October 30, 1999 (File No. 1-7819) as filed with the Commission on January 28, 2000 and incorporated herein by reference.
*10.19	Senior Management Change in Control Severance Policy of Analog Devices, Inc., as amended, filed as exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended October 30, 1999 (File No. 1-7819) as filed with the Commission on January 28, 2000 and incorporated herein by reference.
*10.20	Offer Letter for David A. Zinsner, dated November 18, 2008, filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2009 (File No. 1-7819) as filed with the Commission on February 18, 2009 and incorporated herein by reference.
*10.21	Form of Indemnification Agreement for Directors and Officers, filed as exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended November 1, 2008 (File No. 1-7819) as filed with the Commission on November 25, 2008 and incorporated herein by reference.
*10.22	Employment Agreement between Hittite Microwave Corporation and Rick D. Hess dated March 13, 2013, filed as exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2015 (File No. 1-7819) as filed with the Commission on February 17, 2015 and incorporated herein by reference.
*10.23	Amendment No. 1 to Employment Agreement between Hittite Microwave Corporation and Rick D. Hess dated August 27, 2013, filed as exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2015 (File No. 1-7819) as filed with the Commission on February 17, 2015 and incorporated herein by reference.
*10.24	Amendment No. 2 to Employment Agreement between Hittite Microwave Corporation and Rick D. Hess dated April 14, 2014, filed as exhibit 10.2 to Hittite Microwave Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2014 (File No. 000-51448) as filed with the Commission on May 6, 2014 and incorporated herein by reference.

Exhibit No.	Description
*10.25	Amendment No. 3 to Employment Agreement with Rick D. Hess dated June 9, 2014, filed as exhibit d(3) to the Company's Tender Offer Statement on Schedule TO-T (File No, 005-81515) as filed with the Commission on June 23, 2014 and incorporated herein by reference.
*10.26	Amendment No. 4 to Employment Agreement with Rick D. Hess dated June 9, 2014, filed as exhibit d(4) to the Company's Tender Offer Statement on Schedule TO-T (File No. 005-81515) as filed with the Commission on June 23, 2014 and incorporated herein by reference.
*10.27	Amendment No. 5 to Employment Agreement with Rick D. Hess dated October 31, 2014, filed as exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2015 (File No. 1-7819) as filed with the Commission on February 17, 2015 and incorporated herein by reference.
*10.28	Employment Contract between Analog Devices International and Richard A. Meaney, dated January 3, 2016, filed as exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 30, 2016 (File No. 1-7819) as filed with the Commission on February 17, 2016 and incorporated herein by reference.
†*10.29	Separation Agreement between Analog Devices, Inc. and Richard A. Meaney, dated November 8, 2016.
10.30	Credit Agreement, dated as of September 23, 2016, among Analog Devices, Inc., as Borrower, JPMorgan Chase Bank, N.A. as Administrative Agent and each lender from time to time party thereto, filed as exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on September 26, 2016 and incorporated herein by reference.
10.31	Amendment and Restatement Agreement, dated as of September 23, 2016, among Analog Devices, Inc., as Borrower, Bank of America, N.A. as Administrative Agent, Swing Line Lender and L/C Issuer and each lender from time to time party thereto, filed as exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on September 26, 2016 and incorporated herein by reference.
†12.1	Computation of Consolidated Ratios of Earnings to Fixed Charges.
†21	Subsidiaries of the Company.
†23	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
†31.1	Certification Pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).
†31.2	Certification Pursuant to Rule 13a-14(a) and 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).
†32.1	Certification Pursuant to 18 U.S.C. Section 1350 (Chief Executive Officer).
†32.2	Certification Pursuant to 18 U.S.C. Section 1350 (Chief Financial Officer).
101. INS	XBRL Instance Document.
101. SCH	XBRL Schema Document.
101. CAL	XBRL Calculation Linkbase Document.
101. LAB	XBRL Labels Linkbase Document.
101. PRE	XBRL Presentation Linkbase Document.
101. DEF	XBRL Definition Linkbase Document

† Filed herewith.

* Management contracts and compensatory plan or arrangements required to be filed as an Exhibit pursuant to Item 15 (b) of Form 10-K.

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Income for the years ended October 29, 2016, October 31, 2015 and November 1, 2014, (ii) Consolidated Balance Sheets as of October 29, 2016 and October 31, 2015, (iii) Consolidated Statements of Shareholders' Equity for the years ended October 29, 2016, October 31, 2015 and November 1, 2014, (iv) Consolidated Statements of Comprehensive Income for the years ended October 29, 2016, October 31, 2015 and November 1, 2014, (v) Consolidated Statements of Cash Flows for the years ended October 29, 2016, October 31, 2015 and November 1, 2014, (vi) Notes to Consolidated Financial Statements for the years ended October 29, 2016, October 31, 2015 and November 1, 2014.

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ANALOG DEVICES

January 25, 2017

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders to be held at 9:00 a.m. local time on Wednesday, March 8, 2017, at our headquarters located at One Technology Way, Norwood, Massachusetts 02062.

At the Annual Meeting you are being asked to elect nine members of our Board of Directors, each to serve for a term expiring at the next annual meeting of shareholders; to vote on a non-binding advisory proposal on the compensation of our named executive officers; to vote on a non-binding advisory proposal on the frequency of future advisory votes on the compensation of our named executive officers; and to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year.

Your Board of Directors recommends that you vote FOR the election of each of the directors named in the proxy statement, FOR the approval, on an advisory basis, of the compensation of our named executive officers, FOR an advisory vote EVERY YEAR on the compensation of our named executive officers, and FOR the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year.

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

Yours sincerely,

Ray Stata
Chairman of the Board of Directors

Vincent Roche
President and Chief Executive Officer

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ANALOG DEVICES, INC.

ONE TECHNOLOGY WAY
NORWOOD, MASSACHUSETTS 02062-9106

NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS

To Be Held On March 8, 2017

To our Shareholders:

The 2017 Annual Meeting of Shareholders of Analog Devices, Inc. will be held at our headquarters at One Technology Way, Norwood, Massachusetts 02062, on Wednesday, March 8, 2017 at 9:00 a.m. local time. At the meeting, shareholders will consider and vote on the following matters:

1. To elect the nine director nominees named in this proxy statement to our Board of Directors, each to serve for a term expiring at the next annual meeting of shareholders;
2. To approve, by non-binding "say on pay" vote, the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in this proxy statement;
3. To hold a non-binding "say on frequency" vote regarding the frequency of future advisory votes on the compensation of our named executive officers (every year, every two years, or every three years); and
4. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 28, 2017.

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

Instead of mailing a paper copy of our proxy materials to all of our shareholders, this year we are providing access to our proxy materials over the Internet under the U.S. Securities and Exchange Commission's "notice and access" rules. As a result, we are mailing to our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of this proxy statement and our Annual Report for the fiscal year ended October 29, 2016 (the "2016 Annual Report"). We are mailing the Notice on or about January 25, 2017, and it contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how each of our shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2016 Annual Report, and a form of proxy card or voting instruction card. All shareholders who do not receive the Notice, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. We have chosen to employ this distribution process to conserve natural resources and reduce the costs of printing and distributing our proxy materials.

Shareholders of record at the close of business on January 9, 2017 are entitled to vote at the meeting. Your vote is important no matter how many shares you own. Whether you expect to attend the meeting or not, please vote your shares by using the Internet as described in the instructions included on your Notice, by calling the toll-free telephone number, or, if you received a paper copy of the proxy materials, by completing, signing, dating and returning your proxy card or voting instruction form. Your prompt response is necessary to ensure that your shares are represented at the meeting. You can change your vote and revoke your proxy at any time before the polls close at the meeting by following the procedures described in the accompanying proxy statement.

All shareholders are cordially invited to attend the meeting.

By order of the Board of Directors,

MARGARET K. SEIF
Secretary

Norwood, Massachusetts
January 25, 2017

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TABLE OF CONTENTS

This Proxy Statement contains forward-looking statements regarding future events and our future results that are subject to the safe harbor created under the Private Securities Litigation Reform Act of 1995 and other safe harbors under the Securities Act of 1933 and the Securities Exchange Act of 1934. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “continues,” “may,” “could” and “will,” and variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections regarding our future financial performance; our anticipated growth and trends in our businesses; the proposed acquisition of Linear Technology Corporation; our future market position and expected competitive changes in the marketplace for our products; our ability to successfully integrate acquired businesses and technologies; and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified in Part I, Item 1A. “Risk Factors” and elsewhere in our Annual Report on Form 10-K. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements, including to reflect events or circumstances occurring after the date of the filing of this report, except to the extent required by law.

ANALOG DEVICES, INC.
ONE TECHNOLOGY WAY
NORWOOD, MASSACHUSETTS 02062-9106

PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS

March 8, 2017

This proxy statement contains information about the 2017 Annual Meeting of Shareholders, or Annual Meeting, of Analog Devices, Inc. The Annual Meeting will be held on Wednesday, March 8, 2017, at 9:00 a.m. local time, at our headquarters at One Technology Way, Norwood, Massachusetts 02062. You may obtain directions to the location of the Annual Meeting by visiting our website at www.analog.com or by contacting our Director of Investor Relations at Analog Devices, Inc., One Technology Way, Norwood, Massachusetts 02062; telephone: 781-461-3282.

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

Instead of mailing a paper copy of our proxy materials to all of our shareholders, this year we are providing access to our proxy materials over the Internet under the U.S. Securities and Exchange Commission's "notice and access" rules. As a result, we are mailing to our shareholders a Notice of Internet Availability of Proxy Materials, or Notice, instead of a paper copy of this proxy statement and our Annual Report for the fiscal year ended October 29, 2016, or 2016 Annual Report. We are mailing the Notice on or about January 25, 2017, and it contains instructions on how to access those documents over the Internet. The Notice also contains instructions on how each of our shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2016 Annual Report, and a form of proxy card or voting instruction card. All shareholders who do not receive the Notice, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on March 8, 2017:

This proxy statement and the 2016 Annual Report to Shareholders are available for viewing, printing and downloading at www.analog.com/AnnualMeeting.

PROXY STATEMENT HIGHLIGHTS

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all the information that you should consider and you should read the entire proxy statement before voting. For more information on the 2016 financial and operating performance of the Company, please review the Company's Annual Report on Form 10-K for the year ended October 29, 2016 that was filed with the U.S. Securities and Exchange Commission on November 22, 2016.

2017 Annual Meeting of Shareholders

Date: March 8, 2017
Time: 9:00 a.m. local time
Place: Analog Devices' Headquarters
One Technology Way
Norwood, Massachusetts 02062
Record Date: January 9, 2017

Voting Matters and Board Recommendations

Agenda Item	Board Vote Recommendation	Page Reference For More Information
Proposal 1: Election of Nine Director Nominees	FOR each director nominee	14
Proposal 2: Advisory Approval of the Compensation of the Company's Named Executive Officers	FOR	31
Proposal 3: Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers	EVERY 1 YEAR	32
Proposal 4: Ratification of the Selection of Ernst & Young LLP as Independent Registered Public Accounting Firm for the Company's Fiscal Year Ending October 28, 2017	FOR	63

Board Nominees

Name	Age	Director Since	Principal Occupation	Independent Director	Committee Membership
Ray Stata	82	1965	Chairman of the Board of Analog Devices, Inc.		—
Vincent Roche	56	2013	President and Chief Executive Officer of Analog Devices, Inc.		—
James A. Champy	74	2003	Retired Vice President of the Dell/Perot Systems business unit of Dell, Inc.	✓	NCGC (Chair)
Bruce R. Evans	57	2015	Managing Director and Chairman of Summit Partners	✓	AC
Edward H. Frank	60	2014	Co-Founder and CEO of Cloud Parity	✓	NCGC
Mark M. Little	64	2017	Former SVP, GE Global Research & Chief Technology Officer of General Electric Company	✓	AC
Neil Novich	62	2008	Former Chairman, President and Chief Executive Officer of Ryerson Inc.	✓	CC (Chair)
Kenton J. Sicchitano	72	2003	Retired Global Managing Partner of PricewaterhouseCoopers LLP	✓	AC (Chair)
Lisa T. Su	47	2012	President and Chief Executive Officer of Advanced Micro Devices, Inc.	✓	CC

AC = Audit Committee   CC = Compensation Committee   NCGC = Nominating and Corporate Governance Committee

2016-2017 Board Refreshment

- Mark M. Little joined the Board in January 2017.
- John Hodgson and Richard Beyer will leave the Board when their current terms expire at the Annual Meeting. Messrs. Hodgson and Beyer have served on our Board since 2005 and 2013, respectively, and we wish to express our sincere appreciation for their exemplary service and contributions to the Company.
- The Board of Directors intends to appoint Robert Swanson, Executive Chairman of Linear Technology Corporation, to the Board at the later of the completion of the Company's proposed acquisition of Linear Technology Corporation or the Board of Directors meeting following the Company's 2017 Annual Meeting of Shareholders.
- Average tenure of independent directors standing for re-election is 5.9 years.

Corporate Governance Highlights

The Company's governance practices include:

- Majority of directors are independent
- Annual election of directors
- Majority voting for directors in uncontested director elections
- Average tenure of independent directors standing for re-election is 5.9 years
- Regular executive sessions of independent directors
- Share ownership guidelines for executive officers and non-employee directors
- Active Board engagement in managing talent and long-term succession planning for executives
- Prohibitions on hedging and pledging
- No supermajority voting provisions
- Annual Board and Committee self-evaluations

2016 Business Results

Our fiscal year ended October 29, 2016, or fiscal 2016, was a year of strong execution for Analog Devices. Our business model generated gross margins of 65.1%, operating margins of 30.0%, operating cash flow of approximately $1.3 billion, or 37.4% of revenue and free cash flow of approximately $1.2 billion, or 33.7% of revenue.[1] We also returned approximately $883 million to shareholders in the form of dividends and share repurchases. In addition to strong business results, in fiscal 2016, we announced the proposed acquisition of Linear Technology Corporation, which once complete, will create a high-performance analog leader, with the combined company having a top two market share position across all the key building blocks of the analog market, namely: data converters, power management, amplifiers, interface, and high-performance RF and microwave.[2]

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1 Free cash flow and free cash flow margin are non-GAAP financial measures. Free cash flow is defined as cash provided by (used in) operating activities less capital expenditures. Free cash flow margin is free cash flow as a percentage of revenue. See Appendix A for a calculation of free cash flow and a reconciliation of free cash flow to the most comparable GAAP financial measure.

2 Data based on Gartner reports and Company estimates based on Fiscal 2015 data. RF/Microwave is based on Company estimates and excludes consumer and cellular infrastructure power amplifiers.

Executive Compensation Highlights

Compensation Philosophy

Our Executive Compensation Program is designed to attract, motivate and retain top executive talent and align the interests of our executives and our shareholders. We accomplish this through the following steps:

1. First, we ensure our executive compensation is competitive and attracts and retains top executive talent by understanding how the total target compensation (consisting of salary, bonus and equity awards) of our named executive officers, or NEOs, is benchmarked against the median total target compensation of those in similar positions within our peer group.
2. We then consider a variety of factors, including the scope of the role and the performance and experience of the individual when deciding how each NEO's total target compensation compares to the median total target compensation of those in similar positions within our peer group.
3. We structure our compensation package to align executives' interests with those of our shareholders by tying a significant portion of their total compensation directly to ADI's short- and long-term performance, measured by operating profit before taxes as a percentage of revenue, or OPBT margin and year-over-year revenue growth, which both drive shareholder value, stock price appreciation and relative total shareholder return.

Pay for Performance

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

We compensate our executives using the following elements:

Element	Objective	Fixed/Variable
Base Salary	Attract and retain talent and provide stable source of income.	Fixed
Cash Incentive Bonus Award	Link pay and annual Company performance. Align executive compensation with the financial performance of the Company and our achievement of Company goals relating to OPBT margin and year-over-year revenue growth, which are measured quarterly.	Variable
Long-Term Equity Compensation	Link pay and long-term Company performance. Reward stock price appreciation, promote long-term retention and permit executives to accumulate equity ownership in the Company.	Variable
Retirement and Other Employee Benefits	Retain talent by providing financial protection and security.	Fixed

Key Compensation Actions for 2016

Each year, ADI's Compensation Committee reviews our executive compensation program's components, targets and payouts to ensure that our pay practices remain competitive and aligned with our performance goals. Our performance is evaluated against short- and long-term goals that support our business strategy and the creation of sustainable long-term shareholder value. These items are described in more detail beginning on page 33 of this proxy statement. With respect to our 2016 executive compensation program, we maintained challenging financial performance objectives for our variable cash incentive bonus plan based on our achievement of operating profit before taxes as a percentage of revenue, or OPBT margin and year-over-year revenue growth, which are measured quarterly and paid to executives and employees semi-annually. These financial performance objectives for our variable cash incentive bonus plan are established at the beginning of our fiscal year and align with our annual operating, financial and strategic objectives. Our equity program is comprised of performance-based restricted stock units, time-based restricted stock units and stock options, which together are designed to align the executives' interests with our and our shareholders' goals.

Pay and Governance Practices

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

- We do not guarantee salary increases or non-performance-based bonuses
- Our cash incentive bonus awards are based solely on our financial performance
- We do not modify our performance targets during the year, even in challenging years
- We do not provide tax gross-ups for new executive officers
- We do not pay dividends on unvested equity awards
- We do not provide extensive perquisites to our executives
- Our equity grant date policy does not give executives or directors discretion to choose grant dates
- We have stock ownership guidelines for all officers and directors
- We prohibit hedging transactions and "short sales" involving ADI securities
- We prohibit holding ADI securities in margin accounts
- We prohibit pledging ADI securities as collateral for a loan

Say on Pay and Shareholder Engagement

In 2016, Analog Devices again received strong support for our executive compensation program with approximately 98.4% of votes cast approving our advisory "say on pay" resolution. We pay careful attention to feedback that we receive from our shareholders about our executive compensation program, including the "say on pay" vote. During the course of the year, we held in-person and telephonic meetings with a number of shareholders to discuss a variety of matters, including our executive compensation program and how they evaluate it. Our Compensation Committee carefully considers this feedback when making decisions regarding executive compensation.

Please see the Compensation Discussion and Analysis section beginning on page 33 of this proxy statement for a more detailed description of our executive compensation program, philosophy and design.

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the Annual Meeting?

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

1. The election of the nine nominees named in this proxy statement to our Board of Directors, each for a term expiring at the next annual meeting of shareholders.

2. The approval, by non-binding "say on pay" vote, of the compensation of our named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in this proxy statement.

3. To hold a non-binding "say on frequency" vote, regarding the frequency of future advisory votes on the compensation of our named executive officers (every year, every two years or every three years).

4. The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 28, 2017, or 2017 fiscal year.

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

Who can vote?

To be able to vote, you must have been an Analog Devices shareholder of record at the close of business on January 9, 2017. This date is the record date for the Annual Meeting. The number of outstanding shares entitled to vote on each proposal at the Annual Meeting is 309,077,439 shares of our common stock.

How many votes do I have?

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

Is my vote important?

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

How do I vote?

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

(1) You may vote over the Internet. If you have Internet access, you may vote your shares from any location in the world by following the Internet voting instructions on the Notice or the proxy card.

(2) You may vote by telephone. You may vote your shares by following the telephone voting instructions on the Notice or the proxy card.

(3) You may vote by mail. If you received a printed proxy card, you may vote by completing and signing the proxy card and promptly mailing it in the enclosed postage-prepaid envelope. You do not need to put a stamp on the enclosed envelope if you mail it in the United States. The shares you own will be voted according to your instructions on the proxy card that you mail. **If you return the proxy card, but do not give any instructions on a particular matter described in this proxy statement, the shares you own will be voted in accordance with the recommendations of our Board of Directors.** The Board of Directors recommends that you vote FOR Proposals 1, 2 and 4 and for EVERY YEAR on Proposal 3.

