XILINX INC
Form DEF 14A
June 20, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement pursuant to Section 14(a) of the
Securities Exchange Act of 1934
Filed by the Registrant ý 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))
ý Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material under Rule 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):
ý No fee required
¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.
¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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June 20, 2018

Dear Xilinx Stockholder:

You are cordially invited to attend the 2018 Annual Meeting of Stockholders to be held on Wednesday, August 1, 2018 at 8:00 a.m., Pacific Daylight Time, at the headquarters of Xilinx, Inc. (Xilinx or the Company) located at 2050 Logic Drive, San Jose, California 95124. We look forward to your attendance either in person or by proxy. At this meeting, the agenda includes:

- the annual election of directors;
- a proposal to amend our 1990 Employee Qualified Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by 3,000,000 shares;
- a proposal to amend our 2007 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 3,000,000 shares;
- an advisory vote on executive compensation as described in the attached proxy statement; and
- a proposal to ratify the appointment of the Company's external auditors, Ernst & Young LLP.

The agenda will also include any other business that may properly come before the meeting or any adjournment or postponement of the meeting. The Board of Directors recommends that you vote FOR the election of each of the director nominees; FOR the amendment of our 1990 Employee Qualified Stock Purchase Plan to increase the share reserve; FOR the amendment to our 2007 Equity Incentive Plan to increase the share reserve; FOR the approval of the compensation of our named executive officers; and FOR the ratification of the appointment of Ernst & Young to serve as the Company's external auditors for the fiscal year ending March 30, 2019. Please refer to the proxy statement for detailed information on each of the proposals.

The 2018 Annual Meeting will be held solely to tabulate the votes cast and report the results of voting on the matters described in the attached proxy statement and any other business that may properly come before the meeting. Certain senior executives of Xilinx will be in attendance to answer questions following the Annual Meeting; however, there will be no formal presentation concerning the business of Xilinx.

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

Thank you for your continuing interest in Xilinx.

Very truly yours,

/s/ Victor Peng

Victor Peng

President and Chief Executive Officer

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

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XILINX, INC.
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
Wednesday, August 1, 2018
TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Xilinx, Inc., a Delaware corporation (Xilinx or the Company), will be held on Wednesday, August 1, 2018 at 8:00 a.m., Pacific Daylight Time, at the Company's headquarters located at 2050 Logic Drive, San Jose, California 95124. The items of business are:

1. Election of the following 11 nominees for director to serve on the Board of Directors for the ensuing year and until their respective successors are duly elected and qualified: Dennis Segers, Raman Chitkara, Saar Gillai, Ronald S. Jankov, Mary Louise Krakauer, Thomas H. Lee, J. Michael Patterson, Victor Peng, Albert A. Pimentel, Marshall C. Turner and Elizabeth W. Vanderslice;
2. Approval of an amendment to our 1990 Employee Qualified Stock Purchase Plan that increases the number of shares reserved for issuance under the Plan by 3,000,000 shares;
3. Approval of an amendment to our 2007 Equity Incentive Plan that increases the number of shares reserved for issuance under the Plan by 3,000,000 shares;
4. An advisory vote on executive compensation as described in the attached proxy statement;
5. Ratification of the appointment of Ernst & Young LLP, an independent registered public accounting firm, as external auditors of Xilinx for the fiscal year ending March 30, 2019; and
6. Transaction of such other business as may properly come before the meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. Only stockholders of record at the close of business on June 7, 2018, are entitled to notice of and to vote at the meeting.

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

In order to ensure your representation at the meeting, you are urged to vote as soon as possible. You may vote your shares in one of the following ways: (1) via the internet, by visiting the website shown on the Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 1, 2018 (Internet Notice) or proxy card and following the instructions; (2) telephonically by calling the telephone number shown in the Internet Notice or proxy card; (3) by voting in person at the Annual Meeting; or (4) by requesting, completing and mailing in a paper proxy card, as outlined in the Internet Notice. If you have internet access, we encourage you to record your vote on the internet.

FOR THE BOARD OF DIRECTORS

/s/ Catia Hagopian
Catia Hagopian
Secretary
San Jose, California
June 20, 2018

THIS PROXY STATEMENT AND THE ACCOMPANYING PROXY CARD ARE BEING PROVIDED ON OR ABOUT JUNE 20, 2018 IN CONNECTION WITH THE SOLICITATION OF PROXIES ON BEHALF OF THE BOARD OF DIRECTORS OF XILINX, INC. IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE REQUESTED TO VOTE YOUR PROXY ONLINE OR BY TELEPHONE, OR, IN THE ALTERNATIVE, REQUEST, COMPLETE AND MAIL IN A PAPER PROXY CARD.

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XILINX, INC.

PROXY STATEMENT FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS

ABOUT THE ANNUAL MEETING

Q: Who is soliciting my vote?

A: The Board of Directors of Xilinx (Board) is soliciting your vote at the 2018 Annual Meeting of Stockholders (Annual Meeting).

Q: When is the Annual Meeting?

A: The Annual Meeting will take place on August 1, 2018, at 8:00 a.m., Pacific Daylight Time.

Q: Where will the Annual Meeting be held?

A: The Annual Meeting, including any adjournment or postponement of the meeting, will be held at our corporate headquarters located at 2050 Logic Drive, San Jose, California 95124.

Q: How do I gain admittance to the Annual Meeting?

A: Each stockholder must present valid picture identification such as a driver's license or passport and proof of stock ownership as of the record date for entrance to the Annual Meeting.

Q: What proposals are being presented for my vote?

A: You will be asked to vote on:

1. election of the following 11 nominees to serve as a director on the Board for the ensuing year: Dennis Segers, Raman Chitkara, Saar Gillai, Ronald S. Jankov, Mary Louise Krakauer, Thomas H. Lee, J. Michael Patterson, Victor Peng, Albert A. Pimentel, Marshall C. Turner and Elizabeth W. Vanderslice;
2. a proposal to amend our 1990 Employee Qualified Stock Purchase Plan to increase the number of shares reserved for issuance under the Plan by 3,000,000 shares;
3. a proposal to amend our 2007 Equity Incentive Plan (2007 Equity Plan) to increase the number of shares reserved for issuance under the Plan by 3,000,000 shares;
4. an advisory vote on the compensation for our named executive officers;
5. ratification of the appointment of Ernst & Young LLP to serve as external auditors of Xilinx for the fiscal year ending March 30, 2019; and
6. any other business that may properly come before the Annual Meeting.

Q: What are the Board's recommendations?

A: The Board recommends that you vote your shares:

1. FOR each of the Board's 11 nominees for director, who are Dennis Segers, Raman Chitkara, Saar Gillai, Ronald S. Jankov, Mary Louise Krakauer, Thomas H. Lee, J. Michael Patterson, Victor Peng, Albert A. Pimentel, Marshall C. Turner and Elizabeth W. Vanderslice;
2. FOR the amendment to our 1990 Employee Qualified Stock Purchase Plan to increase the number of shares reserved for issuance under the Plan by 3,000,000 shares;
3. FOR the amendment to our 2007 Equity Plan to increase the number of shares reserved for issuance under the Plan by 3,000,000 shares;
4. FOR the advisory vote on the compensation for our named executive officers; and
5. FOR the ratification of the appointment of Ernst & Young to serve as our external auditors for the fiscal year ending March 30, 2019.

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

A: The required quorum to transact business at the Annual Meeting is a majority of the shares of our common stock outstanding on the record date. Shares of common stock entitled to vote and represented at the Annual Meeting by proxy or in person, as well as shares represented by abstentions and broker non-votes (see the answer to "What is a 'broker non-vote' and what is its effect?" below), will be counted towards the quorum. If there is a quorum, the stockholders present at the Annual Meeting may continue to do business, notwithstanding the withdrawal of enough stockholders to leave less than a quorum, if any action (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. If there is no quorum, a majority of the votes present at the meeting may adjourn the Annual Meeting to another date.

