

XILINX INC
Form DEFA14A
May 28, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐
Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

Xilinx, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- ☐ Fee paid previously with preliminary materials.

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Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

XILINX, INC.

**** IMPORTANT NOTICE ****

Regarding Internet Availability of Proxy Material

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.

*C/O COMPUTERSHARE
P.O. BOX 43078
PROVIDENCE, RI 02940-3078*

**For the Stockholder Meeting to be held on
08/14/08
Proxy Material Available**

- Proxy Statement
- Form 10-K Wrap

PROXY MATERIAL - VIEW OR RECEIVE

You can choose to view the material online or receive a paper or e-mail copy. If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge to you for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make your request for a copy as instructed below on or before 07/31/08.

HOW TO VIEW MATERIAL VIA THE INTERNET

The proxy material is available at: www.proxyvote.com.
Have the 12 Digit Control Number(s) available.

HOW TO REQUEST A COPY OF MATERIAL

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual
Meeting Date: 08/14/08
Meeting Time: 11:00 A.M. PDT
For holders as of: 06/16/08

Meeting Location:

Xilinx, Inc.
2050 Logic Drive
San Jose, CA 95124

Meeting Directions:

For Meeting Directions Please Visit:

<http://direct.xilinx.com/images/maptoxlnx.gif>

How To Vote

Vote In Person

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet

To vote **now** by Internet, go to

WWW.PROXYVOTE.COM.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have this notice in hand when you access the web site and follow the instructions.

Voting items

PROPOSALS - The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposals 2 - 4.

1. ELECTION OF DIRECTORS:

Nominees:

(01) Willem P. Roelandts	(06) William G. Howard, Jr.
(02) Moshe N. Gavrielov	(07) J. Michael Patterson
(03) John L. Doyle	(08) Marshall C. Turner
(04) Jerald G. Fishman	(09) Elizabeth W. Vanderslice
(05) Philip T. Gianos	

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2. PROPOSAL TO APPROVE AMENDMENTS TO THE COMPANY'S 1990 EMPLOYEE QUALIFIED STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES AND TO EXTEND THE TERM OF THE PLAN BY TWENTY (20) YEARS.
 3. PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S 2007 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 4,000,000 SHARES.
 4. PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S EXTERNAL AUDITORS FOR FISCAL YEAR 2009.
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