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

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

Can I vote if my shares are held in "street name"?

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

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

If your shares are held in "street name," you must bring an account statement or letter from your broker or other nominee, showing that you are the beneficial owner of the shares as of the record date (January 9, 2017) in order to be admitted to the Annual Meeting on March 8, 2017. To be able to vote your shares held in "street name" at the Annual Meeting, you will need to obtain a legal proxy from your bank, broker or other nominee, issued in your name giving you the right to vote your shares.

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

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

- voting over the Internet or by telephone as instructed above (only your latest Internet or telephone vote is counted);
- signing and returning another proxy card with a later date;
- giving our Secretary a written notice before or at the meeting that you want to revoke your proxy; or
- attending the Annual Meeting, requesting that your proxy be revoked and voting in person as instructed above.

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

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

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

If you participate in the Analog Ireland Success Sharing Share Plan, which we refer to as the Ireland share plan, you may instruct Irish Pensions Trust Limited, which serves as the trustee of the Ireland share plan, to vote the amount of shares of common stock that they hold on your behalf as of the record date. You will receive a voting card that you may use to direct Mercer Ireland Limited, or Mercer, which administers the Irish share plan on behalf of Irish Pensions Trust Limited, how to vote your shares. You should sign the voting card and return it to Mercer in the envelope provided. Mercer will vote the shares in the manner that you direct on the voting card. If Mercer does not receive your voting card by 5:00 p.m. Greenwich Mean Time (GMT) on March 1, 2017, Mercer will not vote your shares.

What constitutes a quorum?

In order for business to be conducted at the Annual Meeting, a quorum must be present in person or represented by valid proxies. For each of the proposals to be presented at the Annual Meeting, a quorum consists of the holders of a majority of the shares of common stock issued and outstanding on January 9, 2017, the record date, or at least 154,538,720 shares.

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

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

What vote is required for each proposal?

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

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

"Say on Frequency." Our Board of Directors is seeking a non-binding advisory vote regarding whether shareholders prefer to hold an advisory vote on the compensation program of our named executive officers once every year, once every two years or once every three years. In 2011, our shareholders voted to hold this vote annually. The vote is advisory and non-binding in nature, but our Board of Directors has decided to adopt the

frequency that receives the greatest level of support from our shareholders. **If you do not instruct your bank, broker or other nominee how to vote with respect to this item, your bank, broker or other nominee may not vote with respect to this proposal.**

Ratification of independent registered public accounting firm. Under our bylaws, the affirmative vote of a majority of the total number of votes cast on the proposal is needed to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year. **Even if you do not instruct your bank, broker or other nominee how to vote with respect to this proposal, your bank, broker or other nominee may vote your shares with respect to this proposal.**

How will votes be counted?

Each share of common stock will be counted as one vote according to the instructions contained on a properly completed proxy card, whether submitted in person, by mail, over the Internet or by telephone, or on a ballot voted in person at the Annual Meeting. With respect to all proposals, shares will not be voted in favor of the matter, and will not be counted as voting on the matter, if they either (1) abstain from voting on a particular matter, or (2) are "broker non-votes." Banks, brokers and other nominees who do not receive instructions with respect to Proposals 1, 2 or 3 will not be allowed to vote these shares, and all such shares will be "broker non-votes" rather than votes "for" or "against." Accordingly, assuming the presence of a quorum, abstentions and "broker non-votes" for a particular proposal will not be counted as votes cast to determine the outcome of a particular proposal.

Who will count the votes?

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

Will my vote be kept confidential?

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

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

The Board of Directors recommends that you vote:

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

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

FOR an advisory vote **EVERY YEAR** on the compensation of our named executive officers, consistent with our practice over the last six years (Proposal 3); and

FOR the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year (Proposal 4).

Will any other matters be voted on at this meeting?

No. Under the laws of Massachusetts, where we are incorporated, an item may not be brought before our shareholders at a meeting unless it appears in the notice of the meeting. Our bylaws establish the process for a shareholder to bring a matter before a meeting. See ***"How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2018 annual meeting of shareholders?"*** below.

Where can I find the voting results?

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

How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2018 annual meeting of shareholders?

If you are interested in submitting a proposal for inclusion in our proxy statement for the 2018 annual meeting, you need to follow the procedures outlined in Rule 14a-8 of the Securities Exchange Act of 1934, or the Exchange Act. To be eligible for inclusion, we must receive your shareholder proposal for our proxy statement for the 2018 annual meeting of shareholders at our principal corporate offices in Norwood, Massachusetts at the address below no later than September 27, 2017.

In addition, our bylaws require that we be given advance written notice for nominations for election to our Board of Directors and other matters that shareholders wish to present for action at an annual meeting other than those to be included in our proxy statement under Rule 14a-8. The Secretary must receive such notice at the address noted below not less than 90 days or more than 120 days before the first anniversary of the preceding year's annual meeting. However, if the date of our annual meeting is advanced by more than 20 days, or delayed by more than 60 days, from the anniversary date, then we must receive such notice at the address noted below not earlier than the 120th day before such annual meeting and not later than the close of business on the later of (1) the 90th day before such annual meeting or (2) the seventh day after the day on which notice of the meeting date was mailed or public disclosure was made, whichever occurs first. Assuming that the 2018 annual meeting is not advanced by more than 20 days nor delayed by more than 60 days from the anniversary date of the 2017 annual meeting, you would need to give us appropriate notice at the address noted below no earlier than November 8, 2017, and no later than December 8, 2017. If a shareholder does not provide timely notice of a nomination or other matter to be presented at the 2018 annual meeting, under Massachusetts law, it may not be brought before our shareholders at a meeting.

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

Any proposals, nominations or notices should be sent to:

Margaret K. Seif, Secretary
Analog Devices, Inc.
One Technology Way
Norwood, Massachusetts 02062
Phone: 781-461-3367
Fax: 781-461-3491
Email: margaret.seif@analog.com

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

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

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

This year we are distributing our proxy materials to stockholders via the Internet under the "Notice and Access" approach permitted by the rules of the U.S. Securities and Exchange Commission, or SEC. This approach expedites stockholders' receipt of proxy materials while conserving natural resources and reducing our distribution costs. On or about January 25, 2017, we mailed a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy materials on the Internet to participating stockholders, and if desired, to request to receive a paper copy of our proxy materials by mail.

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

Our Annual Report on Form 10-K for the fiscal year ended October 29, 2016, or fiscal 2016, is available on our website at www.analog.com. If you would like a copy of our Annual Report on Form 10-K for fiscal 2016 and/or any of its exhibits, we will send you such materials without charge. Please contact:

Director of Investor Relations
Analog Devices, Inc.
One Technology Way
Norwood, Massachusetts 02062
Phone: 781-461-3282
Email: investor.relations@analog.com

Whom should I contact if I have any questions?

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

HOUSEHOLDING OF ANNUAL MEETING MATERIALS

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

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information regarding the beneficial ownership of our common stock as of January 16, 2017 (unless otherwise specified) by:

- the shareholders we know to beneficially own more than 5% of our outstanding common stock;
- each director named in this proxy statement;
- each executive officer named in the Summary Compensation Table included in this proxy statement; and
- all of our directors and executive officers as a group.

Name and Address of Beneficial Owner(1)	Shares Beneficially Owned(2)	Shares Acquirable within 60 Days(3)	Total Beneficial Ownership	Percent of Common Stock Beneficially Owned(4)
5% Shareholders:				
Capital World Investors(5)	22,470,510	—	22,470,510	7.3%
333 South Hope Street				
Los Angles, California 90071				
Vanguard Group Inc.(6)	22,207,137	—	22,207,137	7.2%
PO Box 2600				
Valley Forge, Pennsylvania 19482				
BlackRock, Inc.(7)	19,214,512	—	19,214,512	6.2%
55 East 52nd Street				
New York, New York 10055				
Directors and Named Executive Officers:				
Richard M. Beyer	3,780	30,580	34,360	*
James A. Champy(8)	84,210	67,560	151,770	*
Bruce R. Evans	26,790	14,740	41,530	*
Edward H. Frank	2,820	25,190	28,010	*
Rick D. Hess	35,085	30,998	66,083	*
John C. Hodgson(9)	10,285	72,560	82,845	*
Mark M. Little(10)	—	—	—	*
Neil Novich	18,435	86,863	105,298	*
Peter Real	7,504	107,912	115,416	*
Vincent Roche	32,323	489,219	521,542	*
Kenton J. Sicchitano	15,935	77,560	93,495	*
Ray Stata(11)	1,518,467	40,970	1,559,437	*
Lisa T. Su	6,535	45,770	52,305	*
David A. Zinsner	20,897	237,276	258,173	*
All directors and executive officers as a group (19 persons, consisting of 9 officers and 10 non-employee directors)(12)	1,806,465	1,568,772	3,375,237	1.1%

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

(1) Unless otherwise indicated, the address of each beneficial owner listed is c/o Analog Devices, Inc., One Technology Way, Norwood, Massachusetts 02062.

(2) For each person, the "Shares Beneficially Owned" column may include shares of common stock attributable to the person because of that person's voting or investment power. Unless otherwise indicated, each person in the table has sole voting and investment power over the shares listed. The inclusion in the table of any shares, however, does not constitute an admission of beneficial ownership of those shares by the named shareholder.

(3) The number of shares of common stock beneficially owned by each person is determined under applicable SEC rules. Under these rules, a person is deemed to have "beneficial ownership" of any shares over which that person has or shares voting or investment power, plus any shares that the person has the right to acquire within 60 days, including through the exercise of stock options. Unless otherwise indicated, for each person named in the table, the number in the "Shares Acquirable within 60 Days" column consists of shares covered by stock options that may be exercised and restricted stock units, or RSUs, that vest within 60 days after January 16, 2017.
(4) The percent ownership for each shareholder on January 16, 2017 is calculated by dividing (1) the total number of shares beneficially owned by the shareholder by (2) the number of shares of our common stock outstanding on January 16, 2017 (309,084,663 shares) plus any shares acquirable (including exercisable stock options) by the shareholder in question within 60 days after January 16, 2017.
(5) Based solely on a Form 13F-HR filed by Capital World Investors on November 14, 2016 reporting stock ownership as of September 30, 2016. Capital World Investors also reported that, as of September 30, 2016, it had sole voting and shared investment power for 22,470,510 shares.
(6) Based solely on a Form 13F-HR/A filed by Vanguard Group Inc. on November 14, 2016 reporting stock ownership as of September 30, 2016. The Vanguard Group also reported that, as of September 30, 2016, it had sole voting power for 554,343 shares, sole investment power for 21,601,143 shares, shared voting power for 63,618 shares, shared investment power for 605,994 shares and no voting power with respect to 21,589,176 shares.
(7) Based solely on a Schedule 13G/A filed by BlackRock, Inc. on January 19, 2017 reporting stock ownership as of December 31, 2016. BlackRock, Inc. also reported that, as of December 31, 2016, it had sole voting power for 16,511,325 shares and sole dispositive power for 19,214,512 shares.
(8) Includes 69,025 shares held in trust for the benefit of Mr. Champy's spouse and son, as to which Mr. Champy disclaims beneficial ownership.
(9) Includes 900 shares held as custodian under UTMA accounts for the benefit of Mr. Hodgson's grandchildren, as to which Mr. Hodgson disclaims beneficial ownership.
(10) Dr. Little was elected as a director on January 17, 2017.
(11) Includes 858,709 shares held by Mr. Stata's spouse and 1,850 shares held by a family LLC, as to which Mr. Stata disclaims beneficial ownership. All of the shares held by Mr. Stata's spouse and 240,906 shares held directly by Mr. Stata are pledged as collateral for a line of credit from a bank. Since January 2013, we have prohibited our directors and executive officers from future pledging of their Company securities as collateral for a loan.
(12) All directors and executive officers as a group disclaim beneficial ownership of a total of 930,484 shares. Richard Meaney is not included in this total because he ceased serving as an executive officer as of October 29, 2016 and was no longer an employee of the Company as of January 16, 2017. As of October 29, 2016, Mr. Meaney beneficially owned 24,484 shares and had the right to acquire 103,931 shares within 60 days of October 29, 2016.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers, directors and the holders of more than 10% of our common stock to file with the SEC initial reports of ownership of our common stock and other equity securities on a Form 3 and reports of changes in such ownership on a Form 4 or Form 5. Officers, directors and 10% shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on a review of our records and written representations by the persons required to file these reports, all filing requirements of Section 16(a) were satisfied with respect to our most recent fiscal year or prior fiscal years, with the exception of one Form 4 reporting the grant of a stock option, the grant of performance-based restricted units and the grant of time-based restricted stock units to Mr. Roche, which was filed on March 15, 2016, 4 days after its due date of March 11, 2016, two Forms 4 reporting the purchase of an aggregate of 218 shares of common stock by Mr. Real indirectly through the Company's Ireland Success Sharing Share Plan on June 4, 2015 and December 3, 2015, which were reported on December 7, 2016 and one Form 4 reporting the sale of 1,600 shares of common stock by Mr. Hodgson on March 18, 2015, which was reported January 13, 2017.

PROPOSAL 1 — ELECTION OF DIRECTORS

Election Process

Our entire Board of Directors is elected annually by our shareholders and currently consists of eleven directors, of whom nine are deemed to be "independent directors." Richard M. Beyer and John C. Hodgson are retiring from the Board of Directors and therefore are not standing for re-election at the Annual Meeting. Messrs. Beyer and Hodgson will each continue to serve as a director until his term expires at the Annual Meeting. On January 18, 2017, we announced that our Board of Directors intends to elect Mr. Robert Swanson, Executive Chairman of Linear Technology Corporation ("Linear"), to our Board of Directors at the later of the completion of the acquisition of Linear or the Board of Directors meeting following the Company's 2017 Annual Meeting of Shareholders, for a term expiring at our 2018 Annual Meeting of Shareholders. At the Annual Meeting, shareholders will accordingly have an opportunity to vote for each of the nine nominees listed below, of whom seven are deemed to be "independent directors." The persons named in the enclosed proxy card, upon receipt of a properly executed proxy, will vote for each of these nominees, unless you instruct them to vote otherwise on the proxy card (whether executed by you or through Internet or telephonic voting). Each of the nominees has indicated his or her willingness to serve, if elected. However, if any or all of the nominees should be unable or unwilling to serve, the proxies may be voted for a substitute nominee designated by our Board of Directors or our Board of Directors may reduce the number of directors.

Director Criteria, Qualifications and Experience

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

- **Experience and Strong Business Acumen —** The Board strives for its members to span a range of leadership skills and represent a broad breadth of experience relevant to the Company's strategic vision and business activities, as well as the ability to exercise sound judgment in matters that relate to the current and long-term objectives of the Company.
- **Tenure —** The Board believes that having directors with a mix of tenure on the Board helps transition the knowledge of the more experienced directors while providing a broad, fresh set of perspectives and provides the Board with a diversity of experiences and viewpoints. The average tenure of our independent directors standing for re-election is approximately 5.9 years.
- **Diversity —** While the Board does not have a specific diversity policy, our Corporate Governance Guidelines provide that gender, racial and ethnic diversity, consistent with the requirement for relevant and diverse experience, skills and industry familiarity, are important search criteria.

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

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

RAY STATA, ***Chairman of the Board of Directors; Director since 1965***

Mr. Stata, age 82, has served as our Chairman of the Board of Directors since 1973 and served as an executive officer of our Company from its inception until April 2012. Mr. Stata served as our Chief Executive Officer from 1973 to November 1996 and as our President from 1971 to November 1991. We believe Mr. Stata's qualifications to serve on our Board of Directors include more than 50 years of experience and leadership in the semiconductor industry, including as our founder, our Chairman for 43 years and formerly as our President for 20 years. If re-elected, Mr. Stata will continue to serve as our Chairman of the Board of Directors in 2017.

VINCENT ROCHE, ***President and Chief Executive Officer; Director since 2013***

Mr. Roche, age 56, was appointed our Chief Executive Officer and elected as a Director in May 2013. Mr. Roche was appointed President of Analog Devices in 2012. Mr. Roche also served as our Vice President, Strategic Segments Group and Global Sales from October 2009 to November 2012, and as our Vice President, Worldwide Sales from March 2001 to October 2009. Mr. Roche began his career at ADI in 1988 as a senior marketing engineer, and he has served in key leadership positions over his 29-year tenure at ADI, including worldwide sales, strategic marketing, business development and product management. Mr. Roche also serves as a director of Acacia Communications, Inc. We believe that Mr. Roche's qualifications to serve on the Board of Directors include his leadership role in the Company and his deep knowledge of the Company's products, markets and customers.

JAMES A. CHAMPY, ***Director since 2003***

Mr. Champy, age 74, retired in 2010 as Vice President of the Dell/Perot Systems business unit of Dell, Inc., a computer and technology services company. He was previously a Vice President and the Chairman of Consulting at Perot Systems Corporation from 1996 to November 2009. He served as a director of Perot Systems Corporation from 1996 to 2004. Mr. Champy is the author of several business books and is a Life Member of the MIT Corporation, the governing body of the Massachusetts Institute of Technology. We believe Mr. Champy's qualifications to serve on our Board of Directors include his expertise in corporate strategy development and his organizational acumen.

BRUCE R. EVANS, ***Director since June 2015***

Mr. Evans, age 57, has served in various positions with Summit Partners, a growth equity, venture capital and credit investment firm, including most recently as a Managing Director, since 1986. He has also served as Chairman of Summit Partners' board since 2011. During his time at Summit Partners, Mr. Evans has served as a member of the boards of directors of over 30 technology and other growth industry companies in the US and Europe, including 12 public companies. Mr. Evans is a member and Chairman Elect of the Vanderbilt University Board of Trust and the Chairman of Vanderbilt's Investment Committee. He served as a director of FleetCor Technologies, Inc. from 2002 until 2014. We believe Mr. Evans' qualifications to serve on our Board include his financial and management expertise, including his investing experience in the technology sector and his experience with acquisitions and other transactions.

EDWARD H. FRANK, ***Director since 2014***

Dr. Frank, age 60, is co-founder and Chief Executive Officer of Cloud Parity, an early-stage voice of the customer startup. Before founding Cloud Parity in 2014, Dr. Frank held the position of Vice President, Macintosh Hardware Systems Engineering at Apple, Inc., a company that designs, manufactures and markets electronic devices, from 2009 to 2013. Prior to his tenure at Apple, Dr. Frank served as Corporate Vice President, Research and Development, of Broadcom Corp. Dr. Frank was founding CEO of Epigram, Inc., a developer of integrated circuits and software for home networking, which Broadcom acquired in 1999, and was a Distinguished Engineer at Sun Microsystems, Inc. Dr. Frank also serves as a director of Cavium, Inc. He served as a director of Fusion-IO, Inc. from 2013 until July 2014 when it was acquired by SanDisk Corporation. We believe Dr. Frank's qualifications to serve on our Board of Directors include his deep understanding of the communications and hardware technology markets and his extensive executive leadership experience.

MARK M. LITTLE, ***Director since January 2017***

Dr. Little, age 64, is the former Senior Vice President, GE Global Research and Chief Technology Officer of General Electric Company, or GE, a global digital industrial company. Dr. Little joined GE in 1978, and during his 37-year tenure, held management positions in engineering and business, culminating with his most recent position, which he held from 2005 until 2015. In addition to his technology leadership, Dr. Little led several multi-billion dollar business units at GE including GE Energy's power-generation segment. We believe Dr. Little's qualifications to serve on our Board of Directors include his extensive leadership experience in a global technology company, combined with his experience driving change and innovation through GE's various phases of business transformation.