Q: What is the record date?

A: The record date for determining shares outstanding and eligible to vote at the Annual Meeting was June 7, 2018.

Q: How many shares of common stock are outstanding?

A: As of the close of business on the record date, June 7, 2018, there were 251,884,017 shares of our common stock outstanding.

ABOUT PROXY MATERIALS AND VOTING

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

A: Instead of mailing a printed copy of our proxy materials to stockholders, we mailed an Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on August 1, 2018 (Internet Notice) to all stockholders entitled to vote at the meeting, as permitted by the rules of the Securities and Exchange Commission (SEC). We believe that it is in the best interests of our stockholders to take advantage of these rules and reduce the expenses associated with printing and mailing proxy materials to all of our stockholders. In addition, as a corporate citizen, we want to reduce the use of natural resources and the environmental impact of printing and mailing the proxy materials. As a result, you will not receive paper copies of the proxy materials unless you specifically request them.

The Internet Notice provides instructions on how you can (1) access the proxy materials on the internet, (2) access your proxy and (3) vote on the internet. If you would like to receive paper copies of the proxy materials, please follow the instructions on the Internet Notice. If you share an address with another stockholder and received only one Internet Notice, you may write or call us to request a separate copy of the proxy materials at no cost to you. We anticipate that the Internet Notice will be mailed on or about June 20, 2018 to all stockholders entitled to vote at the meeting.

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

A: Stockholders who have the same address and last name will receive only one copy of the Internet Notice (or one copy of the printed proxy materials) unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. We adopted this "householding" practice, which is permitted under SEC rules, in an effort to conserve natural resources and reduce printing costs and postage fees.

If you share an address with another stockholder and received only one Internet Notice and would like to request a copy of the proxy materials, please send your request to: Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124, Attn: Investor Relations; call Investor Relations at (408) 879-6558; or visit the Company's website at www.investor.xilinx.com. We will deliver a separate copy of these materials promptly upon receipt of your written or verbal request. Similarly, you may also contact us if you received multiple copies of the proxy materials and would prefer to receive a single copy in the future.

Q: How do I vote?

A: The way in which you may vote by proxy depends on how you hold your shares.

If your shares were registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you hold your shares directly and are a registered stockholder or a stockholder of record. In this case, you may vote by proxy in one of three ways:

- Vote by telephone (instructions are on the Internet Notice and proxy card);
- Vote over the internet (instructions are on the Internet Notice and proxy card); or
-

Fill out the enclosed proxy card, date and sign it, and return it in the enclosed postage pre-paid envelope. You may request a proxy card as outlined in the Internet Notice.

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If you hold your Xilinx stock through a brokerage firm, bank, broker-dealer, trust or other similar organization (that is, in street name), you are a beneficial owner of your shares and should have received an Internet Notice from the broker or other nominee holding your shares. You should follow the instructions in the Internet Notice or voting instructions provided by your broker or nominee in order to instruct your broker or other nominee on how to vote your shares. The availability of telephone and internet voting will depend on the voting process of the broker or nominee.

Regardless how you hold your Xilinx stock, you may vote in person at the Annual Meeting; however, if you hold your Xilinx stock in street name, i.e., through a brokerage firm, bank, broker-dealer, trust or other similar organization, you must obtain a legal proxy from your broker or nominee and bring that proxy to the Annual Meeting.

Q: How many votes do I have?

A: You have one vote for every share of Xilinx common stock you owned as of the close of business on the record date, which is June 7, 2018.

Q: Who will count my votes?

A: The inspector of elections appointed for the Annual Meeting will separately count “FOR” and “AGAINST” votes, abstentions and broker non-votes.

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

A: Shares of common stock for which proxy cards are properly voted via the internet or by telephone, or are properly executed and returned, will be voted at the Annual Meeting in accordance with the directions given or, in the absence of directions, will be voted “FOR” the election of each of the nominees to the Board named herein, “FOR” the amendment to the 1990 Employee Qualified Stock Purchase Plan that increases the number of shares reserved for issuance under the Plan by 3,000,000 shares, “FOR” the amendment to the 2007 Equity Plan that increases the number of shares reserved for issuance under the Plan by 3,000,000 shares, “FOR” the approval of the advisory vote on compensation of our named executive officers, and “FOR” the ratification of the appointment of Ernst & Young as the Company’s external auditors for fiscal 2019. It is not expected that any other matters will be brought before the Annual Meeting. If, however, other matters are properly presented, the persons named as proxies on the proxy card will vote in accordance with their discretion with respect to such matters.

Any stockholder entitled to vote on any matter may vote a portion of their shares in favor of the proposal and refrain from voting the remaining shares or, except when the matter is the election of directors, may vote the remaining shares against the proposal, provided that if the stockholder fails to specify the number of shares which the stockholder is voting affirmatively, it will be conclusively presumed that the stockholder’s approving vote is with respect to all shares that the stockholder is entitled to vote.

Q: What is a “broker non-vote” and what is its effect?

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

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Q: Which ballot measures are considered "non-routine" or "routine"?

A: Brokers that do not receive voting instructions from their clients have the discretion to vote uninstructed shares on "routine" matters but have no discretion to vote them on "non-routine matters." Therefore, if you hold your shares through a broker or nominee, it is critical that you cast your vote if you want it to count for non-routine matters.

Proposal One (election of directors), Proposal Two (amendment to the 1990 Employee Qualified Stock Purchase Plan), Proposal Three (amendment to the 2007 Equity Plan) and Proposal Four (advisory vote on executive compensation) are non-routine matters. If you hold your shares through a broker or nominee and you do not instruct your broker or nominee how to vote on "non-routine" matters, such as Proposals One, Two, Three, or Four, no votes will be cast on your behalf.

Proposal Five (ratification of external auditors) is a routine matter. Brokers or nominees may generally vote on routine matters, and therefore no broker non-votes are expected in connection with Proposal Five.

Q: How are abstentions treated?

A: Abstentions are treated as represented and entitled to vote for purposes of determining a quorum, but have no effect on the outcome except where the affirmative votes with respect to a proposal, though a majority of the votes represented and voting, do not constitute a majority of the required quorum.

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

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

PROPOSAL		VOTE REQUIRED	BROKER DISCRETIONARY VOTE ALLOWED
Proposal One:	Election of 11 directors	Majority of votes cast, except that in contested elections, directors will be elected by the plurality standard whereby those directors with the highest number of votes cast are elected	No
Proposal Two:	Approval of amendment to the 1990 Employee Qualified Stock Purchase Plan	Majority of shares represented and voting at the meeting, so long as the shares voting affirmatively constitute a majority of a quorum	No
Proposal Three:	Approval of amendment of the 2007 Equity Plan	Majority of shares represented and voting at the meeting, so long as the shares voting affirmatively constitute a majority of a quorum	No
Proposal Four:	Annual advisory vote to approve the compensation of our named executive officers	Advisory vote; majority of shares represented and voting at the meeting, so long as the shares voting affirmatively constitute a majority of a quorum	No
Proposal Five:	The ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2019	Majority of shares represented and voting at the meeting, so long as the shares voting affirmatively constitute a majority of a quorum	Yes

In the absence of instructions, shares of common stock represented by valid proxies will be voted in accordance with the recommendations of the Board as shown on the proxy.

Q: What is the advisory vote to approve the compensation of our named executive officers?