NEIL NOVICH, ***Director since 2008***

Mr. Novich, age 62, is the former Chairman, President and Chief Executive Officer of Ryerson Inc., a global metals distributor and fabricator. He joined Ryerson in 1994 as Chief Operating Officer and served in that role until 1999 when he was named Chairman, President and Chief Executive Officer, a position he held through 2007. Prior to that, he was a Director at Bain & Company, an international consulting firm. Mr. Novich also serves as a director of W.W. Grainger, Inc., Hillenbrand Inc. and Beacon Roofing Supply, Inc. We believe Mr. Novich's qualifications to serve on our Board of Directors include his experience as a chief executive officer leading a complex global organization, combined with his broad operational and corporate governance expertise.

KENTON J. SICCHITANO, ***Director since 2003***

Mr. Sicchitano, age 72, retired from PricewaterhouseCoopers LLP, or PwC, a public accounting firm, in July 2001. At the time of his retirement, Mr. Sicchitano was the Global Managing Partner of Independence and Regulatory Matters for PwC. Mr. Sicchitano joined Price Waterhouse LLP, a predecessor firm of PwC, in 1970 and became a partner in 1979. During his 31-year tenure with PwC, Mr. Sicchitano held various positions including the Global Managing Partner of Audit/Business Advisory Services and the Global Managing Partner responsible for Audit/Business Advisory, Tax and Financial Advisory Services. Mr. Sicchitano also serves as a director of PerkinElmer, Inc. and MetLife, Inc. and its wholly owned subsidiary, Metropolitan Life Insurance Company. We believe Mr. Sicchitano's qualifications to sit on our Board of Directors include his extensive experience with public and financial accounting matters for complex global organizations.

LISA T. SU, ***Director since 2012***

Dr. Su, age 47, is President and Chief Executive Officer of Advanced Micro Devices, Inc., or AMD, a semiconductor manufacturer. Previously she served at AMD as Senior Vice President and Chief Operating Officer from July 2014 to October 2014 and Senior Vice President and General Manager, Global Business Units from January 2012 to July 2014. Prior to joining AMD in January 2012, Dr. Su served as senior vice president and general manager, Networking and Multimedia, at Freescale Semiconductor, Inc., a semiconductor manufacturer, from 2008 to 2011 and prior to that, as Chief Technology Officer from 2007 to 2008. Dr. Su also spent 13 years with International Business Machines Corporation, or IBM, in various engineering and business leadership positions; and was a member of the technical staff at Texas Instruments in the Semiconductor Process and Device Center. Dr. Su also serves as a director of AMD. We believe Dr. Su’s qualifications to serve on our Board of Directors include her experience as a CEO of a global semiconductor company and her understanding of complex technologies.

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

CORPORATE GOVERNANCE

General

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

Corporate Governance Guidelines. Our Board of Directors has adopted Corporate Governance Guidelines for our Company that establishes a common set of expectations to assist the Board and its committees in performing their duties. The Board reviews these Guidelines at least annually, and updates them as necessary to reflect changing regulatory requirements and evolving practices.

Declassified Board of Directors. We have a declassified Board of Directors and our bylaws provide that each director will serve for a term ending on the date of the annual meeting following the one at which such director was elected. All of our directors will stand for election for terms expiring at the next annual meeting of shareholders.

Majority Voting for Election of Directors. Our bylaws provide for a majority voting standard in uncontested director elections, so a nominee is elected to the Board of Directors if the votes “for” that director exceed the votes “against” (with abstentions and broker non-votes not counted as for or against the election). If a nominee does not receive more “for” votes than “against” votes, the director must offer his or her resignation, which the Board of Directors must determine whether to accept and publicly disclose that determination.

Executive Sessions. At each regular meeting, our Board of Directors holds executive sessions of non-employee directors, who are all independent as defined under The NASDAQ Stock Market, Inc. Marketplace Rules, or the NASDAQ Rules. Our lead director, James A. Champy, presides at these executive sessions. In addition, the committees of our Board of Directors also regularly hold executive sessions with their advisors without management present.

No Hedging Policy. We prohibit all hedging transactions or short sales involving Company securities by our directors and employees, including our executive officers.

No Pledging Policy. Since January 2013, we have prohibited our directors and executive officers from holding any Company securities in a margin account, and from any future pledging of their Company securities as collateral for a loan.

Equity Award Grant Date Policy. We do not time or select the grant dates of any stock options or stock-based awards in coordination with our release of material non-public information, nor do we have any program, plan or practice to do so. In addition, the Compensation Committee has adopted specific written policies regarding the grant dates of stock option and stock-based awards made to our directors, executive officers and employees. See “— Director Compensation” and “INFORMATION ABOUT EXECUTIVE COMPENSATION — Compensation Discussion and Analysis — Equity Award Grant Date Policy” below for more information.

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

Director of Investor Relations
Analog Devices, Inc.
One Technology Way
Norwood, Massachusetts 02062
Phone: 781-461-3282
Fax: 781-461-3491
Email: investor.relations@analog.com

Determination of Independence

Under applicable NASDAQ Rules, a director of Analog Devices will only qualify as an "independent director" if, in the opinion of our Board of Directors, that person does not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board of Directors has established guidelines (within our Corporate Governance Guidelines) to assist it in determining whether a director has a relationship with Analog Devices that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. These guidelines are posted on our website under investor.analog.com/corporate-governance.cfm. For relationships not covered by the guidelines, the determination of whether such a relationship exists is made by the members of our Board of Directors who are independent (as defined above). Our Board of Directors has determined that none of Messrs. Beyer, Champy, Evans, Hodgson, Novich and Sicchitano and Drs. Frank, Little and Su has a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an "independent director" as defined under Rule 5605(a)(2) of the NASDAQ Rules. The Board also determined that Yves-Andre Istel, a former director, was an "independent director" prior to his resignation from the Board on March 9, 2016. The Board has determined that Mr. Roche, our President and Chief Executive Officer, and Mr. Stata, our Chairman and founder, are not "independent" under the NASDAQ Rules because Mr. Roche is a current employee and Mr. Stata is our founder. We considered the Company's annual laboratory membership and university research projects with MIT (of which James A. Champy is a board member) and the Company's annual membership to the Semiconductor Industry Association, or the SIA, (of which Vincent Roche and Lisa Su are board members) and determined that the relationships were established in the ordinary course of business on an arms-length basis without the involvement of Messrs. Champy or Mr. Roche or Dr. Su, and are not material to MIT, the SIA or the Company.

Director Candidates

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

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

Committee will consider a recommendation only if appropriate biographical information and background material is provided on a timely basis.

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

Shareholders also have the right to directly nominate director candidates, without any action or recommendation on the part of the Nominating and Corporate Governance Committee or the Board of Directors, by following the procedures set forth in ADI's amended and restated bylaws and described in the response to the question **"How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2018 annual meeting of shareholders?"** above.

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

Communications from Shareholders and Other Interested Parties

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

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

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

Board of Directors Leadership Structure

Our Corporate Governance Guidelines provide that the roles of Chief Executive Officer and Chairman of the Board of Directors should be separate, unless otherwise determined by a majority of the Board of Directors, and we currently separate these roles. Our Chief Executive Officer is responsible for setting the strategic direction for the Company and the day-to-day leadership and performance of the Company, while our Chairman of the Board of Directors provides guidance to the Chief Executive Officer, sets the agenda for Board meetings and presides over meetings of the full Board of Directors. Because our Board of Directors has determined that Mr. Stata, our Chairman and founder, is not an independent director under the NASDAQ Rules, our Board of Directors has appointed James A. Champy as presiding director to preside at all executive sessions of independent directors. The Board of Directors meets in executive session at each regular meeting.

Board of Directors Meetings and Committees

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

The Board of Directors met 12 times in fiscal 2016 (including by telephone conference). During fiscal 2016, each of our directors attended 75% or more of the total number of meetings of the Board of Directors and the committees on which he or she served. The Board of Directors has standing Audit, Compensation, and Nominating and Corporate Governance Committees. All members of all three committees are independent, non-employee directors. Each committee has a charter that has been approved by the Board of Directors and is reviewed annually. In addition, each Committee conducts an annual self-evaluation of its own performance. Mr. Roche is the only director who is, or has been in the past three years, an employee of Analog Devices. Messrs. Roche and Stata do not serve on any standing Board committee and do not participate in the portion of any Board or committee meeting during which their compensation is evaluated. The independent directors met in executive session without Mr. Stata or our Chief Executive Officer at each in-person Board meeting in fiscal 2016.

Our Corporate Governance Guidelines set forth our policy that directors are expected to attend annual meetings of shareholders. All of our then-serving directors attended the 2016 Annual Meeting of Shareholders.

Audit Committee

The current members of our Audit Committee are Messrs. Sicchitano (Chair), Evans, Little and Hodgson. The Board of Directors has determined that each of Messrs. Sicchitano, Evans, Little and Hodgson qualifies as an "audit committee financial expert" under the rules of the SEC and is independent as defined under the NASDAQ Rules and the independence requirements under Rule 10A-3(b)(1) of the Exchange Act. In addition, our Board of Directors has determined that each member of the Audit Committee is able to read and understand financial statements, including the Company's consolidated balance sheet and its consolidated statements of income, comprehensive income, shareholders' equity and cash flows and related notes as required under the NASDAQ Rules. The Board of Directors has certified that it has at least one member of the audit committee who has past employment experience in finance or accounting as required by the NASDAQ Rules. None of Messrs. Sicchitano, Evans, Little or Hodgson serves on the audit committees of more than two other public companies.

The Audit Committee is primarily responsible for the Board of Directors' oversight of (i) the integrity of our financial statements and the Company's systems of internal control over financial reporting and disclosure controls and procedures, (ii) the qualifications and independence of our independent registered public accounting firm, and (iii) the performance of our internal audit function and independent registered public accounting firm. The Audit Committee has the authority to engage any independent legal, accounting and other advisors that it deems necessary or appropriate to carry out its responsibilities. These independent advisors may be the regular advisors to the Company. The Audit Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of those advisors as established by the Audit Committee. The Audit Committee selected and appointed Ernst & Young LLP, our independent registered public accounting firm, and did not retain any other advisors during fiscal 2016. The Audit Committee met 11 times during fiscal 2016 (including by telephone conference). The responsibilities of our Audit Committee and its activities during fiscal 2016 are described in the Report of the Audit Committee below.

Compensation Committee

The current members of our Compensation Committee are Messrs. Novich (Chair) and Beyer and Dr. Su. The Board of Directors has determined that each of Messrs. Novich and Beyer and Dr. Su is independent as defined under the NASDAQ Rules and the independence requirements under Rule 10C-1 of the Exchange Act. The Compensation Committee evaluates and sets the compensation of our Chief Executive Officer and our other executive officers, and makes recommendations to our Board of Directors regarding the compensation of our directors. The Compensation Committee oversees the evaluation of senior management. In connection with its oversight and administration of ADI's cash and equity incentive plans, the Compensation Committee authorizes the granting of stock options, RSUs and other stock incentives (within guidelines established by our Board of Directors and in accordance with our equity granting policy) to our officers. In accordance with the terms of our Amended and Restated 2006 Stock Incentive Plan, which we refer to as the 2006 Stock Incentive Plan, the Compensation Committee has delegated to our Chief Executive Officer the power to grant and modify options, RSUs and other stock awards to employees who are not executive officers or directors, subject to specified thresholds, parameters and applicable law. Our Compensation Committee held nine meetings (including by telephone conference) during fiscal 2016.

Compensation Committee Consultants. The Compensation Committee has the authority, in its sole discretion, to retain or obtain the advice of any independent legal, accounting or other advisors it deems necessary or appropriate to carry out its responsibilities. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of these advisors as established by the Compensation Committee. The Compensation Committee retained Pearl Meyer and Partners (PM), an independent compensation consultant, during fiscal 2016. PM reports directly to the Compensation Committee and assists the Compensation Committee in evaluating and designing our executive and director compensation program and policies. In fiscal 2016, the Compensation Committee instructed PM to assist it in defining a peer group of companies, compare our executive and director compensation arrangements to those of the peer group, assist it in defining a comparator group of companies for the 2016 performance-based RSUs and provide market data and advice regarding executive and director compensation plan design. PM conducted a detailed analysis of the competitiveness and appropriateness of the Company's total executive compensation opportunity in comparison to our peer group. PM also conducted a risk assessment of our executive compensation program. In connection with its work for the Compensation Committee, PM is invited to attend many of the Compensation Committee's meetings and, upon request of the Compensation Committee, attends executive sessions of the Compensation Committee. PM is retained only by the Compensation Committee and does not provide any other consulting services to Analog Devices. The Compensation Committee also solicits advice from time to time from our outside counsel, WilmerHale. The Compensation Committee assesses the independence of its advisors on an annual basis. The Compensation Committee requested and received an independence letter from each of PM and WilmerHale providing information to assist the Compensation Committee in selecting and receiving advice from such advisor after considering the independence factors that are identified in the NASDAQ rules. The Compensation Committee determined that the engagement of these advisors did not raise any conflicts of interest for all work performed for the Compensation Committee during fiscal 2016. The activities of our Compensation Committee and the services PM performed for the Compensation Committee during fiscal 2016 are further described in "INFORMATION ABOUT EXECUTIVE COMPENSATION — Compensation Discussion and Analysis" below.

Nominating and Corporate Governance Committee

The current members of our Nominating and Corporate Governance Committee are Mr. Champy (Chair) and Dr. Frank. The Board of Directors has determined that each of Mr. Champy and Dr. Frank is independent as defined under the NASDAQ Rules. The primary responsibility of the Nominating and Corporate Governance Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board of Directors, recommend to the Board of Directors the persons to be nominated by the Board of Directors for election as directors at any meeting of shareholders, recommend to the Board of Directors the directors to be appointed to each committee of the Board of Directors, develop and recommend to the Board of Directors a set of corporate governance principles and oversee the evaluation of the Board of Directors. The Nominating and Corporate Governance Committee also leads the Board of Directors' succession planning efforts with respect to senior executives and oversight of our Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee has the authority to engage any independent legal and other advisors it deems necessary or appropriate to carry out its responsibilities. These independent advisors may be the regular advisors to the Company. The Nominating and Corporate Governance Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of these advisors as established by the Nominating and Corporate Governance Committee. For information relating to nominations of directors by our shareholders, see "— Director Candidates" above. Our Nominating and Corporate Governance Committee held five meetings during fiscal 2016 (including by telephone conference).

The Board of Directors' Role in Risk Oversight

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

Report of the Audit Committee

The Audit Committee of the Board of Directors assisted the Board of Directors' oversight of (i) the integrity of our financial statements and the Company's systems of internal control over financial reporting and disclosure controls and procedures, (ii) the qualifications and independence of our independent registered public accounting firm, and (iii) the performance of our internal audit function and independent registered public accounting firm. The Audit Committee also met privately with our independent registered public accounting firm and our Director of Internal Audit to discuss our financial statements and disclosures, accounting policies and their application, internal controls over financial reporting, and other matters of importance to the Audit Committee, the independent registered public accounting firm and the internal auditors. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements contained in our Annual Report on Form 10-K and the quarterly financial statements during fiscal 2016, including the specific disclosures in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." These discussions also addressed the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. The Audit Committee reported on these meetings to our Board of Directors. The Audit Committee also selected and appointed our independent registered public accounting firm, reviewed the performance of the independent registered public accounting firm during the annual audit and on assignments unrelated to the audit, assessed the independence of the independent registered public accounting firm, and reviewed and approved the independent registered public accounting firm's fees. The Audit Committee also has adopted policies and procedures for the pre-approval of audit and non-audit services for the purpose of maintaining the independence of our independent registered public accounting firm. The Audit Committee operates under a written charter adopted by our Board of Directors.

The Audit Committee reviewed with our independent registered public accounting firm, who are responsible for expressing an opinion on the conformity of the audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards. In addition, the Audit Committee has discussed with the independent registered public accounting firm (i) the matters to be discussed as required by Auditing Standard No. 16, *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board (PCAOB) and (ii) the independent registered public accounting firm's independence from Analog Devices and its management, including the matters in the written disclosures and the letter we received from the independent registered public accounting firm required by the PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, regarding the independent registered public accounting firm's communications with the Audit Committee on independence. The Audit Committee considered the appropriateness of the provision of non-audit services by the independent registered public accounting firm relative to their independence.

Based on its review and discussions referred to above, the Audit Committee recommended to our Board of Directors (and the Board of Directors approved) that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended October 29, 2016. The Audit Committee also selected Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 28, 2017.

Audit Committee
Kenton J. Sicchitano, *Chairman*
Bruce R. Evans
John C. Hodgson

Independent Registered Public Accounting Firm Fees and Other Matters

The following table presents the aggregate fees billed for services rendered by Ernst & Young LLP, our independent registered public accounting firm, for the fiscal years ended October 29, 2016 and October 30, 2015.

	Fiscal 2016	Fiscal 2015
Audit Fees	$3,040,000	$3,250,000
Audit-Related Fees	471,000	300,000
Tax Fees	1,845,000	1,674,000
Total Fees	$5,356,000	$5,224,000

Audit Fees. These are fees related to professional services rendered in connection with the audit of our consolidated financial statements, the audit of the effectiveness of our internal control over financial reporting, the reviews of our interim financial statements included in each of our Quarterly Reports on Form 10-Q, international statutory audits, reviews and comfort letter procedures related to our filings on Form S-3, assistance with registration statements and other periodic filings, and accounting consultations that relate to the audited financial statements and are necessary to comply with U.S. generally accepted accounting principles.

Audit-Related Fees. These are fees for assurance and related services and consisted primarily of audits of employee benefit plans, due diligence and consultations regarding proposed transactions, including, for fiscal 2016, due diligence services relating to the proposed acquisition of Linear Technology Corporation, and accounting matters not related to the annual audit.

Tax Fees. These are fees for professional services related to tax return preparation services for our expatriates, international tax returns, tax advice and planning, assistance with international tax audits and merger and acquisition tax advice and services, including services relating to the proposed acquisition of Linear Technology Corporation. Included in this amount are fees of $508,000 in fiscal 2016, and $476,000 in fiscal 2015, for tax compliance services for our international affiliates and tax return preparation services for our expatriate employees on international assignments. Ernst & Young LLP does not provide tax services to any person in a financial reporting oversight role at Analog Devices.

Audit Committee's Pre-Approval Policy and Procedures

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

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

The Audit Committee has delegated authority to the Chairman of the Audit Committee to pre-approve any audit or non-audit services to be provided to Analog Devices by the independent registered public accounting firm for which the cost is less than $100,000. During fiscal years 2016 and 2015, all services provided to Analog Devices by Ernst & Young LLP were pre-approved in accordance with the pre-approval policies and procedures described above.

Director Compensation

Annually, the Compensation Committee reviews with PM director compensation information for our peer group companies to check the alignment of our non-employee director compensation package with market practice and current trends. The Compensation Committee makes recommendations to the full Board with respect to compensation of our non-employee directors, and the full Board reviews these recommendations and makes a final determination.

In fiscal 2016 we granted equity awards to our non-employee directors as follows: 50% of the value of each award consists of stock options and 50% of the value of the award consists of RSUs. These stock options and RSUs vest in full on the earlier of the first anniversary of the date of grant or the date of the Company's next annual meeting. On March 9, 2016, we granted each non-employee director, with the exception of Mr. Istel and Dr. Little, a stock option to purchase 7,640 shares of common stock, with an exercise price of $54.93 per share, and 1,850 RSUs for services to be provided during fiscal 2016. Commencing in fiscal 2017, our non-employee directors will receive 100% of the value of their annual equity award in the form of RSUs. The Board believes that this change better aligns with market practice among our peers.

The following table details the total compensation earned by our non-employee directors in fiscal 2016.