A: The non-binding advisory vote on the compensation of our named executive officers in Proposal Four will provide us insight into our stockholders' views on our compensation practices pertaining to our named executive officers.

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

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

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

A: We have retained the services of Alliance Advisors, LLC to assist in obtaining proxies from brokers and nominees of stockholders for the Annual Meeting. We will pay the cost of these solicitation services, which is estimated to be approximately $9,500 plus out-of-pocket expenses. We will also pay brokers or other persons holding stock in their names or the names of their nominees for costs to forward soliciting materials to their principals. In addition, we pay the cost of preparing, assembling and delivering the notice of Annual Meeting, proxy statement and form of proxy. Proxies may also be solicited in person, by telephone or electronically by Xilinx personnel, who will not receive any additional compensation for such solicitation.

Q: May I nominate a director for inclusion in next year’s proxy materials?

A: Our Bylaws permit eligible stockholders to make use of proxy access to nominate director candidates, subject to all the requirements set forth in our Bylaws, a summary of which is as follows. In order to be eligible to nominate a director candidate, the stockholder must hold at least 3% of our outstanding shares of common stock continuously for three years at the time the nomination notice is received by us and the stockholder must continue to hold those shares through the date of the annual meeting. A group of up to 20 stockholders, each of whom meets the requirements of the Bylaws, may form a group to reach the 3% ownership threshold. Eligible stockholders who meet the proxy access requirements set forth in our Bylaws may nominate up to the greater of two candidates or 20% of the directors in office as of the last date on which a nomination notice may be received by us. Such nominations must meet the notice and other requirements set forth in our Bylaws. In order for a proxy access nomination to be timely, it must be received by the Secretary of the Company at our principal executive offices not less than 120 days nor more than 150 days prior to the anniversary of the date when we first distributed our proxy statement to stockholders for the immediately preceding annual meeting of stockholders. To be considered timely for next year’s annual meeting of stockholders, proxy access nominations would need to be received by the Secretary of the Company at our principal executive offices at 2100 Logic Drive, San Jose, California, no earlier than January 21, 2019 and no later than February 20, 2019.

Q: How and when may I submit proposals for consideration at next year’s Annual Meeting of Stockholders?

A: Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 (Exchange Act), to be eligible for inclusion in the Company’s proxy materials for the 2019 Annual Meeting of Stockholders, stockholder proposals must be received by the Secretary of the Company at our principal executive offices at 2100 Logic Drive, San Jose, California 95124 no later than February 20, 2019. Pursuant to Rule 14a-4(c) under the Exchange Act, if a stockholder proposal submitted outside of Rule 14a-8 is not received by the Secretary at our principal executive offices by the close of business on May 6, 2019, the Company may exercise discretionary voting authority under proxies it solicits to vote in accordance with its best judgment on any such stockholder proposal submitted by a stockholder. In addition, under a provision in the Company’s Bylaws relating to Prior Notice For Inclusion on Agenda, stockholder proposals made outside of Rule 14a-8 under the Exchange Act and director nominations that are not intended for inclusion in our proxy materials must be submitted in accordance with the requirements of the Company’s Bylaws, not later than April 3, 2019, and not earlier than March 4, 2019; provided however, that if our 2019 Annual Meeting of Stockholders is called for a date that is not within 25 days before or after the anniversary of the Annual Meeting, then to be considered timely, stockholder proposals must be received by the Secretary of the Company at our principal executive offices not later than the close of business on the tenth day following the day on which notice of the date of our 2019 Annual Meeting of Stockholders was mailed or publicly disclosed, whichever occurs first. The full text of the Company's Prior Notice for Inclusion on Agenda Bylaw provision described above may be obtained by writing to the Secretary of the Company.

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DIRECTORS AND CORPORATE GOVERNANCE

Board Leadership

The Company's Board of Directors currently consists of ten individuals who are elected at each annual meeting and hold office until the next annual meeting of stockholders and until his or her successor has been elected and qualified. In addition, Raman Chitkara, who is not currently a member of the Board, has been nominated for election at the Annual Meeting. His nomination was recommended by the Nominating and Governance Committee and approved by the Board.

The Board seeks to have members with a variety of background and experiences. Set forth below are the names and a brief description of the experience, qualifications, attributes or skills of each of our director nominees that led the Board to conclude that the individual should serve on the Board. There are no family relationships among any of our director nominees or executive officers. Each of the following is a nominee for election or reelection at the Annual Meeting:

Name: Dennis Segers

Age: 65

Chairman of the Board

Director Since: 2015

Mr. Segers joined the Board in October 2015 and was named Chairman of the Board in November 2015. He works as a technology consultant and strategy advisor to companies in a variety of technology markets. Mr. Segers currently also serves on the board of Parade Technologies, Ltd., a publicly-traded fabless semiconductor company. Previously, he was CEO of Tabula, Inc., an innovative programmable logic solutions provider, delivering breakthrough capabilities for challenging systems applications. Prior to Tabula, he served as president, CEO and a director of Matrix Semiconductor, a pioneer of three-dimensional integrated circuits, a first in the history of semiconductor technology. At Matrix, Mr. Segers oversaw the transition of the company from the early technology feasibility phase to high volume production, culminating in the acquisition of the company by SanDisk in January 2006. From 1994 through 2001, Mr. Segers was an employee of Xilinx, serving in a variety of leadership roles including Senior Vice President and General Manager of the FPGA product groups. Mr. Segers also serves on the Board of AnDAPT, Inc., a privately-held developer of on-demand power management solutions.

Mr. Segers has extensive experience serving in executive management and on boards of directors of companies in the semiconductor industry. As a result of his experience, Mr. Segers is able to provide important strategic perspectives on the semiconductor industry and issues facing semiconductor companies.

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Strategic Growth
- Entrepreneurial Experience
- Board of Directors Experience
- Corporate Governance
- International Experience
- Investor Experience

Name: Raman Chitkara

Age: 59

Board Nominee

Director Since: N/A

Mr. Chitkara was nominated for election to the Board on June 13, 2018. Mr. Chitkara is a partner at PricewaterhouseCoopers LLP ("PwC"), a public accounting firm, where he serves as its Global Technology Industry Leader and previously served as the firm's Global Semiconductor Industry Leader. Mr. Chitkara joined PwC in September 1984 and will be retiring from PwC at the end of June 2018. During his tenure at PwC, he has held a number of additional leadership positions, including membership of the Audit Quality Board and Leader of the Global Assurance TICE (Technology, Information, Communication, Entertainment and Media) Practice.

Mr. Chitkara's qualifications to serve on the Board include his extensive experience with public and financial accounting matters for complex global organizations. His financial experience will enable Mr. Chitkara to contribute meaningfully to the Board's role in the oversight of our financial reporting, accounting and executive compensation practices. In addition, Mr. Chitkara's extensive knowledge of the technology sector and semiconductor industry will bring valuable insight to the Company's strategic plans and investments.