2016 Director Compensation

Name(1)	Fees Earned or Paid in Cash ($)(2)	Stock Awards ($)(3)(4)	Option Awards ($)(3)(4)	All Other Compensation ($)(5)	Total ($)
Richard M. Beyer	73,875	98,531	98,033	—	270,439
James A. Champy	97,500	98,531	98,033	—	294,064
Bruce R. Evans	76,500	98,531	98,033	—	273,064
Edward H. Frank	72,000	98,531	98,033	—	268,564
John C. Hodgson	76,500	98,531	98,033	—	273,064
Yves-Andre Istel	25,072	—	—	—	25,072
Neil Novich	86,250	98,531	98,033	—	282,814
Kenton J. Sicchitano	91,250	98,531	98,033	—	287,814
Ray Stata	250,000	98,531	98,033	12,836	459,400
Lisa T. Su	73,875	98,531	98,033	—	270,439

(1) Dr. Little was elected as a director in January 2017 and did not serve during fiscal 2016. Mr. Istel served on the Board of Directors until his term ended on March 9, 2016.

(2) This amount includes a $70,000 annual board retainer. An additional annual retainer of $25,000 was paid to the chair of the Audit Committee, an additional annual retainer of $20,000 was paid to the chair of the Compensation Committee and an additional annual retainer of $15,000 was paid to the chair of the Nominating and Corporate Governance Committee. The Presiding Director also received an additional annual retainer of $15,000. The members of the Audit Committee (other than the chair) received an additional annual retainer of $10,000, the members of the Compensation Committee (other than the chair) received an additional annual retainer of $7,500, and the members of the Nominating and Corporate Governance Committee (other than the chair) received an additional annual retainer of $5,000. For 2016, Mr. Stata, as Chairman of the Board of Directors, received a total annual retainer of $250,000. All cash retainers are paid in quarterly installments each on the 15th day of December, March, June and September of each fiscal year. Dr. Frank elected to defer receipt of his fees under our Deferred Compensation Plan, or DCP. For more information relating to our DCP, see "INFORMATION ABOUT EXECUTIVE COMPENSATION — Non-Qualified Deferred Compensation Plan" below.

(3) These amounts represent the aggregate grant date fair value of awards for grants of RSUs or stock options to each listed director in fiscal 2016. These amounts do not represent the actual amounts paid to or realized by the directors during fiscal 2016. We recognize the fair value as of the grant date for stock options and RSUs over the number of days of service required for the award to become vested.

(4) The aggregate number of stock options and RSUs outstanding held by each director (representing unexercised stock options, both exercisable and unexercisable, and unvested RSUs) at October 29, 2016 is as follows:

Name	Number of Shares Subject to Option Awards Held as of October 29, 2016	Number of Restricted Stock Units that have not Vested as of October 29, 2016
Richard M. Beyer	28,730	1,850
James A. Champy	65,710	1,850
Bruce R. Evans	12,890	1,850
Edward H. Frank	23,340	1,850
John C. Hodgson	75,710	1,850
Yves Andre Istel	69,220	—
Neil Novich	85,013	1,850
Kenton J. Sicchitano	90,710	1,850
Ray Stata	39,120	1,850
Lisa T. Su	43,920	1,850

The following table includes the assumptions, rounded to the nearest hundredth, which we used to calculate the grant date fair value amounts included in the "Stock Awards" and "Option Awards" column for fiscal 2016 Director Compensation.

			Assumptions				
Grant Date		Exercise Price ($)	Volatility (%)	Expected Life (Years)	Risk-Free Interest Rate (%)	Dividend Yield (%)	Grant Date Fair Value Per Share ($)
03/09/2016	Stock options	54.93	34.36	5.1	1.41	3.06	12.83
03/09/2016	RSUs	—	—	—	0.68	3.06	53.26

The grant date fair value of RSUs represents the value of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting. We compute the grant date fair value of stock options using a Black-Scholes valuation methodology. For a more detailed description of the assumptions used for purposes of determining grant date fair value, see Note 3 to the Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Stock-Based Compensation," included in our Annual Report on Form 10-K for the year ended October 29, 2016.

We also reimburse our directors for travel to Board meetings and related expenses. Each director can elect to defer receipt of his or her fees under our DCP. See "INFORMATION ABOUT EXECUTIVE COMPENSATION — Non-Qualified Deferred Compensation Plan" below.

(5) The amount represents payment of medical and dental insurance premiums on behalf of Mr. Stata and his spouse.

Stock Ownership Guidelines for Non-Employee Directors

Under our stock ownership guidelines, the target share ownership level for non-employee directors is at least four times the directors' annual cash retainer. Directors have four years to achieve their targeted level. Shares subject to unexercised options, whether or not vested, and any shares that have been pledged as collateral for a loan will not be counted for purposes of satisfying these guidelines. Unvested RSUs are counted for purposes of satisfying the guidelines. All of our non-employee directors were in compliance with our stock ownership guidelines as of the end of fiscal 2016.

Equity Award Policy for Non-Employee Directors

During fiscal 2016, our equity award grant policy for non-employee directors provided for the following:

- Each newly elected non-employee director elected other than at an annual meeting of shareholders is automatically granted under the 2006 Stock Incentive Plan: (a) a non-qualified stock option to purchase a number of shares of our common stock approved by the Board of Directors at an exercise price equal to the closing price of our common stock on the grant date; and (b) an RSU award for a number of shares of our common stock approved by the Board of Directors, each on the 15th day of the month following the month of the date of initial election as a director, or if NASDAQ is closed on that day, the next succeeding business day that NASDAQ is open.
- On an annual basis, each non-employee director elected or re-elected at an annual meeting of shareholders is automatically granted under the 2006 Stock Incentive Plan: (a) a non-qualified stock option to purchase a number of shares of our common stock approved by the Board of Directors at an exercise price equal to the closing price of our common stock on the grant date; and (b) a RSU award for a number of shares of our common stock approved by the Board of Directors, each on the date of our annual meeting of shareholders, or if NASDAQ is closed on that day, the next succeeding business day that NASDAQ is open.

For fiscal 2016, stock options and RSUs granted to our non-employee directors under the 2006 Stock Incentive Plan vest on the earlier of the date of the Annual Meeting and the first anniversary of the date of grant, subject to acceleration as described below. These awards vest in full upon the occurrence of a Change in Control Event (as defined in the 2006 Stock Incentive Plan) or the director's death. If the director ceases to serve as a director by reason of his or her disability, as determined by the Board of Directors, each outstanding and unvested option and RSU will vest in full at the time he or she ceases to be a director. In addition, upon the occurrence of a Change in Control Event or in the event of the director's death, disability or retirement after age 60, each vested option will continue to be exercisable for the balance of its term. Commencing with the fiscal 2017 annual grants, our newly-elected and re-elected directors will receive 100% of the value of their annual equity award in the form of RSUs. The Board believes this change better aligns with market practice among our peers. The vesting provisions of the equity awards remained unchanged.

Certain Relationships and Related Transactions

Transactions with Related Persons

During fiscal 2016, Mr. Stata, our founder and Chairman of the Board, received a cash retainer for service on the Board of $250,000. Following his retirement as an employee in 2012, the Company agreed to provide medical and dental benefits to Mr. Stata and his spouse during their lifetimes on the same basis as provided to U.S. employees of the Company. The value of those medical and dental benefits in 2016 was $12,836. On March 9, 2016, we granted a stock option to Mr. Stata for the purchase of 7,640 shares of our common stock at an exercise price of $54.93 per share and 1,850 RSUs. These awards were identical to the awards granted to our other directors on March 9, 2016 and vest on the earlier of the date of the Annual Meeting or the first anniversary of the grant date.

In June 2011, ADI acquired Lyric Semiconductor, Inc. (Lyric) for $14 million in the aggregate at closing, with additional contingent earn out payments based on the achievement of certain product-based milestones of up to $15 million and royalty payments of up to $25 million based on product sales following the closing. Mr. Stata served as Chairman of the Board of Lyric through the closing of the transaction. In addition, Stata Venture Partners II, LLC, a venture capital fund, held a significant equity position in Lyric. Mr. Stata serves as a general partner of Stata Venture Holdings II, LLC, which is a general partner of Stata Venture Partners II, LLC. Stata Venture Partners II, LLC was paid $4.5 million at the closing of the acquisition, and will be paid additional amounts up to an aggregate of approximately $8.1 million if all possible milestone and royalty payments are ultimately made. Mr. Stata's economic interest in the payments to Stata Venture Partners II, LLC vary based on the satisfaction of conditions set forth in the partnership agreement for Stata Venture Partners II, LLC. In fiscal 2015, Stata Venture Partners II, LLC received an additional $472,717, in consideration under the terms of the transaction. No consideration was paid to Stata Venture Partners II, LLC in fiscal 2016. The maximum potential payments to Mr. Stata from the consideration paid or potentially payable to Stata Venture Partners II, LLC as a result of the acquisition are approximately $1,051,266 if all possible milestone and royalty payments are ultimately made and all conditions set forth in the partnership agreement for Stata Venture Partners II, LLC are satisfied. Mr. Stata recused himself from the votes regarding the acquisition. The acquisition, and Mr. Stata's interests therein, were reviewed and approved by the Nominating and Corporate Governance Committee in accordance with our policies and procedures for related person transactions described below.

Policies and Procedures for Related Person Transactions

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

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

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

- the related person's interest in the related person transaction;
- the approximate dollar value of the amount involved in the related person transaction;
- the approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of our business;
- whether the terms of the transaction are no less favorable to us than the terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to us of, the transaction; and
- any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Nominating and Corporate Governance Committee may approve or ratify the transaction only if the Nominating and Corporate Governance Committee determines that, under all of the circumstances, the transaction is in Analog Devices' best interests. The Nominating and Corporate Governance Committee may impose any conditions on the related person transaction that it deems appropriate.

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

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

The policy provides that the transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in its charter.

PROPOSAL 2 — ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

We are requesting shareholder approval of the compensation of the executive officers named in our Summary Compensation Table below, who we refer to as our "named executive officers" or "NEOs." This proposal, which is commonly referred to as "say-on-pay," is required by the Dodd-Frank Act, which added Section 14A to the Exchange Act. We are required to provide our shareholders with the opportunity to vote to approve, on an advisory (non-binding) basis, the compensation of our NEOs as disclosed in this proxy statement in accordance with the SEC's rules.

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

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

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

At our 2016 annual meeting of shareholders, our compensation program for our NEOs received the support of 98.4% of the total votes cast.

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

ADI has a longstanding philosophy and practice of paying executives for performance. In order to align our pay practices with shareholder interests, we tie a significant percentage of each executive's compensation to the Company's performance, in the form of variable cash incentive bonus payments and equity awards that rise in value only if our stock price increases. In fiscal 2016, a year in which ADI executed well and continued to deliver strong profits, aggregate payments under our cash incentive bonus plan were made at 85% of target. This was a result of exceeding our profitability target, but not achieving our year-over-year revenue growth target.

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

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

PROPOSAL 3 — FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

We are required to submit a non-binding, advisory resolution to shareholders at least once every six years to determine whether future advisory votes on the compensation paid of our NEOs should be held every year, every two years or every three years. At the 2011 annual meeting of shareholders, our shareholders approved an advisory resolution to approve, on an advisory basis, the compensation of our NEOs once every year. In accordance with the results of that vote, our Board of Directors determined to implement an advisory vote on the compensation of our NEOs every year. We are once again asking shareholders to advise us as to how frequently they wish to cast an advisory vote on the compensation of our NEOs.

Our Board of Directors believes that an annual advisory vote on the compensation of our NEOs will facilitate more direct shareholder input about executive compensation. An annual advisory vote is consistent with the policy of reviewing our executive compensation program annually. In arriving at our recommendation on the frequency vote, we reviewed the results of our previous shareholder voting in 2011, when an annual vote was approved by a majority of the shareholders.

As required by the Dodd-Frank Act, this is an advisory vote, which means that this proposal is not binding on us. Regardless, our Board of Directors values the opinions expressed by shareholders and expects to implement the frequency which receives the greatest level of support from our shareholders. You are not voting to approve or disapprove our recommendation of each year, but rather to make your own choice among a vote once every year, every two years or every three years. You may also abstain from voting on this item.

We recommend that you vote in favor of future advisory votes on the compensation of our named executive officers to be held EVERY YEAR.

INFORMATION ABOUT EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

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

Compensation Processes and Philosophy

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

1. First, we ensure our executive compensation is competitive and attracts and retains top executive talent by understanding how the total target compensation (consisting of salary, bonus and equity awards) of our named executive officers, or NEOs, compares to the median total target compensation of those in similar positions within our peer group.
2. We then consider a variety of factors, including the scope of the role and the performance and experience of the individual when deciding how each NEO's total target compensation compares to the median total target compensation of those in similar positions within our peer group.
3. We structure our compensation package to align executives' interests with those of our shareholders by tying a significant portion of their total compensation directly to ADI's short- and long-term performance, measured by operating profit before taxes as a percentage of revenue, or OPBT margin and year-over-year revenue growth, which both drive shareholder value, stock price appreciation and relative total shareholder return.

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

2016 Business Results

Our fiscal year ended October 29, 2016, or fiscal 2016, was a year of strong execution for Analog Devices. Our business model generated gross margins of 65.1%, operating margins of 30.0%, operating cash flow of approximately $1.3 billion, or 37.4% of revenue and free cash flow of approximately $1.2 billion, or 33.7% of revenue.[1] We also returned approximately $883 million to shareholders in the form of dividends and share repurchases. In addition to strong business results, in fiscal 2016, we announced the proposed acquisition of Linear Technology Corporation, which once complete, will create a high-performance analog leader, with the combined company having a top two market share position across all the key building blocks of the analog market, namely: data converters, power management, amplifiers, interface, and high-performance RF and microwave.[2]

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[1] Free cash flow and free cash flow margin are non-GAAP financial measures. Free cash flow is defined as cash provided by (used in) operating activities less capital expenditures. Free cash flow margin is free cash flow as a percentage of revenue. See Appendix A for a calculation of free cash flow and a reconciliation of free cash flow to the most comparable GAAP financial measure.

[2] Data based on Gartner reports and Company estimates based on Fiscal 2015 data. RF/Microwave is based on Company estimates and excludes consumer and cellular infrastructure power amplifiers.

"Say on Pay" Feedback from Shareholders

Each year we submit our executive compensation program to an advisory vote of our shareholders as required by Section 14A of the Exchange Act. In 2016, our executive compensation program received the support of 98.4% of the total votes cast at our 2016 Annual Meeting. We pay careful attention to any feedback we receive from our shareholders about our executive compensation program including the "say on pay" vote. During the course of the year, we held in-person and telephonic meetings with a number of shareholders to discuss a variety of matters, including our executive compensation program and how they evaluate it. Our Compensation Committee carefully considers this feedback when making decisions regarding executive compensation.

Pay for Performance

A significant portion of the total targeted compensation of our NEOs is directly linked to Company performance in the form of cash incentive bonus payments and equity awards (88% for the Chief Executive Officer and 82% on average for the other NEOs). We believe this provides our executives an opportunity to earn above peer average compensation if ADI delivers strong results, and conversely, if the Company delivers weaker results, our executives would earn less compensation.

<u>Variable Cash Incentive Bonus Payments</u>. We link a significant portion of our executives' cash compensation to ADI's performance, measured by our OPBT margin and year-over-year revenue growth on a quarterly basis, through our performance incentive plan. All employees participate in our performance incentive plan, which provides us with a variable compensation structure, allowing us to reduce our compensation costs in challenging times and to reward performance when business conditions and results warrant. The performance metrics for our cash incentive plan are identical for employees and executives alike, which we believe drives consistent business goals. For fiscal 2016, the Compensation Committee set target percentages of 150% of base salary for our Chief Executive Officer and between 80%-100% of base salary for our remaining NEOs. The Compensation Committee selected these target bonus percentages to ensure that a substantial portion of each executive's cash compensation is directly linked to our business performance.

Our performance incentive plan takes into consideration our actual business results, compared to the strategic performance targets we set for our business. In setting our targets, we use an assessment of our business results relative to our peers to ensure that our performance targets are appropriately calibrated. Our Compensation Committee's independent consultant, Pearl Meyer and Partners (PM), conducted an analysis that compared our performance against the three-year average performance of our peers, including OPBT margin and year-over-year revenue growth, to help us determine the appropriate targets for each quarter of fiscal 2016, which were unchanged from fiscal 2015 targets. The three-year average OPBT margin for our peer group was 21%, compared to our target of 30% for each quarter of fiscal 2016, and our 30% target also exceeded the peer group median for each of the past three years. The three-year average revenue growth for our peer group was 6%, compared to our target of 8% for each quarter of fiscal 2016, and our 8% target exceeds the peer group median for two of the past three years.

<u>Equity Awards</u>. We also link pay and performance by providing a significant amount of our executives' compensation in the form of equity awards, the value of which is directly tied to our stock price performance over the long term. In fiscal 2016, approximately 65% of the average total targeted compensation of our NEOs was in the form of equity. In fiscal 2016, the form and mix of equity awards delivered as part of our annual equity award program for our executive officers was as follows:

Performance-Based RSUs. Approximately 33% of the value was delivered in the form of performance-based RSUs, under which the number of shares of ADI common stock received following vesting will be based on ADI's total shareholder return, or TSR, performance (defined as share price appreciation plus cumulative cash dividend payments) measured against the median TSR of a defined comparator group of companies over a three-year period. The performance-based RSUs were added to the equity award compensation element for executives in 2014. These performance-based RSUs for our executives ensure a direct link between the value of our long-term incentives and the value that is created for our shareholders.

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

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

Total Shareholder Return

We calculate and evaluate our TSR performance annually in March in connection with the vesting of our performance-based RSUs. Fiscal 2014 was the first year that we included performance-based RSUs as part of our executives' annual equity award compensation. As the performance period for the 2014 performance-based RSUs will not end until March 12, 2017, in fiscal 2016 we measured TSR as of the second anniversary of the grant of those awards, or March 12, 2016. On a one-, two- and three-year cumulative basis, our TSR performance was -13.58%, 7.38% and 27.6%, respectively. On the same basis, the median TSR performance of the 2014 performance-based RSU award comparator group was -0.2%, 5.32% and 32.7%, respectively, which ranked our TSR performance at the 13th percentile, 50th percentile and 38th percentile of comparator group performance, respectively. For illustrative purposes, if the 2014 performance-based RSUs had a two-year performance period (rather than a three-year performance period) and vested on March 12, 2016, they would have paid out at 104% of target under the terms of our performance-based RSU award agreements. For more information about our performance-based RSUs, see "— Components of Executive Compensation — Equity Compensation" below.

For purposes of calculating TSR performance, we use the TSR calculation set forth in our performance-based RSU award agreements. The periods used to calculate share price appreciation and dividends paid are held constant and the beginning stock price used is the average of the closing prices of the applicable stock for the 90 calendar days starting and including the first day of the measured period and the ending stock price used is the average of the closing price of the applicable stock for the 90 calendar days up to and including the last day of the measured period. Companies in the 2014 performance-based RSU award comparator group that are not publicly traded as of the date of the TSR calculation are not included in the calculation.

Pay and Governance Practices

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

- We do not guarantee salary increases or non-performance-based bonuses
- Our cash incentive bonus awards are based solely on our financial performance
- We do not modify our performance targets during the year, even in challenging years
- We do not provide new tax gross-ups for executive officers
- We do not pay dividends on unvested equity awards
- We do not provide extensive perquisites to our executives
- Our equity grant date policy does not give executives or directors discretion to choose grant dates
- We have stock ownership guidelines for all officers and directors
- We prohibit hedging transactions and "short sales" involving ADI securities
- We prohibit holding ADI securities in margin account
- We prohibit pledging ADI securities as collateral for a loan

Benchmarking

In making its compensation determinations, the Compensation Committee annually reviews the total compensation that each of our executives is eligible to receive against the compensation levels of comparable positions of a peer group of companies. The Compensation Committee has sought to select peer companies that are publicly traded, headquartered in the United States, compete with us for talent, and are similar to ADI in their product and services offerings, business model, revenue size and market capitalization. The composition of the peer group is reviewed annually by the Compensation Committee. In June 2015, the Compensation Committee conducted its annual peer group review for our fiscal 2016 executive compensation determinations. The median annual revenue of our peer group at that time was $2.9 billion, compared to our trailing four quarters revenue of $3.1 billion. The median market capitalization of our peer group at that time was $11.8 billion, compared to our market capitalization of $19.7 billion. The Compensation Committee, with input from PM, felt that it was appropriate to maintain the peer group used by the Compensation Committee to evaluate executive compensation in fiscal 2015. Some companies in our peer group (such as Texas Instruments) fall outside of our selection range. We include them in the peer group, however, because they have similar product and services offerings as ADI, they are direct competitors of ADI, we compete with them for talent, and/or they include ADI in their own peer group. Because executive compensation comparisons are done using percentiles, rather than averages, we do not believe the data becomes skewed if a company falls outside our selection range.

The peer group used by the Compensation Committee in fiscal 2016 to evaluate executive compensation consisted of the following companies:

2016 Peer Group

Altera Corp.	Microchip Technology Inc.
Avago Technologies Ltd	Nvidia Corp.
Broadcom Corp.	Qorvo, Inc.
Freescale Semiconductor, Inc.	Skyworks Solutions Inc.
Linear Technology Corp.	Texas Instruments Inc.
Marvell Technology Group Ltd.	Xilinx, Inc.
Maxim Integrated Products, Inc.	

For officers in positions for which the fiscal 2016 peer group companies do not publicly disclose compensation data, the Compensation Committee reviewed data collected from Radford’s Global Technology Survey. This survey depicts executive compensation levels across a wide spectrum of technology sector companies comparable in revenue size.

Developments After the 2016 Fiscal Year

In September 2016, the Compensation Committee engaged PM to conduct a review of the composition of the Company’s peer group for fiscal 2017. Due to the pending acquisition of Linear Technology Corporation, which will substantially increase the Company’s size and complexity, the Compensation Committee instructed PM to perform its analysis and present its recommendation on both a pre-acquisition and post-acquisition basis. As a result of rapid consolidation in the semiconductor industry over the last several years, in addition to companies that meet the criteria outlined above for our fiscal 2016 peer group, the pre-acquisition and post-acquisition peer groups for fiscal 2017 include additional semiconductor companies outside of our historic peer group, as well as companies outside of the semiconductor industry. These additional companies are similar in size and have similar gross margins and research and development spend as the Company, including peers of peers and peers of other companies in our sector. In September 2016, the Compensation Committee approved the pre-acquisition peer group. The Compensation Committee also conceptually approved the post-acquisition peer group, and plans to approve the post-acquisition peer group following the close of the pending acquisition of Linear. Depending on the timing of the proposed acquisition of Linear, data collected from either the pre-acquisition or post-acquisition peer group, as appropriate, will be used when reviewing market data in support of the compensation decisions for the Company's executive officers in fiscal 2017, including base salary, cash incentive bonus awards targets and long-term equity compensation.

Components of Executive Compensation

Annual compensation for our executive officers consists of the following principal elements:

Element	Objective	Fixed/Variable
Base Salary	Attract and retain talent and provide stable source of income.	Fixed
Cash Incentive Bonus Award	Link pay and annual Company performance. Align executive compensation with the financial performance of the Company and our achievement of OPBT margin and year-over-year revenue growth, which are measured quarterly.	Variable
Long-Term Equity Compensation	Link pay and long-term Company performance. Reward stock price appreciation, promote long-term retention and permit executives to accumulate equity ownership in the Company.	Variable
Retirement and Other Employee Benefits	Retain talent by providing financial protection and security.	Fixed

Base Salary

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

Fiscal 2016 Executive Performance Incentive Plan

In September 2015, the Compensation Committee approved the terms of our fiscal 2016 Executive Performance Incentive Plan. The plan is designed to be variable, depending on ADI's operating results. Executive and employee bonuses are calculated using the same plan targets.

All executive officers, including our NEOs, participated in our executive performance incentive plan. We calculated and paid bonuses under the fiscal 2016 plan as follows:

Base Salary X Individual Target Bonus Percentage X Bonus Payout Factor = Bonus Payout

Individual Target Bonus Percentage. For fiscal 2016, the Compensation Committee set target percentages of 150% of base salary for our Chief Executive Officer and between 80%-100% of base salary for our remaining

NEOs. The Compensation Committee selected these target bonus percentages to ensure that a substantial portion of each executive's cash compensation is linked directly to our business performance, and to ensure that total compensation is competitive with companies in our peer group. Our Chief Executive Officer's target was set at 150% in order to tie the majority of his cash compensation directly to Company performance. The bonus target for our remaining NEOs provides those executives with a performance-based opportunity to earn total target compensation benchmarked against the median total target compensation of those in similar positions within our peer group.

Bonus Payout Factor. For fiscal 2016, we based the Bonus Payout Factor for the applicable quarterly bonus period on our OPBT margin and year-over-year revenue growth compared to the same quarter in the prior year. The OPBT margin and year-over-year revenue growth targets for each quarter of fiscal 2016 were 30% and 8%, respectively. These targets were equally applicable to our executives and our non-executive employees. The profitability target reflects the improvements we have made to our business performance in recent years. The growth target was chosen following review of the historical growth rates of our business and those of our peers in recent years, as well as our strategic performance targets.

While our executive performance incentive plan contains quarterly performance targets, the Compensation Committee designed this plan to drive long-term performance. The targets are directly linked to our long-term corporate strategy of improving OPBT margin and increasing revenue growth, which drives shareholder value. We believe this combination ensures that we encourage a long-term focus on our business objectives, while measuring and rewarding progress against those objectives on a quarterly basis.

The Compensation Committee may adjust the OPBT margin and year-over-year revenue growth metrics in its sole discretion to exclude special items such as (but not limited to) restructuring-related expense, acquisition-related expense, gain or loss on disposition of businesses, non-recurring royalty payments, and other similar non-cash or non-recurring items. The Compensation Committee may, in its discretion, exclude these items in order to prevent payments under the plan from being adversely or advantageously affected by special items. For purposes of determining the bonus payout factor for each quarter of fiscal 2016, OPBT margin was adjusted to exclude acquisition-related expenses, acquisition-related transaction costs and restructuring-related expenses, consistent with the non-GAAP operating margin reported in our fiscal 2016 quarterly earnings releases.

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

For fiscal 2016, we maintained challenging OPBT margin and year-over-year revenue growth targets. We selected the OPBT margin and year-over-year revenue growth targets in part based on the historical averages of those metrics for our peer group. The three-year average OPBT margin for our peer group was 21%, compared to our target of 30% for each quarter of fiscal 2016, and our 30% target also exceeds the peer group median for each of the past three years. The three-year average year-over-year revenue growth for our peer group was 6%, compared to our target of 8% for each quarter of fiscal 2016, and our 8% target exceeded the peer group median for two of the past three fiscal years. Given historical profit margins in the industry, we do not pay any bonus if profit margins fall to 20% or below, regardless of what revenue level we achieve. In addition, if revenue does not grow, we do not pay on that portion of the bonus. We capped the Bonus Payout Factor at 300% of target, and a 300% bonus payout would require us to achieve OPBT margins at or above 40% and year-over-year revenue growth levels at or above 28%.

For fiscal 2016, the calculated OPBT Margin, Year-Over-Year Revenue Growth and Bonus Payout Factor for each quarter were as follows:

	OPBT Margin (50% weight)		**Revenue Growth (50% weight)**		**Quarterly Bonus Payout Factor (average)**
	OPBT Margin (by quarter)	Bonus Payout Factor (by quarter)	YOY Revenue Growth (by quarter)	Bonus Payout Factor (by quarter)	
Q1	27.8%	0.78	(0.3)%	0.00	0.39
Q2	30.8%	1.16	(5.1)%	0.00	0.58
Q3	34.1%	1.82	0.7%	0.09	0.96
Q4	38.1%	2.62	2.5%	0.31	1.47

In fiscal 2016, a year in which we had solid execution with strong profitability, but did not achieve our year-over-year revenue growth targets each quarter, aggregate payments under our executive performance incentive plan were made at 85% of target.

Funding of Executive Performance Incentive Plan. In general, the Compensation Committee intends to structure and administer executive compensation plans and arrangements so that they will not be subject to the deduction limit under Section 162(m) of the Internal Revenue Code. However, the Compensation Committee may from time to time approve payments that cannot be deducted in order to maintain flexibility in structuring appropriate compensation programs in the interest of shareholders. Our Executive Section 162(m) Plan, or the 162(m) plan, is a separate plan approved by shareholders that allows for the annual bonus compensation paid to certain of our executive officers under our executive performance incentive plan to become eligible for deduction when it may not otherwise be deductible as a result of Section 162(m). In fiscal 2016, Messrs. Roche and Hess were designated to participate under the 162(m) plan. Under the 162(m) plan, at the beginning of each fiscal year, the Compensation Committee allocates to each designated participant a portion of the annual incentive pool which is funded with 2% of the Company's profits as described in the plan. Under the 162(m) plan, the Compensation Committee may use its discretion to decrease, but not increase, the amounts that may be paid to the participants out of their allocation of the funded incentive pool. The Compensation Committee has exercised this discretion by applying the performance goals of our executive performance incentive plan to the participants' allocation of the funded incentive pool. For fiscal 2016, the 162(m) plan funded the incentive pool with an aggregate of $20.4 million, of which an aggregate of $1.5 million was distributed to the NEO participants based on achievement of the performance goals under our executive performance incentive plan.

Equity Compensation

Our equity compensation program is a broad-based, long-term employee rewards program that is intended to attract, retain and motivate our employees, officers and directors and to align their interests with those of our shareholders. We believe that our equity program is critical to our efforts to hire and retain the best talent in the extremely competitive analog semiconductor industry. We use stock options as a way to reward long-term value creation and time-based RSUs as a retention tool and to enable our executives to accumulate stock ownership in the Company. In a volatile stock market, RSUs continue to provide value when stock options may not, which the Compensation Committee believes will be useful in retaining talented executives and employees in uncertain economic times. In fiscal 2016, the Compensation Committee also included variable performance-based RSUs as part of the long-term equity compensation granted to executive officers. The number of shares of ADI common stock received by an executive officer following vesting of the performance-based RSUs will range from 0% to a maximum of 200% of the target amount based on ADI's TSR performance measured against the median TSR of an established comparator group over a three-year period, capped at a maximum of 100% of the initial number of performance-based RSUs granted if the Company's TSR is negative. The performance parameters established by the Compensation Committee are equal to 100% plus or minus two times the difference between the Company's TSR and the comparator group median TSR. Attainment among performance parameters is subject to interpolation on a linear basis. The examples below illustrate how different scenarios would result in payouts ranging from 0% to a maximum of 200% of the target amount. The fourth example shows the payout calculation if the performance-based RSUs granted on March 12, 2014 had a two-year performance period (rather than a three-year performance period) and vested on March 12, 2016.

Scenario	Company's TSR	Comparator Group Median TSR	Difference Between Company's TSR and Comparator Group Median TSR	Difference Between Company's TSR and Comparator Group Median TSR x 2	Percentage Payout	Number of Shares Attained (assumes initial grant of 100 Performance-Based RSUs)
1	150%	200%	(50)%	(100)%	0%	0
2	(30)%	(10)%	(20)%	(40)%	60%	60
3	(10)%	(70)%	60%	120%	100%	100
4	7%	5%	2%	4%	104%	104
5	100%	80%	20%	40%	140%	140
6	70%	10%	60%	120%	200%	200

Our equity compensation program includes these performance-based RSUs for our executives to ensure that a direct link exists between the value of our long-term incentives and the value that is created for our shareholders. The comparator group designated for the performance-based RSUs granted in fiscal 2016 consisted of the companies represented in the Philadelphia Semiconductor Index (SOX Index) as of the grant date that are included in the SOX Index for the entire performance period. The Compensation Committee chose this comparator group because it consists of publicly traded companies that compete in the semiconductor industry, are representative of likely alternative investment opportunities for our investors, compete with us for talent, and are similar to ADI in their product and services offerings and business model. Consistent with our Compensation Committee's desire to tie pay to performance, the value of each of these awards is directly linked to the long-term performance of our stock price.

The value of our annual equity awards to our executives is generally comprised of approximately 33% of stock options that vest over five years, approximately 33% of time-based RSUs that vest in full on the third anniversary of the grant date and approximately 33% of performance-based RSUs, which have a three-year performance period and vest in one installment 14 days after the third anniversary of the grant date subject to the achievement of applicable performance metrics. Because the value of the awards is based on our stock price, stock options, time-based RSUs and performance-based RSUs encourage recipients to focus on achievement of longer-term goals, such as strategic opportunities, technological innovation and shareholder return.

We set a goal each year to keep the shareholder dilution related to our equity compensation program to a certain percentage, calculated as the total number of shares of common stock underlying new equity grants made during the year, divided by the total number of outstanding shares of our common stock at the beginning of the year. Our gross and net dilution rate have been consistently lower than that of our peers over the past several years. For fiscal 2016, our gross dilution percentage was 0.9%, compared to an average of 1.4% for our peer group, and our net dilution percentage was 0.7%, compared to an average of 0.8% for our peers. For the last five years, our gross dilution percentage was 1.1% on average, compared to 1.80% on average for our peer group, and our net dilution percentage was 0.8% on average, compared to 1.1% on average for our peer group. For the fiscal year ended October 28, 2017, we set the maximum aggregate number of shares of common stock with respect to which awards may be granted under our 2006 Stock Incentive Plan for fiscal 2017 at 6 million shares, which equals approximately 2% of our outstanding common stock at the end of fiscal 2016 and remains unchanged from fiscal 2016.

Executive Stock Ownership Guidelines

Under our guidelines, the target stock ownership levels are two times annual base salary for the Chief Executive Officer and one times annual base salary for other executive officers. The Chief Executive Officer has four years from the date of his appointment as CEO to achieve his targeted level. Executive officers other than the CEO have five years from the date he or she becomes an executive officer to achieve their targeted level. Shares subject to unexercised options, whether or not vested, will not be counted for purposes of satisfying these guidelines. RSUs (whether or not vested) are counted for purposes of satisfying the guidelines. All of our executive officers were in compliance with our stock ownership guidelines as of the end of fiscal 2016.

Retirement and Other Employee Benefits

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

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

In the United States, we contribute to our 401(k) plan on behalf all participants, including our NEOs, amounts equal to 5% of the employee's eligible compensation, plus matching contributions up to an additional 3%, subject to Internal Revenue Service, or IRS, limits. For those employees who also participate in the DCP described above, any compensation that is deferred under that plan is not considered eligible compensation for purposes of our Company contributions under the 401(k) plan. We also provide employees who are eligible to participate in the 401(k) plan but whose compensation is greater than the amount that may be taken into account in any plan year as a result of IRS limits ($265,000 for fiscal 2016), with a taxable payment equal to 8% of the employee's 401(k)-eligible compensation in excess of the IRS limit.

In Ireland, we contribute to our Irish Defined Contribution Plan on behalf of all participants. Participants who had their benefits converted from the Analog Devices International Retirement and Death Benefit Plan to our Irish Defined Contribution Plan, including Peter Real, our Senior Vice President and Chief Technology Officer, and continue to participate in the Irish Defined Contribution Plan, contribute 5% of their pensionable salary to the Irish Defined Contribution Plan and the Company, in turn, contributes 15% of the participants' pensionable salary, subject to limits established by the Irish tax authorities. Participants who were hired by our Irish subsidiaries after January 1, 2013, including Richard A. Meaney, a former Senior Vice President, are eligible to receive amounts equal to 5% of the employee's eligible compensation, plus matching contributions up to an additional 3% of the employee's eligible compensation. In accordance with the plan rules, in fiscal 2016, Messrs. Real and Meaney opted out of the Irish Defined Contribution Plan. After opting out, they received a taxable payment equal to 13.5% and 4.5%, respectively, of their eligible compensation in lieu of our contributions into the Irish Defined Contribution Plan.

Limited Perquisites

We do not award extensive perquisites to our executives. The only perquisites provided to our executives in fiscal 2016 were an automobile and certain commuting expenses for each of Messrs. Real and Meaney. In fiscal 2014 and 2015, we also reimbursed Mr. Meaney for his expenses in connection with his relocation to the United States. These items are detailed in the Summary Compensation Table below.

We also maintain an expatriate program that provides certain benefits to our employees who accept expatriate assignments. Our executive officers are entitled to the same benefits under the Company's expatriate program as other Company employees. Under the Company's expatriate program, such benefits include providing gross-ups on taxable foreign assignment assistance and making tax equalization payments on behalf of (or to) expatriate employees who, as a result of their expatriate assignment, incur tax liabilities in excess of what they would have incurred had they not accepted the expatriate assignment. We did not provide tax equalization payments to any of our NEOs in fiscal 2016.

Compensation Recovery

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

Chief Executive Officer Compensation

Mr. Roche has served as our Chief Executive Officer since May 2013. In determining Mr. Roche's compensation as Chief Executive Officer for fiscal 2016, the Compensation Committee considered all elements of Mr. Roche's compensation and compared his total target compensation to the median of Chief Executive Officer compensation within our peer companies. The design of Mr. Roche's fiscal 2016 compensation provides incentives that linked realized compensation with Company performance and is comprised of the following:

- Annual base salary of $848,000, an increase of 6% compared to Mr. Roche's fiscal 2015 annual base salary of $800,000;
- Annual target bonus of 150% of base salary, calculated in accordance with the terms of the Company's executive performance incentive plan, which remain unchanged from fiscal 2015; and
- A performance-based RSU grant with a Black-Scholes value of $1,933,367 (32,796 shares), a time-based RSU grant with a Black-Scholes value of $1,639,144 (32,796 shares), and an option grant with a Black-Scholes value of $1,633,514 (127,305 shares). The number of shares, if any, earned under the performance-based RSU grant will vest three years and fourteen days after its grant date, subject to the level of attainment of the performance parameters. Mr. Roche's time-based RSU grant will vest in full on the third anniversary of its grant date. Mr. Roche's option grant will vest 20% per year on each of the first five anniversaries of the date of grant. These vesting terms are identical to those generally contained in our employee equity grants.

Compensation for Other Named Executive Officers

Base Salary and Individual Target Bonus Percentages

During fiscal 2016, the Compensation Committee authorized base salaries and target bonus percentages for our NEOs (other than our Chief Executive Officer), as specified in the table below:

Name of Executive	2016 Base Salary	2015 Base Salary	% Increase	2016 Individual Target Bonus as % of Base Salary	2015 Individual Target Bonus as % of Base Salary	% Increase
David A. Zinsner, Senior Vice President, Finance and Chief Financial Officer	$535,000	$515,000	3.9%	100%	100%	0%
Rick D. Hess, Executive Vice President	$625,000	$500,000	25%	100%	100%	0%
Richard A. Meaney, Former Senior Vice President	$465,000	$450,000	3.3%	100%	100%	0%
Peter Real, Senior Vice President and Chief Technology Officer	$400,000	$350,000	14.3%	80%	80%	0%

In March 2016, the Compensation Committee increased the base salaries of Messrs. Zinsner, Meaney and Real in order to maintain these aspects of their compensation within the range of comparable salaries in our peer group. In March 2016, the Compensation Committee also increased Mr. Hess' base salary to $515,000 from $500,000 to maintain this aspect of his compensation within the range of comparable salaries in our peer group. In September 2016, the Compensation Committee further increased the base salary of Mr. Hess to $625,000 in connection with his promotion to Executive Vice President, in which he assumed leadership over all of our business units. The individual target bonus percentages under our executive performance incentive plan for all of our NEOs remained unchanged from fiscal 2015.