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Strategic Growth
- Risk Management
- International Experience
- Investor Experience
- Human Capital Management / Compensation

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Name: Saar Gillai

Age: 52

Director Since: 2016

Committee Membership:

- Nominating and Governance

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Marketing / Sales Experience
- Strategic Growth
- Entrepreneurial Experience
- Board of Directors Experience
- International Experience
- Investor Experience

Mr. Gillai joined the Board in May 2016. He has over 25 years of experience in the technology sector and currently advises startups focused on the communications and enterprise space. Mr. Gillai serves as the Chief Executive Officer of Teridion Inc., a cloud routing optimization company, a position he has held since October 2017. From September 2015 until November 2016, he served as Senior Vice President and General Manager of Hewlett-Packard Enterprise's Communications Solutions Business. From October 2012 until September 2015, Mr. Gillai served as Senior Vice President, General Manager and Chief Operating Officer of the Cloud business of Hewlett-Packard Company (HP). From May 2010 until October 2012, Mr. Gillai served as Vice President, Advanced Technology Group and Chief Technology Officer of HP Networking. Prior to HP, Mr. Gillai was Senior Vice President of Worldwide Products and Solutions for 3Com Corporation, which was acquired by HP in 2010. Mr. Gillai also has held senior management positions in engineering with Tropos Networks Inc., a provider of wireless mesh products and senior management positions in product development and operations with Enfora, Inc., a wireless machine-to-machine (M2M) company. In addition, Mr. Gillai served for seven years in a variety of leadership positions with Cisco Systems, Inc., including as Vice President of Engineering for Cisco's Wireless Networking business unit.
Mr. Gillai brings to the Board over 20 years of leadership and management experience in product development, engineering, operations and general management with a variety of technology companies. Through this experience, he has gained both technical expertise and strategic insights into a variety of key markets and applications which the Company serves, as well as in-depth understanding of the evolution and adoption of cloud technologies and processes in the enterprise and service provider market.

Name: Ronald S. Jankov

Age: 59

Director Since: 2016

Committee Membership:

- Compensation

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy

Mr. Jankov joined the Board in May 2016. Mr. Jankov is Chief Executive Officer of GlobalLink1 Capital, an investment firm he founded in 2014. From 2012 to 2014, Mr. Jankov served as Senior Vice President and General Manager of Processors and Wireless Infrastructure for Broadcom Corporation. From 2000 to 2012, Mr. Jankov was President and Chief Executive Officer and a director of NetLogic Microsystems, Inc., a fabless provider of semiconductors for networking applications. Under Mr. Jankov's leadership, NetLogic grew from start-up, through an IPO to market leadership in network processing devices, culminating in the company's acquisition by Broadcom for $3.7 billion. Mr. Jankov has also held executive management positions with NeoMagic Corporation, a fabless semiconductor company, Cyrix Corporation, a developer of microprocessors, and Accell Technology, a semiconductor company he founded that was later acquired by Cyrix. Mr. Jankov also served in senior management at LSI Logic and began his career at Texas Instruments Inc. Mr. Jankov serves on the board of Knowles Corporation as well as several private companies.

Mr. Jankov brings to the Board over 35 years of leadership experience in the semiconductor industry and a track record of success growing a business through both organic and inorganic strategies. He has served in senior management roles and on the boards of directors of public and private semiconductor companies. Through his extensive knowledge of the industry, Mr. Jankov brings unique insights that are valuable when evaluating the Company's product technology, markets and strategic plans and investments.

- Marketing / Sales Experience
- Strategic Growth
- Entrepreneurial Experience
- Board of Directors Experience
- Risk Management
- Corporate Governance
- International Experience
- Investor Experience
- Human Capital Management / Compensation

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Name: Mary Louise Krakauer

Age: 61

Director Since: 2017

Committee Membership:

- Compensation

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Marketing / Sales Experience
- Strategic Growth
- Board of Directors Experience
- Risk Management
- International Experience
- Human Capital Management / Compensation

Ms. Krakauer joined the Company's Board in October 2017. From September 2016 to December 2016, she served as Executive Vice President, Chief Information Officer of Dell Corporation, where she was responsible for global IT, including all operations and integration activity. From January 2016 to September 2016, she served as the Executive Vice President, Chief Information Officer of EMC Corporation. Prior to that she served as Executive Vice President, Business Development, Global Enterprise Services for EMC Corporation from June 2015 to December 2015 and as Executive Vice President, Global Human Resources for EMC Corporation from April 2012 to June 2015, where she was responsible for executive, leadership and employee development, compensation and benefits, staffing and all of the people-related aspects of acquisition integration. Ms. Krakauer has also held leadership roles at Hewlett-Packard Enterprise, Compaq Computer Corporation and Digital Equipment Corporation. Ms. Krakauer serves on the boards of Mercury Systems, Inc., a commercial provider of secure sensor and safety critical mission processing subsystems, and DXC Technology Company, a leading independent, end-to-end IT services company.

Ms. Krakauer brings to the Board senior leadership, management and operational expertise from her extensive experience gained from serving as an executive at multi-national technology companies. Her knowledge helps the Board shape the Company's operations and strategic growth plans. Ms. Krakauer also plays a meaningful role in the oversight of the Company's executive compensation practices.

Name: Thomas H. Lee

Age: 58

Director Since: 2016

Committee Membership:

- Nominating and Governance

Skills & Qualifications:

- Leadership Experience
-

Dr. Lee joined the Board in May 2016. Dr. Lee is a Professor of Electrical Engineering at Stanford University. He joined the Stanford faculty in 1994 and founded the Stanford Microwave Integrated Circuits Laboratory. From April 2011 through October 2012, he served as the Director of the Microsystems Technology Office at the Defense Advanced Research Projects Agency (DARPA). He has also co-founded three startups: Matrix Semiconductor, Inc. (acquired by SanDisk), ZeroG Wireless (acquired by Microchip Technology) and Ayla Networks. Dr. Lee received his S.B., S.M. and doctorate of Electrical Engineering from the Massachusetts Institute of Technology. He has written and co-authored numerous books and papers and is widely recognized for his expertise in high

performance analog circuit designs and wireless communications technology. He is a Fellow of the Institute of Electrical and Electronics Engineers and has been the recipient of many honors and awards including the United States Secretary of Defense Medal for Exceptional Civilian Service for his service at DARPA. He was also awarded the 2011 Ho-Am Prize in Engineering. He has been granted 65 patents. Dr. Lee brings to the Board a unique blend of technical expertise pertaining to many of the technology trends shaping the growth of the markets the Company serves, along with entrepreneurial experience and senior leadership capabilities in creating innovative programs in a variety of defense and military communication markets. His extensive knowledge helps the Board shape the Company's strategic research and development plans and provides valuable insights into the driving technology trends within the Company's industry and target markets.	Technology / Industry Experience • Entrepreneurial Experience • Board of Directors Experience • Corporate Governance • International Experience • Investor Experience • Government Experience • Academia

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Name: J. Michael Patterson

Age: 72

Director Since: 2005

Committee Memberships:

- Compensation (Chair)
- Audit

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Marketing / Sales Experience
- Board of Directors Experience
- Risk Management
- Investor Experience
- Human Capital Management / Compensation

Mr. Patterson joined the Board in October 2005. Mr. Patterson was employed by PwC, from 1970 until retirement in 2001. The positions he held during his 31-year career at PwC include chair of the national high-tech practice, chair of the semiconductor tax practice, department chair of PwC's Silicon Valley tax practice and managing partner of PwC's Silicon Valley office. Mr. Patterson also serves on the board of a private company and a charitable organization. Mr. Patterson's qualifications as a Board member include his extensive experience with public and financial accounting matters for complex global organizations. Mr. Patterson's extensive financial background, including specifically advising companies in the semiconductor industry, has enabled him to play a meaningful role in the oversight of our financial reporting and accounting practices and executive compensation practices.