Equity Awards

The size of the equity awards approved by our Compensation Committee for our executives reflect the executive's individual responsibilities and where that person is in his or her career with ADI. In fiscal 2016, the Compensation Committee authorized grants of stock options and RSUs to our NEOs (other than our Chief Executive Officer), as follows:

Name of Executive	Stock Options	Time-based RSUs	Performance-based RSUs
David A. Zinsner	50,922	13,119	13,119
Rick D. Hess	50,922	13,119	13,119
Richard A. Meaney . . .	44,557	11,479	11,479
Peter Real	28,007	7,216	7,216

In granting awards to Messrs. Zinsner, Hess, Meaney and Real, the Compensation Committee considered the equity compensation levels of comparable executives at our peer group, as well as the equity already held by each executive.

Severance, Retention and Change in Control Benefits

Change in Control Benefits

We have entered into change in control retention agreements with each of our executive officers (other than Mr. Hess) and other key employees. Among other things, these retention agreements provide for severance benefits if the employee's service with us is terminated within 24 months after a change in control (as defined in each agreement) that was approved by our Board of Directors. In connection with our acquisition of Hittite, we also entered into an employment agreement with Mr. Hess, which provides for severance benefits if Mr. Hess' service with us is terminated within 24 months after a change in control (as defined in the agreement). See "—Change in Control Benefits" below for additional information about these agreements.

We designed the change in control retention agreements and Mr. Hess' employment agreement to help ensure that our executive team is able to evaluate objectively whether a potential change in control transaction is in the best interests of ADI and our shareholders, without having to be concerned about their future employment. We believe that retaining the services of our key executives during a change in control scenario is critical. These agreements help ensure the continued services of our executive officers throughout the change in control transaction by giving them incentives to remain with us rather than seeking alternative employment or being recruited to a competitor during a highly uncertain time. The Compensation Committee reviewed prevalent market practices in determining the severance amounts and the events that trigger payments under the agreements. The Compensation Committee determined that the amounts and triggering events were appropriate and designed to encourage decision-making that is in the best interests of ADI. In fiscal 2016, the Compensation Committee asked PM, its compensation consultant, to review our severance, retention and change in control arrangements and PM determined that those arrangements were competitive with existing market practice in the semiconductor industry and that it was appropriate to maintain the program for fiscal 2016. Change in control retention agreements entered into between the Company and eligible employees since 2009 do not contain excess parachute payment tax gross-up provisions.

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

Severance Benefits

Mr. Hess' employment agreement provides for severance benefits to Mr. Hess in specified circumstances following the termination of his employment that does not involve a change in control as described further below in "— Severance Benefits — Mr. Hess' Employment Agreement."

On September 19, 2016, we announced that Mr. Meaney would be leaving the Company at the end of the 2016 calendar year. In connection with Mr. Meaney's separation from the Company, we entered into a Separation Letter Agreement that provides for severance benefits, as described further below in "— Severance Benefits — Mr. Meaney's Separation Letter Agreement."

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

Equity Award Grant Date Policy

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

- New Hire Grants: The grant date of all awards to newly hired executive officers and employees is the 15th day of the month after the date on which the individual commences employment with us (or the next succeeding business day that NASDAQ is open).
- Annual Grants: The grant date of all annual awards is the earlier to occur of (i) the scheduled date of the annual meeting of shareholders, or (ii) the first business day of April that NASDAQ is open.
- Other Grants: All other awards granted to existing executive officers and employees throughout the year (off-cycle awards) have a grant date of the 15th day of the month (or the next succeeding business day that NASDAQ is open) provided the award is approved on or prior to such grant date.
- Foreign Registrations: Any awards requiring registration or approval in a foreign jurisdiction will have a grant date of the 15th day of the month (or the next succeeding business day that NASDAQ is open) following the effective date of that registration or approval.
- Blackout Periods: We do not authorize off-cycle awards to our executive officers during the quarterly and annual blackout periods under our insider trading policy. The quarterly and annual blackout periods begin three weeks before the end of each fiscal quarter and end at the beginning of the second full trading day after we announce our quarterly earnings.

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

Tax and Accounting Considerations

Section 162(m) of the Internal Revenue Code, generally disallows a tax deduction to public companies for certain compensation in excess of $1 million paid to a company's chief executive officer and the three other executive officers (excluding the chief financial officer) whose compensation is required to be disclosed to our shareholders under the Exchange Act by reason of being among our other three most highly compensated officers. Certain compensation, including qualified performance-based compensation, will not be subject to the deduction limit if certain requirements are met. In fiscal 2013, the shareholders approved our 162(m) plan which is intended to allow the annual bonuses that we pay to our executives to be exempt from Section 162(m) as qualified performance-based compensation. The Compensation Committee, however, reviews the potential effect of Section 162(m) periodically, and the Compensation Committee reserves the right to use its judgment to authorize compensation payments that may be subject to the Section 162(m) deduction limit when the Compensation Committee believes such payments are appropriate and in the best interests of ADI and our shareholders, after taking into consideration changing business conditions and the performance of our employees.

Messrs. Roche and Zinsner have change in control retention agreements that contain provisions regarding Section 280G of the Internal Revenue Code. Since 2009, any new executive compensation arrangements for new executives do not contain tax gross up provisions for excess parachute payments.

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

Risk Considerations in Our Compensation Program

Our Compensation Committee has reviewed our incentive compensation programs, discussed the concept of risk as it relates to our compensation program, considered various mitigating factors and reviewed these items with its independent consultant, PM. In addition, our Compensation Committee asked PM to conduct an independent risk assessment of our executive compensation program. Based on these reviews and discussions, the Compensation Committee does not believe our compensation program encourages excessive or inappropriate risk taking for the following reasons:

- We structure our pay to consist of both fixed and variable compensation with short- and long-term horizons. The fixed (salary) portion of compensation is designed to provide a steady income regardless of ADI's stock price performance. The variable (cash bonus, stock option, time-based RSU and performance-based RSU) portions of compensation are designed to reward both short- and long-term corporate performance. For short-term performance, our cash bonus is awarded based on OPBT margin and year-over-year revenue growth targets. For long-term performance, our employee stock option awards generally vest in equal installments over five years and our time-based RSUs generally vest in full on the third anniversary of the grant date. For our 2016 annual equity award cycle, our NEOs received approximately 33% of the value of their equity grants in the form of performance-based RSUs, which will vest based on our TSR over a three-year period as compared to a selected group of peer companies. The value of all of their equity grants is exclusively dependent on our stock price performance. We feel that these variable elements of compensation are a sufficient percentage of overall compensation to motivate executives to produce superior short- and long-term corporate results, while the fixed element is also sufficiently high that the executives are not encouraged to take unnecessary or excessive risks in doing so.
- Because OPBT margin and year-over-year revenue growth are the performance measures for determining our cash incentive payments, we believe our executives are encouraged to take a balanced approach that focuses on corporate operating profit before taxes as a percentage of revenue and year-over-year revenue growth. If we do not achieve positive year-over-year revenue growth, bonus

payments for that element of the executive performance incentive are not paid, and no payments are made under the program if we achieve OPBT margin of 20% or less.

- We believe that our focus on both OPBT margin and year-over-year revenue growth through our executive performance incentive plan, and stock price performance through our equity compensation program provides a check on excessive risk taking. That is, even if our executives could inappropriately increase OPBT margin or revenue by excessively reducing expenses or adding new revenue sources that are inconsistent with our business model, this would be detrimental to ADI in the long run and could ultimately harm our stock price and the value of their equity awards. Conversely, if our executives were to add revenue sources at low margins in order to generate a higher growth multiple and increased stock prices, it could decrease OPBT margin and the value of their cash bonus payments. As a result, we believe our compensation program has appropriate balance and incentives to produce superior short- and long-term corporate results.
- Our OPBT margin and year-over-year revenue targets are applicable to our executives and employees alike across the organization. We believe this encourages consistent behavior across the organization.
- We cap our bonus payout factors at 300% of target and our bonus payouts are also subject to the 162(m) plan limitations for participants in that plan. To achieve a 300% bonus payout in a quarter, we would have to achieve both OPBT margin at or above 40% and year-to-year revenue growth at or above 28%, which were determined by the Compensation Committee to be very challenging. Even if we dramatically exceed our OPBT margin or year-over-year revenue growth targets, bonus payments are limited. Conversely, we have a floor on the OPBT margin target so that profitability below a certain level will result in no bonus payments, regardless of revenue growth levels. We believe this avoids incentivizing management to drive revenue levels without regard to profitability.
- We have strict accounting policies and internal controls over the measurement and calculation of OPBT margin and revenue. For example, we do not recognize product revenue until our distributors sell those products to their customers. As a result, our product revenue fully reflects end customer purchases and is not impacted by distributor inventory levels.
- Our stock ownership guidelines provide an incentive for management to consider ADI's long-term interests because a portion of their personal investment portfolio consists of ADI stock. In addition, we prohibit all hedging transactions involving our stock so our directors, executives and employees cannot insulate themselves from the effects of ADI stock price performance.
- Our directors and executive officers are prohibited from holding any Company securities in a margin account, and, since 2013, from pledging their Company securities as collateral for a loan.
- We have equity award grant date guidelines that prohibit the timing or coordination of grants with the release of material information.

Summary Compensation

The following table contains certain information about the compensation that our Chief Executive Officer, Chief Financial Officer and three other most highly compensated executive officers earned in fiscal 2016, 2015 and 2014.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary ($)(1)	Bonus ($)	Stock Awards ($)(2)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)(4)	All Other Compensation ($)(5)(6)	Total ($)
Vincent Roche,	2016	827,692	—	3,572,511	1,633,514	1,050,092	—	66,215	7,150,024
President and Chief	2015	785,192	—	3,405,368	1,696,291	1,803,254	—	124,081	7,814,186
Executive Officer	2014	743,846	—	2,757,776	1,321,836	1,139,469	63,397	64,243	6,090,567
David A. Zinsner,	2016	526,238	—	1,429,070	653,406	443,663	—	43,323	3,095,700
Senior Vice President,	2015	504,423	—	1,362,039	678,579	772,552	—	41,554	3,359,147
Finance and Chief	2014	481,538	—	1,378,888	660,918	472,433	—	39,723	3,033,500
Financial Officer									
Rick D. Hess	2016	519,231	—	1,429,070	653,406	443,452	—	42,738	3,087,897
Executive Vice President(7)	2015	500,000	—	681,291	339,237	763,269	—	38,892	2,322,689
Richard A. Meaney,	2016	469,288	—	1,250,422	571,733	396,837	—	3,417,684	6,105,964
Former Senior Vice	2015	439,423	—	1,021,665	508,856	645,681	—	43,073	2,658,698
President	2014	414,423	—	689,444	330,504	357,886	581,773	82,984	2,457,014
Peter Real,	2016	376,008	—	786,048	359,372	263,742	—	81,134	1,866,304
Senior Vice	2015	323,428	—	570,274	405,947	379,513	—	1,380,405	3,059,567
President and Chief									
Technology Officer(7)									

(1) Mr. Meaney relocated from the United States to Ireland in January 2016. Commencing with his relocation, his salary was denominated in U.S. dollars and paid in euros. Mr. Real's salary is denominated in euros. We calculate the U.S. dollar equivalent by using the average yearly exchange rate, or 0.9011 euro per U.S. dollar for fiscal 2016.

(2) These amounts represent the aggregate grant date fair value of stock option and time-based and performance-based restricted stock units granted in fiscal 2016, 2015 and 2014, respectively. These amounts do not represent the actual amounts paid to or realized by the NEO for these awards during the respective fiscal years. We recognize the value as of the grant date for stock options and time-based and performance-based RSUs over the number of days of service required for the grant to become vested.

The following table includes the assumptions, rounded to the nearest hundredth, that we used to calculate the grant date fair value reported for fiscals 2016, 2015 and 2014 on a grant-by-grant basis, and the grant date fair value of performance-based RSUs, assuming the achievement of the maximum level of performance conditions.

				Assumptions					
Name	**Grant Date**	**Options/ Restricted Stock Units Granted (#)**	**Exercise Price ($)**	**Volatility (%)**	**Expected Life (Years)**	**Risk-Free Interest Rate (%)**	**Dividend Yield (%)**	**Grant Date Fair Value ($) Per Share**	**Grant Date Fair Value at Maximum Achievement Level for Performance Based RSUs ($)**
Vincent Roche	3/12/2014	28,100*	—	—	—	0.78	2.86	47.35	
	3/12/2014	28,100**	—	23.22	—	0.79	2.82	50.79	2,854,398
	3/12/2014	146,900	51.73	24.95	5.3	1.68	2.86	9.00	
	3/11/2015	31,315*	—	—	—	1.09	2.79	52.57	
	3/11/2015	31,315**	—	19.97	—	1.09	2.75	56.18	3,518,553
	3/11/2015	162,410	57.29	25.87	5.3	1.65	2.79	10.44	
	3/9/2016	32,796*	—	—	—	1.07	3.06	49.98	
	3/9/2016	32,796**	—	25.11	—	1.07	3.01	58.95	3,866,648
	3/9/2016	127,305	54.93	34.36	5.1	1.41	3.06	12.83	
David A. Zinsner	3/12/2014	14,050*	—	—	—	0.78	2.86	47.35	
	3/12/2014	14,050**	—	23.22	—	0.79	2.82	50.79	1,427,199
	3/12/2014	73,450	51.73	24.95	5.3	1.68	2.86	9.00	
	3/11/2015	12,525*	—	—	—	1.09	2.79	52.57	
	3/11/2015	12,525**	—	19.97	—	1.09	2.75	56.18	1,407,309
	3/11/2015	64,970	57.29	25.87	5.3	1.65	2.79	10.44	
	3/9/2016	13,119*	—	—	—	1.07	3.06	49.98	
	3/9/2016	13,119**	—	25.11	—	1.07	3.01	58.95	1,546,730
	3/9/2016	50,922	54.93	34.36	5.1	1.41	3.06	12.83	
Rick D. Hess	3/11/2015	6,265*	—	—	—	1.09	2.79	52.57	
	3/11/2015	6,265**	—	19.97	—	1.09	2.75	56.18	703,935
	3/11/2015	32,480	57.29	25.87	5.3	1.65	2.79	10.44	
	3/9/2016	13,119*	—	—	—	1.07	3.06	49.98	
	3/9/2016	13,119**	—	25.11	—	1.07	3.01	58.95	1,546,730
	3/9/2016	50,922	54.93	34.36	5.1	1.41	3.06	12.83	
Richard A. Meaney	3/12/2014	7,025*	—	—	—	0.78	2.86	47.35	
	3/12/2014	7,025**	—	23.22	—	0.79	2.82	50.79	713,600
	3/12/2014	36,730	51.73	24.95	5.3	1.68	2.86	9.00	
	3/11/2015	9,395*	—	—	—	1.09	2.79	52.57	
	3/11/2015	9,395**	—	19.97	—	1.09	2.75	56.18	1,055,622
	3/11/2015	48,720	57.29	25.87	5.3	1.65	2.79	10.44	
	3/9/2016	11,479*	—	—	—	1.07	3.06	49.98	
	3/9/2016	11,479**	—	25.11	—	1.07	3.01	58.95	1,353,374
	3/9/2016	44,557	54.93	34.36	5.1	1.41	3.06	12.83	
Peter Real	11/17/2014	5,000*	—	—	—	0.96	2.94	45.98	
	11/17/2014	30,000	50.35	22.92	5.3	1.70	2.94	7.88	
	3/11/2015	3,130*	—	—	—	1.09	2.79	52.57	
	3/11/2015	3,130**	—	19.97	—	1.09	2.75	56.18	351,687
	3/11/2015	16,240	57.29	25.87	5.3	1.65	2.79	10.44	
	3/9/2016	7,216*	—	—	—	1.07	3.06	49.98	
	3/9/2016	7,216**	—	25.11	—	1.07	3.01	58.95	850,766
	3/9/2016	28,007	54.93	34.36	5.1	1.41	3.06	12.83	

Entries above with single asterisks (*) are time-based RSUs, entries with double asterisks (**) are performance-based RSUs and entries without asterisks are stock options. The grant date fair value of time-based RSUs represents the value of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting. The grant date fair value of the performance-based RSUs was calculated using the Monte Carlo simulation model which utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant to calculate the fair market value. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions, including the possibility that the market condition may not be satisfied, and the resulting fair value of the award. The grant date fair value of stock options is computed using a Black-Scholes valuation methodology. For a more detailed description of the assumptions used for purposes of determining grant date fair value, see Note 3 to the Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Stock-Based Compensation," included in our Annual Report on Form 10-K for the year ended October 29, 2016.

(3) Reflects the amounts earned under our executive performance incentive plan in fiscal 2016, 2015 and 2014. See "Compensation Discussion and Analysis" above for a discussion of how these amounts were determined under the plan. Mr. Real's amounts are denominated in euros. We calculate the U.S. dollars equivalent by using the monthly average exchange rate of the two quarters in which the bonus is earned.

(4) The values shown in the table represent the increase in pension values in fiscal 2014. The increases included are denominated in euros. We calculated the U.S. dollar amount for fiscal 2014 using the exchange rate as of November 1, 2014, or 0.7984 euro per U.S. dollar. In October 2015, the Company converted the benefits provided to active and deferred participants under the Company's Irish defined benefits pension plan, or DB Plan, to benefits provided under the Company's Irish defined contribution plan, or Irish DC Plan and terminated the DB Plan.

(5) These amounts include lump sum contributions from Analog Devices into individual accounts in the Irish DC Plan in fiscal 2015 for Messrs. Roche and Real in the amount of $61,266 and $1,339,723, respectively. These contributions were made in connection with the conversion of the benefits provided to active and deferred participants under the DB Plan to benefits provided under the Irish DC Plan. The actuarial calculations used to calculate the conversion payments for our participating executive officers were identical to the calculations used for all other active and deferred members. The contributions were made in euros. We calculated the U.S. dollar equivalent by using the average yearly exchange rate, or 0.8801 euro per U.S. dollar for fiscal 2015.

(6) In addition to amounts detailed above in footnote 5, the amounts shown in the "All Other Compensation" column are comprised of the following:

Name	Fiscal Year	Company 401(k), DCP and Irish DC Plan Payments(a)	Employee Service Award(b)	Cash Award(c)	Healthcare Savings Account	Relocation Expenses(d)	Company Owned Automobiles(e)	Separation Payment(f)
Vincent Roche	2016	$66,215	$ —	$ —	$ —	$ —		$ —
	2015	$62,815	$ —	$ —	$ —	$ —		$ —
	2014	$59,508	$4,735	$ —	$ —	$ —		$ —
David A. Zinsner	2016	$42,123	$ —	$ —	$1,200	$ —		$ —
	2015	$40,354	$ —	$ —	$1,200	$ —		$ —
	2014	$38,523	$ —	$ —	$1,200	$ —		$ —
Rick D. Hess	2016	$41,538	$ —	$ —	$1,200	$ —		$ —
	2015	$37,692	$ —	$ —	$1,200	$ —		$ —
Richard A. Meaney	2016	$ 6,843	$ —	$ 571	$ —	$ —	$27,513	$3,382,757
	2015	$27,204	$6,623	$2,978	$ —	$ 6,268	$ —	$ —
	2014	$25,354	$ —	$2,965	$ —	$26,000	$28,665	$ —
Peter Real	2016	$39,177	$ —	$ —	$ —	$ —	$41,957	$ —
	2015	$ 4,137	$ —	$ —	$ —	$ —	$36,545	$ —

(a) Amounts paid to Messrs. Roche, Zinsner, Hess, and Meaney consist of the Company contribution into 401(k) and DCP accounts up to the permissible IRS limit and the taxable Company contribution in

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excess of IRS limits described under “Retirement and Other Employee Benefits” above. The amount for Mr. Real consists of the Company’s contribution into the Irish DC Plan and the taxable payment to Messrs. Real and Meaney in lieu of its contribution into the Irish DC Plan, as described more fully under “— Retirement and Other Employee Benefits” above.

(b) Paid in connection with our Employee Service Award Program.

(c) Paid in connection with our Employee Cash Award Program.