Name: Victor Peng

Age: 58

President and Chief Executive Officer

Director Since: 2017

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Marketing / Sales Experience
- Strategic Growth

Mr. Peng joined the Company in April 2008 and currently serves as Chief Executive Officer, a position he has held since January 2018. He joined the Board in October 2017. From April 2017 to January 2018, Mr. Peng served as the Company's Chief Operating Officer. From July 2014 to April 2017, he served as Executive Vice President and General Manager of Products. From May 2013 through July 2014, Mr. Peng served as Senior Vice President and General Manager of the Programmable Platforms Group. From May 2012 through April 2013, he served as Senior Vice President of the Programmable Platforms Group. From November 2008 through April 2012, he served as Senior Vice President of the Programmable Platforms Development Group. Prior to joining the Company, Mr. Peng served as Corporate Vice President, Graphics Products Group at Advanced Micro Devices (AMD), a provider of processing solutions, from November 2005 to April 2008. Prior to joining AMD, Mr. Peng served in a variety of executive engineering positions at companies in the semiconductor and processor industries.

As CEO, Mr. Peng offers his strategic vision for the Company and provides an important link between management and the Board, enabling the Board to perform its oversight function with the benefit of management's perspective. Mr. Peng brings extensive experience in management and engineering with semiconductor companies and a deep understanding of the Company's technology, business, customers and key business drivers, as well as the competitive landscape. As a result, Mr. Peng brings a broad range of skills to the Board, particularly in the area of developing and growing semiconductor and software businesses.	• Risk Management • International Experience • Investor Experience • Human Capital Management / Compensation

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Name: Albert A. Pimentel

Age: 63

Director Since: 2010

Committee Membership:

- Audit (Chair)

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Marketing / Sales Experience
- Strategic Growth
- Entrepreneurial Experience
- Board of Directors Experience
- Risk Management
- Corporate Governance
- International Experience
- Investor Experience

Mr. Pimentel joined the Board in August 2010. He is chairman of the board of Afero, Inc., a developer and marketer of a software platform that enables non-computing products to be connected to the internet or other private networks. Previously, Mr. Pimentel held various executive positions with Seagate Technology PLC, a manufacturer of hard drives and storage solutions, including Executive Vice President from January 2016 to October 2016, President, Global Markets & Customers from October 2013 to January 2016 and Executive Vice President, Chief Sales and Marketing Officer from April 2011 until October 2013. Mr. Pimentel also served on Seagate's board of directors from March 2009 until April 2011. From May 2008 to August 2010, Mr. Pimentel served as the Chief Operating Officer and Chief Financial Officer for McAfee, Inc., a consumer and enterprise digital security products company. Mr. Pimentel is also on the board of directors of Imperva, Inc., a security software company.

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

Name: Marshall C. Turner

Age: 76

Director Since: 2007

Committee Membership:

- Audit

Skills & Qualifications:

- Leadership Experience
- Technology / Industry

Mr. Turner joined the Board in March 2007. He is chairman of the board of directors of the AB Funds, a $60 billion family of 106 mutual funds. Mr. Turner served as CEO of Dupont Photomasks, Inc., a manufacturer of photomasks for semiconductor chip fabrication between 2003 and 2006, as Chairman from 2003 until the company's acquisition in 2005 – as well as interim Chairman and CEO in 1999-2000. In addition, from 2007 to 2014, Mr. Turner served as a member of the board of directors of SunEdison, Inc., a manufacturer of silicon wafers for semiconductor and solar power applications and developer of solar power plants. He also serves on the board of the Smithsonian's National Museum of Natural History and the George Lucas Education Foundation.

Mr. Turner has been involved in the semiconductor and software industries, among others, for 40 years, in a variety of roles including as the CEO of two companies in the semiconductor industry, interim or CEO of three other companies, chairman of two software companies, general partner of an early-stage institutional venture capital firm and an early career as an industrial designer and biomedical engineer. From these experiences, Mr. Turner has developed a broad range of skills that contribute to the Board's oversight of the operational, financial and risk management aspects of our business. Mr. Turner has also served on 24 corporate boards of directors and has chaired five of them, giving him meaningful perspective with respect to the various business and governance issues faced by the Board.

Experience

- Finance / Financial Literacy
- Strategic Growth
- Entrepreneurial Experience
- Board of Directors Experience
- Risk Management
- Corporate Governance
- International Experience
- Investor Experience
- Human Capital Management / Compensation
- Government Experience

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Name: Elizabeth W. Vanderslice

Age: 54

Director Since: 2000

Committee Memberships:

- Nominating and Governance (Chair)
- Compensation

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Marketing / Sales Experience
- Strategic Growth
- Entrepreneurial Experience
- Board of Directors Experience
- Corporate Governance
- Investor Experience
- Human Capital Management / Compensation

Ms. Vanderslice joined the Board in December 2000. From 1999 to 2001, Ms. Vanderslice served as a general manager of Lycos, Inc. through its acquisition and subsequent reorganization. From 1996 to 1999, Ms. Vanderslice was CEO of Wired Digital, Inc., the online-media division of Wired Ventures, Inc. and a member of the boards of both Wired Digital, Inc. and Wired Ventures, Inc. before leading the company's acquisition by Lycos, Inc. Prior to joining Wired Digital in early 1995, Ms. Vanderslice served as a principal in the investment banking firm Sterling Payot Company, where she helped raise the capital to launch Wired Magazine, and as Vice President at H.W. Jesse & Co., a San Francisco investment banking firm. She also worked for the IBM Corporation before earning her MBA from the Harvard Business School. Ms. Vanderslice is an Aspen Institute Henry Crown Fellow and was a member and officer of the Young Presidents' Organization and the World Presidents' Organization. She also serves on the Board of Trustees of Boston College and on the board of directors of Woods College of Advancing Studies at Boston College.

Ms. Vanderslice brings a broad range of skills to the Board from her experience as the CEO and board member of an innovative internet access and original content provider and an investment banker. In addition to her academic and professional background in computer science and systems engineering, Ms. Vanderslice contributes to the Board's understanding of the Company's sales and marketing efforts and engineering management, and her experience in mergers and acquisitions is valuable to the Board in evaluating strategic transactions.

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Director Qualifications, Skills and Experience

The Nominating and Governance Committee has determined that it is important for an effective Board to have directors with a balance of the qualifications, skills and experience set forth in the table below.

Skills and Experience	Dennis Segers	Raman Chitkara	Saar Gillai	Ronald S. Jankov	Mary Louise Krakauer	Thomas H. Lee	J. Michael Patterson	Victor Peng	Albert A. Pimentel	Marshall C. Turner	Elizabeth W. Vanderslice
Leadership Experience[1]	√	√	√	√	√	√	√	√	√	√	√
Technology / Industry Experience[2]	√	√	√	√	√	√	√	√	√	√	√
Finance /Financial Literacy[3]	√	√	√	√	√		√		√	√	√
Marketing / Sales Experience[4]			√	√	√		√	√	√		√
Strategic Growth[5]	√	√	√	√	√			√	√	√	√
Entrepreneurial Experience[6]	√		√	√		√			√	√	√
Board of Directors Experience[7]	√		√	√	√	√	√		√	√	√
Risk Management[8]		√		√	√		√	√	√	√	
Corporate Governance[9]	√			√		√			√	√	√
International Experience[10]	√	√	√	√	√	√		√	√	√	
Investor Experience[11]	√	√	√	√		√	√	√	√	√	√
Human Capital Management / Compensation[12]		√		√	√		√	√		√	√
Government Experience [13]						√				√	
Academia[14]						√					
Diversity and Board Tenure											
Diversity of Gender, Race, Ethnicity, National Origin [15]		√	√		√	√		√	√		√
Board Tenure (no. of years as of June 20, 2018)	2	—	2	2	—	2	12	—	7	11	17

(1) Leadership Experience: Has held senior leadership position(s) including C-level positions over an extended period and possesses leadership qualities, the ability to identify such qualities in others, or otherwise demonstrated practical understanding of organizations, processes, strategy and risk management.

(2) Technology/Industry Experience: Experience in technology, computer or semiconductor industries, or the industries of the Company's customers and suppliers; or engineering experience offering greater insight into the technology that underlies the Company's products.