(d) Amounts paid to Mr. Meaney upon his relocation from Ireland to the United States.

(e) Amounts relate to repairs, gas, tax, insurance, and certain commuting expenses related to their use of Company-owned automobiles.

(f) On September 19, 2016, we announced that Mr. Meaney would be leaving the Company at the end of the 2016 calendar year. In connection with Mr. Meaney’s departure from the Company on December 27, 2016, and in exchange for a release of claims in favor of the Company, he received (i) a payment equal to two years of his base salary and bonus at target, (ii) continued coverage under the Company’s group health plans for 12 months following his separation date, and (iii) $16,000 towards independent tax advice. In addition, in consideration of Mr. Meaney’s execution of a non-competition and non-solicitation agreement, as of his separation date, all outstanding stock options, restricted stock units and performance restricted stock units that were scheduled to vest on or before March 31, 2017, accelerated and vested in full. The equity awards subject to performance-based vesting criteria vested as if all applicable performance parameters had been met at target levels. The value of accelerated unvested options is calculated by taking the difference between the closing price of our common stock on NASDAQ on the separation date of December 27, 2016 ($74.313) and the option exercise price and multiplying it by the number of accelerated options. For time- and performance-based RSUs the value represents the closing price of our common stock on December 27, 2016 multiplied by the number of accelerated units.

(7) Messrs. Hess and Real became executive officers of the Company, effective November 2, 2014, the first day of our fiscal 2015.

Grants of Plan-Based Awards in Fiscal 2016

The following table presents information on plan-based awards in fiscal 2016 to our NEOs:

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (3)	All Other Option Awards: Number of Securities Underlying Options (4)	Exercise Price of Option Awards ($ Per Share)(5)	Grant Date Fair Value of Stock and Option Awards ($)
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Vincent Roche . . .	N/A	—	1,241,538	3,724,614				—	—	—	—
	3/9/2016	—	—	—	—	32,796	65,592	—	—	—	1,933,367(6)
	3/9/2016	—	—	—				32,796	—	—	1,639,144(7)
	3/9/2016	—	—	—				—	127,305	54.93	1,633,514(8)
David A. Zinsner	N/A	—	526,238	1,578,714				—	—	—	—
	3/9/2016	—	—	—	—	13,119	26,238				773,382(6)
	3/9/2016	—	—	—				13,119	—	—	655,688(7)
	3/9/2016	—	—	—				—	50,922	54.93	653,406(8)
Rick D. Hess	N/A	—	519,231	1,557,693				—	—	—	—
	3/9/2016	—	—	—	—	13,119	26,238	—	—	—	773,382(6)
	3/9/2016	—	—	—				13,119	—	—	655,688(7)
	3/9/2016	—	—	—				—	50,922	54.93	653,406(8)
Richard A. Meaney	N/A	—	469,288	1,407,864				—	—	—	—
	3/9/2016	—	—	—	—	11,479	22,958	—	—	—	676,702(6)
	3/9/2016	—	—	—				11,479	—	—	573,720(7)
	3/9/2016	—	—	—				—	44,557	54.93	571,733(8)
Peter Real	N/A	—	300,806	902,418				—	—	—	—
	3/9/2016	—	—	—	—	7,216	14,432	—	—	—	425,393(6)
	3/9/2016	—	—	—				7,216	—	—	360,655(7)
	3/9/2016	—	—	—				—	28,007	54.93	359,372(8)

(1) The amounts shown in the threshold, target and maximum columns reflect the minimum, target and maximum amounts payable under our executive performance incentive plan, respectively. Amounts in the maximum column above reflect 300% of the executive's target bonus, which is the cap under the plan. The actual amounts earned in fiscal 2016 are reflected in the Summary Compensation Table above and were as follows:

Name	Actual Payout under Non-Equity Incentive Plans for Fiscal 2016
Vincent Roche	$1,050,092
David A. Zinsner	$ 443,663
Rick D. Hess	$ 443,452
Richard A. Meaney	$ 396,837
Peter Real	$ 263,742

See "— Compensation Discussion and Analysis" above for a discussion of how these amounts were determined under our executive performance incentive plan. These amounts are included in the Summary Compensation Table.

(2) Represents performance-based RSUs granted under our 2006 Stock Incentive Plan. Performance-based RSUs have both a market condition and a service condition and vest, so long as the executive continues to be employed with us, after the applicable three-year performance period. The number of shares of the Company's common stock to be issued upon vesting of performance-based RSUs will range from 0% to 200% of the target amount, based on the comparison of the Company's total shareholder return (TSR) to the median TSR of a specified peer group over a three-year period.

(3) Represents time-based RSUs granted under our 2006 Stock Incentive Plan. The time-based RSUs vest, so long as the executive continues to be employed with us, in one installment on the third anniversary of the grant date. Dividends are not payable on unvested RSUs.

(4) Represents stock options granted under our 2006 Stock Incentive Plan. These options become exercisable, so long as the executive continues to be employed with us, in five equal annual installments on each of the first, second, third, fourth and fifth anniversaries of the grant date.

(5) The exercise price per share is equal to the closing price per share of our common stock on the date of grant.

(6) This amount does not represent the actual amount paid to or realized by the executives for these awards during the fiscal year. This amount represents the grant date fair value of the performance-based RSUs. The grant date fair value of the performance-based RSUs was calculated using the Monte Carlo simulation model which utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant to calculate the fair market value. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions, including the possibility that the market condition may not be satisfied, and the resulting fair value of the award. The grant date fair value per share of the performance-based RSU awards granted to Messrs. Roche, Zinsner, Hess, Meaney and Real on March 9, 2016 was $58.95.

(7) This amount does not represent the actual amount paid to or realized by the executives for these awards during the fiscal year. This amount represents the grant date fair value of the time-based RSUs. The grant date fair of the time-based RSUs is the value of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting. The grant date fair value per share of the time-based RSU awards granted to Messrs. Roche, Zinsner, Hess, Meaney and Real on March 9, 2016 was $49.98.

(8) The grant date fair value of these stock options was $12.83 per share and was computed using a Black-Scholes valuation methodology. We estimated the full grant date fair value of these options using the following assumptions: 1.41% risk free interest rate; 3.06% dividend yield; 34.36% expected volatility; and a 5.1-year expected life. The grant date fair value is generally the amount that we would expense in our financial statements over the award's service period, but does not include a reduction for forfeitures.

Outstanding Equity Awards at Fiscal Year-End 2016

The following table provides information with respect to outstanding stock options and time-based and performance-based RSUs that have not vested for each of our NEOs as of October 29, 2016:

		Option Awards				Stock Awards			
Name	**Grant Date**	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable(1)**	**Option Exercise Price ($)**	**Option Expiration Date(2)**	**Number of Shares or Units of Stock That Have Not Vested (#)(3)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)(4)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)(5)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(4)**
Vincent Roche	1/4/2011	32,130	—	37.52	1/4/2021	—	—	—	—
	3/15/2012	58,888	14,722	39.79	3/15/2022	—	—	—	—
	10/15/2012	115,200	28,800	38.56	10/15/2022	—	—	—	—
	6/17/2013	61,614	41,076	45.95	6/17/2023	—	—	—	—
	3/12/2014	58,760	88,140	51.73	3/12/2024	28,100	1,785,193	28,100	1,785,193
	3/11/2015	32,482	129,928	57.29	3/11/2025	31,315	1,989,442	31,315	1,989,442
	3/9/2016	—	127,305	54.93	3/9/2026	32,796	2,083,530	32,796	2,083,530
David A. Zinsner . . .	1/4/2011	12,066	—	37.52	1/4/2021	—	—	—	—
	3/15/2012	44,166	14,722	39.79	3/15/2022	—	—	—	—
	3/12/2013	51,450	41,160	46.48	3/12/2023	—	—	—	—
	3/12/2014	29,380	44,070	51.73	3/12/2024	14,050	892,597	14,050	892,597
	3/11/2015	12,994	51,976	57.29	3/11/2025	12,525	795,713	12,525	795,713
	3/9/2016	—	50,922	54.93	03/09/2026	13,119	833,450	13,119	833,450
Rick D. Hess	7/25/2014	—	—	—	—	43,215	2,745,449	—	—
	3/11/2015	6,496	25,984	57.29	3/11/2025	6,265	398,015	6,265	398,015
	3/9/2016	—	50,922	54.93	3/9/2026	13,119	833,450	13,119	833,450
Richard A. Meaney(6)	1/5/2010	20,020	—	31.62	1/5/2020	—	—	—	—
	1/4/2011	21,200	—	37.52	1/4/2021	—	—	—	—
	3/15/2012	15,480	3,870	39.79	3/15/2022	—	—	—	—
	10/15/2012	28,800	7,200	38.56	10/15/2022	—	—	—	—
	3/12/2013	10,290	6,860	46.48	3/12/2023	—	—	—	—
	9/16/2013	7,104	4,736	48.30	9/16/2023		—	—	—
	3/12/2014	14,692	22,038	51.73	3/12/2024	7,025	446,298	7,025	446,298
	3/11/2015	9,744	38,976	57.29	3/11/2025		—		—
	3/9/2016	—	44,557	54.93	3/9/2026		—		—
Peter Real	1/5/2010	17,500	—	31.62	1/5/2020	—	—	—	—
	1/4/2011	18,020	—	37.52	1/4/2021	—	—	—	—
	3/15/2012	14,704	3,676	39.79	3/15/2022	—	—	—	—
	3/12/2013	11,190	7,460	46.48	3/12/2023	—	—	—	—
	3/12/2014	7,580	11,370	51.73	3/12/2024	3,625	230,296	—	—
	11/17/2014	6,000	24,000	50.35	11/17/2024	5,000	317,650	—	—
	3/11/2015	3,248	12,992	57.29	3/11/2025	3,130	198,849	3,130	198,849
	3/9/2016	—	28,007	54.93	3/9/2026	7,216	458,432	7,216	458,432

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

Grant Date	Vest Date	Vincent Roche	David A. Zinsner	Rick D. Hess	Richard A. Meaney	Peter Real
3/15/2012	3/15/2017	14,722	14,722	—	3,870	3,676
10/15/2012	10/15/2017	28,800	—	—	7,200	—
3/12/2013	3/12/2017	—	20,580	—	3,430	3,730
	3/12/2018	—	20,580	—	3,430	3,730
6/17/2013	6/17/2017	20,538	—	—	—	—
	6/17/2018	20,538	—	—	—	—
9/16/2013	9/16/2017	—	—	—	2,368	—
	9/16/2018	—	—	—	2,368	—
3/12/2014	3/12/2017	29,380	14,690	—	7,346	3,790
	3/12/2018	29,380	14,690	—	7,346	3,790
	3/12/2019	29,380	14,690	—	7,346	3,790
11/17/2014	11/17/2016	—	—	—	—	6,000
	11/17/2017	—	—	—	—	6,000
	11/17/2018	—	—	—	—	6,000
	11/17/2019	—	—	—	—	6,000
3/11/2015	3/11/2017	32,482	12,994	6,496	9,744	3,248
	3/11/2018	32,482	12,994	6,496	9,744	3,248
	3/11/2019	32,482	12,994	6,496	9,744	3,248
	3/11/2020	32,482	12,994	6,496	9,744	3,248
3/9/2016	3/9/2017	25,461	10,184	10,184	8,911	5,601
	3/9/2018	25,461	10,184	10,184	8,911	5,601
	3/9/2019	25,461	10,185	10,185	8,912	5,602
	3/9/2020	25,461	10,184	10,184	8,911	5,601
	3/9/2021	25,461	10,185	10,185	8,912	5,602

(2) The expiration date of each stock option award is ten years after its grant date.

(3) The time-based RSUs granted vest in one installment on the third anniversary of the grant date.

(4) The market value was calculated based on $63.53, the closing price per share of our common stock on October 29, 2016.

(5) The number of shares, if any, earned under the performance-based RSU award will vest in one installment fourteen days after the third anniversary of the grant date.

(6) On September 19, 2016, we announced that Mr. Meaney would be leaving the Company at the end of the 2016 calendar year. In connection with Mr. Meany's separation on December 27, 2016, in exchange for a non-competittion agreement, all outstanding stock options, restricted stock units and performance restricted stock units that were scheduled to vest on or before March 31, 2017, accelerated and vested in full. The equity awards subject to performance-based vesting criteria vested as if all applicable performance parameters had been met at target levels. All other outstanding and unvested equity awards were forfeited.

Option Exercises and Stock Vested During Fiscal 2016

The following table contains information about the exercise of stock options by, and time-based RSU awards that vested for, each of our NEOs during our fiscal year ended October 29, 2016:

	Option Awards		Stock Awards	
Officer Name	Number of Shares Acquired on Exercise	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting	Value Realized on Vesting ($)(2)
Vincent Roche	—	—	18,265	1,022,657
David A. Zinsner	15,000	402,144	17,855	993,988
Rick D. Hess	—	—	55,390	3,306,785
Richard A. Meaney	—	—	5,300	309,885
Peter Real	6,500	289,700	3,235	180,092

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

(2) Value realized represents the closing price per share of our common stock on the vesting date, multiplied by the number of shares vested.

Non-Qualified Deferred Compensation Plan

Since 1995, our executive officers and directors, along with some of our management and engineering employees, have been eligible to participate in our Deferred Compensation Plan, or DCP. We established the DCP to provide participants with the opportunity to defer receiving all or a portion of their compensation, which includes salary, bonus, commissions and director fees. Under our DCP, we provide all participants (other than non-employee directors) with Company contributions equal to 8% of eligible deferred contributions. Before January 1, 2005, participants could also defer gains on stock options and restricted stock awards that were granted before July 23, 1997.

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

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

Mr. Real was not eligible to participate in the DCP in fiscal 2016 because it is available only to U.S. taxpayers. Mr. Meaney ceased eligibility upon his relocation to Ireland in January 2016. The following table shows the non-qualified deferred compensation activity for Messrs. Roche, Zinsner, Hess and Meaney during fiscal 2016:

Non-Qualified Deferred Compensation for Fiscal 2016

Name	Executive Contributions in Last Fiscal Year ($)	Analog Devices Contributions in Last Fiscal Year ($)(1)	Aggregate Earnings in Last Fiscal Year ($)(2)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year End ($)(3)
Vincent Roche	67,385	5,391	56,088	—	1,889,970
David A. Zinsner	—	—	229	—	89,279
Rick D. Hess	82,067	2,077	3,896		111,083
Richard A. Meaney	—	—	325	—	126,793

(1) These amounts are included in the Summary Compensation Table above in the "All Other Compensation" column.

(2) These amounts are excluded from the Summary Compensation Table above in accordance with SEC regulations, as we did not pay above-market earnings on deferred compensation in fiscal 2016.

(3) Of the amounts in this column, the following amounts have also been reported in the Summary Compensation Table for fiscal 2015 and 2014:

Name	Previously Reported for Fiscal 2015 ($)	Previously Reported for Fiscal 2014 ($)
Vincent Roche	1,092,730	68,455
David A. Zinsner	—	—
Rick D. Hess	22,846	—
Richard A. Meaney	—	26,585

Change in Control Benefits

Change in Control Retention Agreements

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

- within 24 months after a change in control (as defined in each agreement) that was approved by our Board of Directors, we terminate the employee's employment with us for a reason other than "cause" (as defined in the agreement) or the employee's death or disability;
- within 24 months after a change in control that was approved by our Board of Directors, the employee terminates his or her employment for "good reason" (as defined in the agreement); or
- within 12 months after a change in control that was not approved by our Board of Directors, we or the employee terminates the employee's employment with us for a reason other than "cause" (as defined in the agreement) or the employee's death or disability.

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

- any person or entity becomes the beneficial owner of 30% or more of the combined voting power of our outstanding securities;
- our shareholders approve specified mergers of ADI with another entity; or
- our shareholders approve a plan of liquidation or sale of all, or substantially all, of ADI's assets.

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

- a lump-sum payment equal to 200% (299% in the case of certain employees who are parties to the agreements, including each of our NEOs) of the sum of the employee's annual base salary (as of the date of termination or the date of the change in control, whichever is higher) plus 200% (299% in the case of certain employees who are parties to the agreements, including each of our NEOs) of the total cash bonuses paid or awarded to him or her in the four fiscal quarters preceding his or her termination;
- payment of all legal fees and expenses incurred by the employee as a result of such termination (including all such fees and expenses, if any, incurred in disputing such termination or in seeking to obtain or enforce any right or benefit provided by the agreement or in connection with tax audit or proceeding to the extent attributable to the application of Section 4999 of the Internal Revenue Code to any payment or benefit provided under the agreement); and
- the continuation of life, disability, dental, accident and group health insurance benefits for a period of 24 months.

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

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

Mr. Hess' Employment Agreement

In connection with our acquisition of Hittite, we entered into an employment agreement with Mr. Hess that provides for severance benefits if any of the following occurs:

- within 24 months after a change in control (as defined in the agreement), we terminate Mr. Hess' employment for any reason other than "misconduct" (as defined in the agreement) or Mr. Hess' death or disability; or
- within 24 months after a change in control, Mr. Hess terminates his employment for "good reason" (as defined in the agreement).

For purposes of Mr. Hess' employment agreement, a "change in control" occurs:

- when any person or entity becomes the beneficial owner of 50% or more of the combined voting power of our outstanding securities;
- upon the closing of specified mergers of ADI with another entity;
- when our shareholders approve a plan of liquidation; or
- upon the closing of the sale of all, or substantially all, of ADI's assets.

Certain transactions described above may not be treated as a change in control where necessary for compliance with Section 409A of the Internal Revenue Code.

Mr. Hess' employment agreement provides for the following severance benefits in the event of termination following a change in control, conditioned on his execution and delivery of a release of all potential claims against us:

- annual base salary, plus a lump sum payment in an amount equal to the excess, if any, of 299% of Mr. Hess' annual base salary (as of the date of termination or the date of the change of control, whichever is higher) over the amount equal to Mr. Hess' annual base salary;
- target cash bonus for the year in which the termination occurred, plus a lump sum payment of the excess, if any, of (x) 299% of the aggregate cash bonuses paid or awarded to Mr. Hess for the four fiscal quarters preceding the effective date of termination, over (y) the amount equal to the product of Mr. Hess' target cash incentive bonus for the year in which termination occurs, multiplied by the sum of 1.0 plus a fraction equal to the quotient of the number of days during such year in which he was employed by us, divided by 365;
- payment of all legal fees (excluding taxes) incurred by Mr. Hess as a result of such termination (including all such fees and expenses, if any, incurred in disputing such termination or seeking to obtain or enforce any right or benefit provided by the employment agreement or in connection with tax audit or proceeding to the extent attributable to the application of Section 4999 of the Internal Revenue Code to any payment or benefit provided under the agreement); and
- the continuation of life, disability, dental, accident and group health insurance benefits for a period of 24 months, except where continued coverage may result in penalties.

Severance Benefits

Mr. Hess' Employment Agreement

Pursuant to Mr. Hess' employment agreement and in addition to the change in control severance benefits that Mr. Hess may be entitled to as described above under "Change in Control Benefits — Mr. Hess' Employment Agreement:

- if we terminate Mr. Hess' employment for a reason other than "misconduct" (as defined in the agreement) or his death or disability;
- if Mr. Hess terminates his employment for "good reason" (as defined in the agreement); or
- if Mr. Hess resigns voluntarily at any time after the second anniversary of the closing date of our acquisition of Hittite,

then, conditioned on his execution and delivery of a release of all potential claims against us, Mr. Hess will be entitled to receive a payment equal to:

- Mr. Hess' annual base salary, plus
- the product of Mr. Hess' target cash incentive bonus for the year in which termination of employment occurs, multiplied by the sum of 1.0 plus a fraction equal to the quotient of the number of days during such year in which he was employed by us, divided by 365, plus
- the difference between the cost of COBRA continuation coverage for Mr. Hess and any dependent who received health insurance coverage prior to such termination for one year and any premium contribution amount applicable to him as of such termination.