(3) Finance/Financial Literacy: Knowledge of financial markets, financing and funding operations, tax, investments and capital allocation; or knowledge of accounting, financial reporting and internal control processes.

(4) Marketing/Sales Experience: Proven track record of identifying and developing new customers and markets, or brand marketing experience.

(5) Strategic Growth: Experience and success in growing a business or establishing businesses, whether organically or through acquisitions.
(6) Entrepreneurial Experience: Experience in successfully creating new businesses with products and services based on breakthrough technologies or succeeding in emerging or developing markets.
(7) Board of Directors Experience: Prior experience serving on company boards and understanding of the role, dynamics and operation of a corporate board, the relationship of a board to the CEO and other members of the management team and how to oversee an evolving and complex mix of strategic, operational and compliance-related matters.
(8) Risk Management: Experience in understanding and reviewing business risks and corporate strategy.
(9) Corporate Governance: Experience that supports strong board and management accountability, transparency and protecting shareholder interests.
(10) International Experience: International and global perspective contributing to guiding the Company's business outside the U.S.
(11) Investor Experience: Experience engaging with investors and demonstrated understanding of the shareholders' perspective on key Company issues and strategy.
(12) Human Capital Management / Compensation: Experience attracting, motivating and retaining top candidates for positions at the Company, evaluating performance and compensation of senior management, and overseeing strategic human capital planning.
(13) Government Experience: Experience operating in an industry requiring compliance with regulatory requirements across numerous countries and governmental and non-governmental entities.
(14) Academia: Academic research and organizational management useful to the Company.
(15) Diversity of Gender, Race, Ethnicity, National Origin: This director has self-identified as bringing diversity to the Board by way of gender, race, ethnicity, national origin or other characteristics supporting the Company's diversity initiative.

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Board Independence

The Nasdaq listing standards require that a majority of the members of a listed company's board of directors must qualify as "independent" as affirmatively determined by its board of directors. The Board annually reviews information relating to the members of the Board to ensure that a majority of the Board is independent under the Nasdaq listing requirements and the rules of the SEC.

After review of all relevant transactions and relationships between each director or nominee, his or her family members and entities affiliated with each director or nominee and Xilinx, our senior management and our independent registered public accounting firm, the Board has determined that nine of our ten directors are independent directors as defined in the Nasdaq listing standards and SEC rules, and that the additional nominee, Mr. Chitkara, is also independent within the meaning of those rules. Mr. Peng, our President and CEO, is not an independent director because he is a current employee of Xilinx.

In making a determination of the independence of each director or nominee, the Board reviewed relationships and transactions occurring since the beginning of fiscal 2016 between each such individual, his or her family members and entities affiliated with each director or nominee and Xilinx, our senior management and our independent registered public accounting firm. In particular, the Board has considered Mr. Gillai's and Mr. Pimentel's status as former executives of Hewlett-Packard Enterprise and Seagate Technology PLC, respectively, each of which is a party to a commercial relationship with the Company entered into in the ordinary course of business. In making its determination, the Board applied the standards for independence adopted by Nasdaq and the SEC. In each case, the Board determined that, because of the nature of the relationship or the amount involved in the transaction, the relationship did not impair the director's independence.

Board Meetings and Committees

The Board held a total of six meetings during the fiscal year ended March 31, 2018. All directors are expected to attend each meeting of the Board and the Committees on which he or she serves and are also expected to attend the Annual Meeting. Eight of the nine directors then serving on the Board attended the 2017 Annual Meeting of Stockholders held in August 2017. Each incumbent director attended at least 75% of the aggregate of all meetings of the Board or its Committees on which such director served during the fiscal year. The Board holds four pre-scheduled meetings per fiscal year.

The Board has four standing committees, consisting of the Audit Committee, Compensation Committee, Nominating and Governance Committee, and Committee of Independent Directors (Committees). The Board and its Committees have authority to engage independent advisors and consultants and have used such services. The primary responsibilities of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee are set forth in the respective committee charters approved by the Board, which are posted on the investor relations page of our website located at www.investor.xilinx.com under "Corporate Governance."

Set forth below are the directors currently serving on each of the Board's four standing committees as well as a description of each committee.

	Audit Committee	Compensation Committee	Nominating and Governance Committee	Committee of Independent Directors
Non-Employee Directors:				
Dennis Segers				
Saar Gillai				
Ronald S. Jankov				
Mary Louise Krakauer				
Thomas H. Lee				
J. Michael Patterson		Chair		
Albert A. Pimentel	Chair			
Marshall C. Turner				
Elizabeth W. Vanderslice			Chair	
Employee Director:				

Victor Peng
Audit Committee
The current members of the Audit Committee are Albert A. Pimentel, J. Michael Patterson and Marshall C. Turner. During fiscal 2018, the Audit Committee held five meetings. The Audit Committee assists the Board in fulfilling its oversight responsibilities

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to the stockholders relating to the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls and the audit process. The Board has determined that each Audit Committee member meets the independence and financial knowledge requirements under the SEC rules and the corporate governance listing standards of Nasdaq. The Audit Committee operates in accordance with a written charter adopted by the Board, which complies with Nasdaq listing standards and SEC rules.

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

Compensation Committee

The current members of the Compensation Committee are J. Michael Patterson, Ronald S. Jankov, Mary Louise Krakauer and Elizabeth W. Vanderslice. The Board has determined that each member of the Compensation Committee meets the independence requirements under the SEC rules and the Nasdaq listing standards. During fiscal 2018, the Compensation Committee held ten meetings. The Compensation Committee has responsibility for establishing our compensation policies. The Compensation Committee determines the compensation for our Board members and executive officers and has exclusive authority to grant equity-based awards, including options and restricted stock units (RSUs), to our executive officers under our 2007 Equity Plan. The Compensation Committee evaluates the CEO's performance and determines CEO compensation, including base salary, incentive pay and equity awards. The CEO is not present during the Compensation Committee's deliberations or voting on CEO compensation, but may be present during voting and deliberations related to compensation of other executive officers. For further information about the processes and procedures for the consideration and determination of executive compensation, please refer to the section of this proxy statement entitled "EXECUTIVE COMPENSATION—Compensation Discussion and Analysis."

Nominating and Governance Committee

The current members of the Nominating and Governance Committee are Elizabeth W. Vanderslice, Saar Gillai and Thomas H. Lee. Mr. Segers was also a member of the Nominating and Governance Committee during a portion of fiscal 2018. During fiscal 2018, the Nominating and Governance Committee held five meetings. The Nominating and Governance Committee has responsibility for identifying, evaluating and recommending individuals to serve as members of the Board and establishing policies affecting corporate governance. The Nominating and Governance Committee, among other things, makes suggestions regarding the size and composition of the Board and ensures that the Board reviews our management organization, including management succession plans.

Committee of Independent Directors

All independent directors are members of the Committee of Independent Directors. This Committee met four times during fiscal 2018. The Committee's principal focus is succession planning but it also addresses other topics as deemed necessary and appropriate. The Committee of Independent Directors typically meets outside the presence of management.

Nomination Criteria and Board Diversity

The Board believes in bringing a diversity of backgrounds and viewpoints to the Board and desires that its directors and nominees possess critical skills and experience in the areas of semiconductor design and marketing, manufacturing, software and finance. The Board also believes having directors of diverse gender, race and ethnicity, along with varied skills and experiences, contributes to a balanced and effective Board. Our Significant Corporate Governance Principles affirm our commitment to a policy of inclusiveness. To further that commitment, in any director candidate search the Nominating and Governance Committee commits to actively seek out director candidates reflecting a diversity of backgrounds, perspectives, experiences, genders, races and ethnicities.