In addition, in the event of Mr. Hess' involuntary termination (other than for misconduct) or Mr. Hess' resignation with good reason, the remaining unvested portion of the equity awards we granted in replacement of Hittite awards in connection with our acquisition of Hittite will be accelerated such that all such awards are fully vested.

Mr. Meaney's Separation Letter Agreement

On September 19, 2016 we announced that Mr. Meaney would be leaving the Company at the end of the 2016 calendar year. In connection with Mr. Meaney's separation from the Company, we entered into a Separation Letter Agreement that provided for the following severance benefits in exchange for a release of claims in favor of the Company:

- a lump sum payment equal to two years' base salary based on an annual base salary of $465,000 and two years' bonus at target, plus
- continuation of health insurance benefits for one year, plus
- $16,000 towards obtaining independent tax advice.

In addition, in consideration of Mr. Meaney's execution of a non-competition and non-solicitation agreement, as of his separation date, all outstanding stock options, time-based RSUs and performance-based RSUs that were scheduled to vest on or before March 31, 2017, accelerated and vested in full. The equity awards subject to performance-based vesting criteria vested as if all applicable performance parameters had been met at target levels. All other outstanding and unvested equity awards were forfeited.

Potential Payments Upon Termination or Change in Control

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

Upon a change in control approved by the Board of Directors (for all executive officers other than Mr. Hess) or a change in control in the case of Mr. Hess, if we terminate an executive officer's employment for cause (or "misconduct" in the case of Mr. Hess) or if the executive officer terminates his or her employment other than for good reason (in the case of Mr. Hess, before the second anniversary of the closing date of our acquisition of Hittite), then the executive officer will receive his or her full base salary and all other compensation through the date of termination at the rate in effect at the time that the termination notice is given and we will have no further obligations to the executive officer. When the employment of an executive officer (other than Mr. Hess) terminates in a situation that does not involve a change in control, the officer is entitled to receive the same benefits as any other terminating employee. This applies regardless of the reason for termination. Mr. Hess is entitled to severance benefits in specified circumstances following the termination of his employment that does not involve a change in control, as described above in "— Severance Benefits — Mr. Hess' Employment Agreement."

The following tables quantify the amounts that would be payable to the NEOs named in the Summary Compensation Table upon termination of their employment. The amounts shown assume that the terminations were effective on the last day of our fiscal year, or October 29, 2016. The tables do not include the accumulated benefit under our DCP that would be paid to our NEOs described above under "Non-Qualified Deferred Compensation Plan," or any other employee benefits, except to the extent that the officer is entitled to an additional benefit as a result of the termination. In addition, the tables do not include the value of vested but unexercised stock options held by each executive as of October 29, 2016. The actual amounts that would be paid out would depend on which options were exercised and, therefore, can only be determined at the time of the executive officer's termination of employment.

	Termination by us without Cause or by the Named Executive Officer with Good Reason Following a Change in Control					**Termination by us for any reason other than Misconduct or by the Named Executive Officer for Good Reason**	**Termination by us without Cause Pursuant to Mutual Agreement**
	Vincent Roche (1)(2)(3)(4)(5)(6)	**David A. Zinsner (1)(2)(3)(4)(5)(6)**	**Rick D. Hess (1)(2)(3)(4)(5)**	**Richard A. Meaney (1)(2)(3)(4)(5)**	**Peter Real (1)(2)(3)(4)(5)**	**Rick D. Hess (3)(7)**	**Richard A. Meaney (8)**
Cash Severance	$ 2,535,520	$ 1,599,650	$ 1,516,067	$1,390,350	$1,345,500	$ 625,000	$ 930,000
Cash Bonus	$ 3,671,187	$ 1,565,673	$ 3,384,818	$1,358,691	$ 856,353	$ 625,000	$ 930,000
Value of Accelerated Vesting of Stock Awards	$16,452,708	$ 7,377,083	$ 5,808,449	$ 995,164	$2,849,387	$2,745,449	$1,505,607
Value of Medical and Other Benefits	$ 37,752	$ 38,856	$ 37,704	$ 2,300	$ 6,888	$ 18,853	$ 17,150
Excise Tax Gross Up	$ 6,543,523	—	—	—	—	—	—
Total	$29,240,690	$10,581,262	$10,747,038	$3,746,505	$5,058,128	$4,014,302	$3,382,757

(1) Cash severance based upon a multiplier of 299% of the executive officer's base salary (other than Mr. Hess). For Mr. Hess the amount is equal to his annual base salary plus a lump sum payment in an amount equal to the excess of 299% of his annual base salary over his annual base salary.

(2) Cash bonus based upon a multiplier of 299% of the sum of the executive officer's total cash bonuses awarded to him in the four fiscal quarters preceding termination (other than Mr. Hess). For Mr. Hess, the amount is equal to his target bonus for the year in which the termination occurred plus a lump sum payment in an amount equal to the excess of 299% of his total cash bonuses awarded to him for the four fiscal quarters preceding termination over his target cash bonus for the year in which termination occurs.

(3) The value of accelerated unvested options as of October 29, 2016 is calculated by taking the difference between the closing price of our common stock on NASDAQ on the last trading day of the fiscal year ($63.53 on October 29, 2016) and the option exercise price and multiplying it by the number of accelerated options. For time-based RSUs the value represents the closing price of our common stock on the last trading day of the fiscal year multiplied by the number of accelerated units. For performance-based RSUs, the number of accelerated units assumes vesting at the target level.

(4) As of October 29, 2016, upon termination by us without cause or by the NEO for good reason after a change in control event, the officer would be entitled to acceleration of vesting of all outstanding unvested stock options or RSUs as follows:

Name	Number of Unvested Option Awards that Accelerate upon Termination After a Change in Control	Number of Unvested Time-Based RSUs that Accelerate upon Termination After a Change in Control	Number of Unvested Performance-Based RSUs that Accelerate upon Termination After a Change in Control at Target Achievement
Vincent Roche	429,971	92,211	92,211
David A. Zinsner	202,850	39,694	39,694
Rick D. Hess	76,906	62,599	19,384
Richard A. Meaney	33,301	7,025	7,025
Peter Real	87,507	18,971	10,346

(5) Amounts include life, disability, dental, accident and group health insurance benefit continuation for 24 months after a termination in connection with a change in control. The annual benefit costs for each executive are: $18,876 for Mr. Roche, $19,428 for Mr. Zinsner, $18,852 for Mr. Hess, $$1,150 for Mr. Meaney and $3,444 for Mr. Real.

(6) In calculating the excise tax gross-up amounts, we take into account the officer's earnings from ADI for the prior five years. We include the change-in-control cash severance and bonus, valuations of unvested stock options that become vested upon a change-in-control (using the fiscal 2016 year-end closing stock price), valuations of time-based and performance-based RSUs that become vested upon a change-in-control (using the fiscal 2016 year-end closing stock price), and our estimated cost of medical and other benefits. Whether the officer will receive a gross-up amount will depend primarily on the officer's earnings in the previous five years, which will vary depending on stock option exercise activity and amounts of salary and incentives deferred under the DCP. Since 2009, our executive compensation arrangements for new executives do not contain tax gross up provisions for excess parachute payments.

(7) Under the terms of his employment agreement, if Mr. Hess is terminated by us for any reason other than Misconduct, Mr. Hess will be entitled cash severance equal to his annual base salary; a cash bonus equal to his target cash incentive bonus for the year in which termination of employment occurs; acceleration of the vesting of 43,215 unvested time-based RSUs that were granted to him in connection with our acquisition of Hittite in replacement of Hittite equity awards; and the reimbursement for the difference between the cost of COBRA coverage and Mr. Hess's annual premium for one year.

(8) On September 19, 2016, we announced that Mr. Meaney would be leaving the Company at the end of the 2016 calendar year. In connection with Mr. Meaney's separation from the Company, we entered into a Separation Letter Agreement that provides for severance benefits, as described above in "— Severance Benefits — Mr. Meaney's Separation Letter Agreement." The value of accelerated unvested options is calculated by taking the difference between the closing price of our common stock on NASDAQ on the separation date of December 27, 2016 ($74.31) and the option exercise price and multiplying it by the number of accelerated options. For time- and performance-based RSUs the value represents the closing price of our common stock on December 27, 2016 multiplied by the number of accelerated units.

Equity Award Program Description

Our equity award program is a broad-based, long-term employee retention program that is intended to attract, retain and motivate our employees, officers and directors and to align their interests with those of our shareholders. Under our 2006 Stock Incentive Plan, we may grant options to purchase shares of our common stock, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards to all employees, officers, directors, consultants and advisors of ADI. All stock options have a term of ten years, and for employees, generally vest in five equal installments on each of the first, second, third, fourth and fifth anniversaries of the date of grant, subject to full or partial acceleration upon death, disability or a change in control. The 2006 Stock Incentive Plan does not permit us to grant options at exercise prices that are below the fair market value of our common stock on the date of grant. Generally, our employee time-based RSUs vest in full on the third anniversary of the grant date. Our performance-based RSUs have three year performance periods under which the number of shares of ADI common stock received following vesting, if any, will be based on ADI's TSR performance measured against the median TSR of a comparator group of companies over the three-year period. Our RSUs are subject to full or partial acceleration upon death, disability or a change in control.

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

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of October 29, 2016 about the securities which are either already issued, or authorized for future issuance, under our 2006 Stock Incentive Plan.

Equity Compensation Plan Information

	(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))**
Equity compensation plans approved by shareholders	14,394,336(1)	$44.43(2)	14,817,763(3)

(1) Includes 2,689,905 RSUs that were outstanding on October 29, 2016.

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

(3) Our 2006 Stock Incentive Plan, which was approved by shareholders in March 2014, allows for the issuance of 34 million shares of our common stock, plus any shares that were subject to outstanding options under our 1998 Stock Option Plan and our 2001 Broad-Based Stock Option Plan as of January 23, 2006 that are subsequently terminated or expire without being exercised. Shares not issued as a result of a net settlement, used to pay withholding tax on options or stock appreciation rights, or surrendered but not issued as new awards under a shareholder approved option exchange program are not available for use under the plan.

Employee Service Award Program

Our Employee Service Award Program is designed to recognize and thank employees for their long-term working relationship with ADI. All regular employees other than executive officers are eligible to receive these awards in the form of shares of our common stock. Our executive officers receive these awards in cash instead of stock. We grant these awards to employees starting with the employee's tenth anniversary of employment with us, and after the tenth anniversary, we grant the awards at the end of each subsequent five-year period of employment with us. The value of the award at the employee's tenth anniversary with us is $1,000 and the value of the award increases by $500 at each subsequent five-year service milestone. The number of shares awarded to an eligible employee is equal to the dollar value of the award divided by the closing per share price of our common stock as reported on NASDAQ on a specified date. The shares awarded are issued under our 2006 Stock Incentive Plan. Our Board of Directors may terminate, amend or suspend the program at any time at its discretion.

Compensation Committee Interlocks and Insider Participation

During fiscal 2016, Messrs. Novich and Beyer and Dr. Su served as members of our Compensation Committee. No member of our Compensation Committee was at any time during fiscal 2016, or formerly, an officer or employee of ADI or any subsidiary of ADI. No member of our Compensation Committee had any relationship with us during fiscal 2016 requiring disclosure under Item 404 of Regulation S-K under the Exchange Act.

During fiscal 2016, none of our executive officers served as a member of the board of directors or compensation committee (or other committee serving an equivalent function) of any entity that had one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

Compensation Committee Report

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

Compensation Committee
Neil Novich, *Chairman*
Richard M. Beyer
Lisa T. Su

PROPOSAL 4 — RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

Our Audit Committee has selected the firm of Ernst & Young LLP, independent registered public accounting firm, as our auditors for the 2017 fiscal year. Ernst & Young LLP, or its predecessor firms, has served as our independent registered public accounting firm continuously since 1965. In accordance with SEC rules and Ernst & Young LLP policies, the firm's lead engagement partner rotates every five years. Our Audit Committee and its Chairman are directly involved in the selection of Ernst & Young LLP's lead engagement partner. The Audit Committee also has the sole authority to approve all engagement fees paid to our independent registered public accounting firm.

The Audit Committee and the Board of Directors believe that the continued retention of Ernst & Young LLP as our independent registered public accounting firm is in the best interest of the Company and our shareholders, and we are asking our shareholders to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year. Although shareholder approval of the selection of Ernst & Young LLP is not required by law, our Board of Directors believes that it is advisable to give shareholders an opportunity to ratify this selection. If this proposal is not approved by our shareholders at the Annual Meeting, our Audit Committee will reconsider its selection of Ernst & Young LLP. Even if the selection is ratified, the Audit Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such change would be in the best interest of the Company and our shareholders.

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

Our Board of Directors recommends that you vote FOR the ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the 2017 fiscal year.

OTHER MATTERS

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

ELECTRONIC VOTING

If you own your shares of common stock of record, you may vote your shares over the Internet at www.proxyvote.com or telephonically by calling 1-800-690-6903 and by following the instructions on the Notice or proxy card. Proxies submitted over the Internet or by telephone must be received by 11:59 p.m. Eastern Time on March 7, 2017.

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

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

APPENDIX A

Reconciliation of Net Cash Flows Provided by Operating Activities to Free Cash Flows
(In thousands)
(Unaudited)

	Twelve Months Ended	
	FY 16 Oct. 29, 2016	**FY 15 Oct. 31, 2015**
Net cash provided by operating activities	$1,280,895	$ 907,798
% of revenue	37.4%	26.4%
Non-GAAP adjustments:		
Pension conversion payments	—	223,672
Adjusted cash flows from operations	$1,280,895	$1,131,470
Capital expenditures	(127,397)	(153,960)
Adjusted free cash flow	$1,153,498	$ 977,510
% of revenue	33.7%	28.5%

Non-GAAP financial measures included in this Proxy Statement, including free cash flow and free cash flow margin, are financial measures that are not in accordance with, nor an alternative to, generally accepted accounting principles and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles.

Management uses non-GAAP measures internally to evaluate the Company's operating performance from continuing operations against past periods and to budget and allocate resources in future periods. Management believes that the non-GAAP liquidity measure free cash flow is useful both internally and to investors because it provides information about the amount of cash generated after capital expenditures that is then available to repay debt obligations, make investments and fund acquisitions, and for certain other activities.

The following item is excluded from our calculation of Non-GAAP free cash flow:

Pension Conversion Payments: In the fourth quarter of fiscal 2015, the Company made payments as a result of the conversion of the benefits provided to participants in the Company's Irish defined benefit pension plan to benefits provided under the Company's Irish defined contribution plan including settlement charges, legal, accounting and other professional fees. We excluded these payments from our non-GAAP free cash flow measure because they relate to a specific transaction and are not reflective of our ongoing financial performance.

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

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

BOARD OF DIRECTORS

Ray Stata, Chairman
Chairman of the Board
Analog Devices, Inc.

Vincent Roche
President and Chief Executive Officer
Analog Devices, Inc.

Richard M. Beyer
Former Chairman and
Chief Executive Officer
Freescale Semiconductor, Inc.

James A. Champy
Retired Vice President
of the Dell/Perot Systems
business unit of Dell, Inc.

Bruce R. Evans
Managing Director and Chairman
Summit Partners

Edward H. Frank
Co-Founder and
Chief Executive Officer
Cloud Parity

John C. Hodgson
Retired Senior Vice President and
Chief Marketing and Sales Officer
DuPont

Mark M. Little
Former SVP, GE Global Research
and Chief Technology Officer
GE

Neil Novich
Former Chairman, President and
Chief Executive Officer
Ryerson Inc.

Kenton J. Sicchitano
Retired Global Managing Partner
PricewaterhouseCoopers LLP

Lisa T. Su
President and
Chief Executive Officer
Advanced Micro Devices, Inc.

EXECUTIVE OFFICERS

Vincent Roche
President and Chief Executive Officer

Martin Cotter
Senior Vice President, Worldwide Sales and
Digital Marketing

Joseph (John) Hassett
Senior Vice President,
Global Operations, and Technology

Rick D. Hess
Executive Vice President

Jean Philibert
Senior Vice President,
Human Resources

Peter Real
Senior Vice President and
Chief Technology Officer

Margaret K. Seif
Chief Legal Officer, Senior Vice President of
Communications and Secretary

Eileen Wynne
Vice President and Chief Accounting Officer

David A. Zinsner
Senior Vice President, Finance and
Chief Financial Officer

Independent Registered Public Accounting Firm
Ernst & Young LLP
200 Clarendon Street
Boston, MA 02116

Transfer Agent
Computershare Investor Services
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College Station, TX 77842-3170
(877) 282-1168 (U.S.)
(781) 575-2715 (Outside U.S.)
http://www.computershare.com/investor

Shareholder Inquiries
Shareholders of record should contact Analog Devices' transfer agent regarding any changes in address, transfer of stock, or account consolidation.

Stock Trading
Analog Devices' common stock trades on the NASDAQ Global Select Market under the symbol ADI.

Other Information
To obtain a free copy of the 2016 Annual Report on Form 10-K, Corporate Governance Guidelines, Code of Business Conduct and Ethics, or additional information, visit investor.analog.com or write to:

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Investor Relations
One Technology Way
P.O. Box 9106
Norwood, MA 02062-9106
Email: investor.relations@analog.com

Annual Meeting
Analog Devices will hold its Annual Shareholders' Meeting at 9:00 a.m. (local time) on Wednesday, March 8, 2017, at One Technology Way, Norwood, MA.

Certain statements contained in this Annual Report may be deemed "forward looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward looking statements include, among other things, our statements regarding expected growth and performance of our business and the markets and customers we serve, expected R&D investment levels and returns, technology development and achievements, and product development efforts, and product offerings, expected financial results, including revenue, earnings per share, free cash flow and free cash flow margins, expected cash generation, expected market trends, and expected customer demand and order rates for our products, the proposed acquisition of Linear Technology Corporation ("Linear Technology"), the expected timing to close the transaction, expected benefits and synergies of the transaction, expected growth rates of the combined companies, Analog Devices' expected product offerings, product development, marketing position and technical advances resulting from the transaction, that are based on our current expectations, beliefs, assumptions, estimates, forecasts, and projections about our business and the markets in which Analog Devices operates. The statements contained herein, including historical results, are not guarantees of future performance, are inherently uncertain, involve certain risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual results may differ materially from such forward looking statements, and such statements should not be relied upon as representing Analog Devices' expectations or beliefs as of any date subsequent to the date of this Annual Report. Important factors that may affect future operating results include: any faltering in global economic conditions or the stability of credit and financial markets, erosion of consumer confidence and declines in customer spending, unavailability of raw materials, services, supplies or manufacturing capacity, changes in geographic, product or customer mix, the ability to satisfy the conditions to closing of the proposed transaction with Linear Technology, on the expected timing or at all; the ability to obtain required regulatory approvals for the proposed transaction, on the expected timing or at all, including the potential for regulatory authorities to require divestitures in connection with the proposed transaction; the occurrence of any event that could give rise to the termination of the merger agreement with Linear Technology; the risk of stockholder litigation relating to the proposed transaction, including resulting expense or delay; higher than expected or unexpected costs associated with or relating to the transaction; the risk that expected benefits, synergies and growth prospects of the transaction may not be achieved in a timely manner, or at all; the risk that Linear Technology's business may not be successfully integrated with Analog Devices' following the closing; the risk that Analog Devices and Linear Technology will be unable to retain and hire key personnel; and the risk that disruption from the transaction may adversely affect Linear Technology's or Analog Devices' business and relationships with their customers, suppliers or employees, and other risk factors described in our most recent filings with the Securities and Exchange Commission. Analog Devices assumes no obligation to update any of these forward-looking statements to reflect subsequent events or circumstances.

ANALOG DEVICES

AHEAD OF WHAT'S POSSIBLE™

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