These factors, and any other qualifications considered useful by the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time. As a result, the priorities and focus of the Nominating and Governance Committee may change from time to time to take into account changes in business and other trends, as well as the portfolio of skills and experience of current and prospective Board members. Therefore, while focused on the achievement and the ability of potential candidates to make a positive contribution with respect to such factors, the Nominating and Governance Committee has not established any specific minimum criteria or qualifications that a director or nominee must possess.

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

Consideration of new Board candidates typically involves a series of internal discussions, review of information concerning candidates and interviews with selected candidates. The Board has engaged search firms to assist the Nominating and Governance Committee in identifying and assessing director candidates with a specific focus on potential qualified candidates who are women or from underrepresented minorities. The Nominating and Governance Committee will also consider candidates proposed by stockholders using the same process it uses for a candidate recommended by a member of the Board, an employee or a search firm. A stockholder seeking to recommend a prospective nominee for the Nominating and Governance Committee's consideration should submit the candidate's name and qualifications by mail addressed to the Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124, by email to corporate.secretary@xilinx.com or by fax to (408) 377-6137.

Board's Role in Risk Oversight

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

Corporate Governance Principles

The Company and the Board, through the Nominating and Governance Committee, regularly review and evaluate our corporate governance principles and practices. Our Significant Corporate Governance Principles, Code of Conduct, Directors' Code of Ethics and charters for the Audit Committee, Compensation Committee and Nominating and Governance Committee are posted on our website at www.investor.xilinx.com. Printed copies of these documents are also available to stockholders upon written request addressed to the Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124 or by email at corporate.secretary@xilinx.com.

Board Leadership Structure and Independence

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

It is the written policy of the Board that if the Chairman is not an "independent director" as defined in the Nasdaq listing standards, the Board will designate an independent director to serve as Lead Independent Director. We believe that having an independent Chairman or a Lead Independent Director, either of whom is responsible for coordinating the activities of the independent directors and chairing the meetings of the Committee of Independent Directors, among other duties, allows the Company's CEO to better focus on the day-to-day management and leadership of the Company, while better enabling the Board to advise and oversee the performance of the CEO. Our Chairman, Dennis Segers, is an independent director, so we currently do not have a Lead Independent Director.

Majority Vote Standard

All directors are elected annually at the annual stockholder meeting. As set forth in our Bylaws, directors are elected based on the majority of votes cast for each nominee, except in the case of a contested election in which the number of nominees exceeds the number of directors to be elected. In such contested elections, directors are elected by the plurality standard, which means those directors with the highest number of votes cast are elected. For the purposes of this paragraph, the majority of votes cast means that the number of shares voted "FOR" a director must exceed the number of shares voted "AGAINST" that director. Any director who receives more "AGAINST" votes than "FOR" votes is required to tender his or her resignation to the Board, which will announce its decision with regard to such resignation within 120 days following the certification of election results.

Board Evaluation

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

Board Service Limits and Terms

The Board has set a limit on the number of public company boards on which a director may serve to three for our Chief Executive Officer and four for all other directors, including service on the Xilinx Board.

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

Change of Principal Occupation or Association

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

Director Education

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

Stock Ownership Requirements

Directors

The Board has established minimum stock ownership guidelines for non-employee directors. Under these guidelines, non-employee directors are required to own Xilinx common stock having a value equal to at least five times the base annual cash retainer offered equally to all non-employee directors for service as a director (excluding any retainers paid for service as Chairman of the Board or on a committee). The base annual cash retainer for directors is currently $65,000, and therefore directors are currently required to own common stock with a value of at least $325,000. Based on $69.60, the closing price of our common stock on May 25, 2018, $325,000 would purchase 4,669 shares of our common stock.

Directors are required to retain half of the shares of our common stock derived from awards of RSUs until this ownership requirement is met. Half of the RSUs that are vested but are not settled pursuant to a pre-arranged deferral program will count toward the ownership requirement. Based on $69.60, the closing price of our common stock on May 25, 2018, eight of our nine non-employee directors have met the stock ownership requirements. Ms. Krakauer, who joined the Board in fiscal 2018, has not yet met the stock ownership requirements.

Executive Officers

The Board has also established minimum stock ownership guidelines for executive officers. Our CEO is required to own shares of our common stock having a value of at least $4.5 million. Any person serving as Chief Operating Officer is required to own shares of our common stock having a value of at least $1.5 million. Executive vice presidents are required to own shares of our common stock having a value of at least $1.0 million. Senior vice presidents who are Section 16 officers (i.e., any officer that is deemed to be an executive officer under SEC rules for purposes of Section 16 of the Exchange Act) are required to own shares of our common stock having a value of at least $750,000, and corporate vice presidents who are Section 16 officers are required to own shares of our common stock having a value of at least $500,000. In addition, until their stock ownership requirements are met, the CEO and all other Section 16 officers must retain half of the shares of our common stock derived from awards of time-based RSUs that were granted beginning in July 2011 and 45% of the shares of our common stock derived from awards of performance-based RSUs that were granted beginning in July 2013. Messrs. Peng, Önder and Madden have not yet met the stock ownership requirements.

Succession Planning

The Board plans for succession to the position of the Chairman of the Board, the position of CEO and other senior management positions to help ensure continuity of leadership. To assist the Board, the CEO provides the Board with an assessment of other senior managers and their potential as a suitable successor. The CEO also provides the Board with an assessment of persons considered potential successors to certain senior management positions. In April 2017, the non-management members of the Board took steps to implement a multi-year succession plan. Pursuant to this plan, in January 2018, Mr. Peng, previously the Company's Chief Operating Officer, succeeded Moshe Gavrielov as President and CEO.

Codes of Conduct and Ethics

The Board has adopted a Code of Conduct applicable to our directors, employees and contractors, including our CEO and CFO and all accounting personnel. The Code of Conduct includes a Non-Retaliation Policy that prohibits retaliation against any person for providing information in good faith or otherwise assisting in an investigation concerning conduct that may constitute a violation

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of law, regulation, the Code of Conduct, or other Company policies. The Company also provides an anonymous reporting system for reports of perceived violations. Independent directors receive complaints and reports of violations regarding accounting, internal accounting controls, auditing, legal and other matters reported through the anonymous reporting process. Our Chief Compliance Officer provides a quarterly report to the Audit Committee of incident reports identified through the anonymous reporting process, or otherwise.

The Board has adopted a separate Code of Ethics that applies specifically to the Board, which covers topics including insider trading, confidentiality, conflicts of interests and compliance with other laws.

The Code of Conduct and the Code of Ethics are available on the investor relations page of our website at www.investor.xilinx.com. Printed copies of these documents are also available to stockholders upon written request directed to Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose, CA 95124.

A waiver of any violation of the Code of Conduct by an executive officer or director and a waiver of any violation of the Directors' Code of Ethics may only be made by the Board. The Company will post any such waivers, as well as amendments to the Code of Conduct, on our website under the Corporate Governance page at www.investor.xilinx.com.

Anonymous Reporting and Whistleblower Protection

Our Code of Conduct includes protections for employees who report violations of the Code of Conduct, other policies, laws, rules and regulations. We have implemented an internet-based anonymous reporting process for employees to report violations they do not otherwise bring directly to management. The site can be accessed from our intranet as well as from the internet.

Stockholder Value

The Board recognizes the interests of stockholders and, accordingly, as related to the Company's equity plans:

- All employee stock plans are submitted to the stockholders for approval prior to adoption;
- The 2007 Equity Plan includes a provision that prohibits repricing of options, whether through direct reduction of exercise prices, cancellation of the option or stock appreciation right (SAR) in exchange for a new option or SAR having a lower exercise price, or replacement of options or SARs with full value awards (i.e., awards of restricted stock or RSUs);
- The 2007 Equity Plan includes an annual limit on the aggregate dollar value of equity awards and cash that may be granted to non-employee directors; and
- The Company is committed to keeping dilution under its stock plans for employees below industry standards.

Stockholder Communications to the Board

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

Compensation of Directors

Directors who are not actively employed as employees of the Company receive compensation for their service as directors. Directors who are actively employed as employees by the Company receive no additional compensation for their service as directors. Mr. Peng is currently the only employee director of the Company.

Cash Compensation

Our non-employee directors are paid in installments on a quarterly and pro-rated basis depending on such director's service during the quarter. Following is a schedule of annual cash compensation for service on the Board:

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Director Position	Annual Cash Retainer
Chairpersons:	
Board	$65,000
Audit Committee	$25,000
Compensation Committee	$20,000
Nominating and Governance Committee	$15,000
Members:	
Board	$65,000
Audit Committee	$12,500
Compensation Committee	$10,000
Nominating and Governance Committee	$7,500
Lead Independent Director	$10,000

As presented in the above table, through fiscal 2018, all Board members received a base annual retainer of $65,000 and could receive additional fees depending on their service as a chairperson of the Board or chairperson or member of a Board committee. Effective August 1, 2018, the annual cash retainer for Board members will be $72,500, and the additional cash retainer for the Board chairperson and the Audit Committee chairperson will be $115,000 and $30,000, respectively. For fiscal 2018, we did not have a Lead Independent Director, because Dennis Segers, an independent director, served as Chairman of the Board.

Equity Compensation

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

Annual Grant

Each non-employee director is eligible for an RSU award having a value of $200,000 on the date of each annual stockholders meeting, provided the non-employee director continues in office following the meeting. To date, the number of shares subject to such RSUs has been based on the closing market price of our common stock on the date of grant. Beginning with this year's Annual Meeting, the number of shares will be based on the average of the closing prices on each of the trading days occurring during the three calendar months immediately prior to the month in which the grant occurs. The annual RSU awards vest on the day immediately preceding the subsequent annual meeting, subject to the director's continuous service on the Board through that date. On August 9, 2017, the date of the 2017 Annual Meeting of Stockholders, each non-employee director continuing in office after the meeting was automatically granted RSUs having a value of $200,000. On that date, the closing market price of our common stock was $62.74; accordingly, each non-employee director received a grant of 3,188 RSUs that will vest in full on July 31, 2018, the day immediately preceding the Annual Meeting.

Initial Grant

A non-employee director joining the Board between annual meetings of stockholders, and who has not previously served as an employee director, will receive a grant of RSUs on or about the tenth day of the month following the director's initial appointment or election to the Board. The new director will receive RSUs having a value of $200,000 on the date of grant, prorated based on the number of days from the initial appointment or election until the anniversary of the most recently-held annual meeting. The RSUs vest in full on the day immediately preceding the subsequent annual meeting of stockholders. On November 10, 2017, on which date the closing market price of our common stock was $71.87, Ms. Krakauer received a grant of 2,165 RSUs that will vest in full on July 31, 2018.

Limit on Non-Employee Director Compensation

Our 2007 Equity Plan limits cash and equity compensation for each non-employee director to no more than $750,000 per fiscal year.

Stock Ownership Guidelines

Under our stock ownership guidelines, non-employee directors are required to own shares of Xilinx common stock having a value equal to at least $325,000, which is equal to five times their base annual cash retainer. Non-employee directors are required to retain half of the shares of common stock derived from awards of RSUs until their ownership requirements are met. Half of the RSUs that are vested but are not settled pursuant to a pre-arranged deferral program will count toward the ownership requirement.

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For more information about stock ownership guidelines for directors, please see “DIRECTORS AND CORPORATE GOVERNANCE—Corporate Governance Principles—Stock Ownership Requirements.”

Deferred Compensation

We also maintain a nonqualified deferred compensation plan which allows each director as well as eligible employees to voluntarily defer receipt of a portion or all of their cash compensation until the date or dates elected by the participant, thereby allowing the participating director or employee to defer taxation on such amounts. For a discussion of this plan, please see “EXECUTIVE COMPENSATION—Nonqualified Deferred Compensation Plan.” In addition, pursuant to the 2007 Equity Plan, non-employee directors may elect to defer the receipt of shares issuable pursuant to RSUs that are automatically granted to them each year.

Director Compensation for Fiscal 2018

The following table provides information on director compensation in fiscal 2018:

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Dennis Segers (Chairman)	131,608	195,616	—	—	—	—	327,224
Saar Gillai	72,500	195,616	—	—	—	—	268,116
Mary Louise Krakauer	31,688	152,633 (2)	—	—	—	—	184,321
Ronald S. Jankov	75,000	195,616	—	—	—	—	270,616
Thomas H. Lee	72,500	195,616	—	—	—	—	268,116
J. Michael Patterson	97,500	195,616	—	—	—	—	293,116
Albert A. Pimentel	90,000	195,616	—	—	—	—	285,616
Marshall C. Turner	77,500	195,616	—	—	(3)	—	273,116
Elizabeth W. Vanderslice	90,000	195,616	—	—	(3)	—	285,616

(1) Amounts shown do not reflect compensation actually received by the director. Instead, the amounts shown reflect the grant date fair value for stock awards granted in fiscal 2018 as determined pursuant to FASB ASC Topic 718. The assumptions used to calculate the value of the awards are set forth in Note 6 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for fiscal 2018 filed with the SEC on May 15, 2018. As of March 31, 2018, each director, other than Ms. Krakauer, had 3,188 RSUs, and Ms. Krakauer had 2,165 RSUs. These RSUs will vest in full on July 31, 2018, the day immediately preceding the Annual Meeting.

(2) Ms. Krakauer was appointed to the Board on October 29, 2017, and received an initial grant of RSUs, pro-rated based on the number of days from between her appointment date and August 9, 2018 (the anniversary of our 2017 annual meeting). For more information about Initial Grants and Annual Grants see the section above entitled “DIRECTORS AND CORPORATE GOVERNANCE—Compensation of Directors.”

(3) This director participated in the Company’s nonqualified deferred compensation plan in fiscal 2018. For more information about this plan see the section below entitled “EXECUTIVE COMPENSATION—Nonqualified Deferred Compensation Plan.”

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of our common stock as of May 25, 2018, including the right to acquire beneficial ownership within 60 days of May 25, 2018, except as noted below, by (i) each stockholder known to the Company to be a beneficial owner of more than 5% of our common stock, (ii) each of the Company's directors and director nominees, (iii) each of the named executive officers identified in the section entitled "Executive Compensation" and (iv) all current directors and executive officers as a group. We believe that each of the beneficial owners of our common stock listed below, based on information furnished by such beneficial owners, has sole voting power and sole investment power with respect to such shares, except as otherwise set forth in the footnotes below and subject to applicable community property laws.

Beneficial Owners	Amount and Nature of Beneficial Ownership		Percent of Class (1)	
Greater-than-5% Stockholders				
The Vanguard Group, Inc.	28,792,009	(2)	11.4	%
100 Vanguard Boulevard				
Malvern, PA 19355				
BlackRock, Inc.	17,533,546	(3)	6.9	%
55 East 52nd Street				
New York, NY 10022				
Non-Employee Directors and Nominee				
Dennis Segers	7,114	(4)	*	
Raman Chitkara	400	(4)	*	
Saar Gillai	4,924	(4)	*	
Ronald S. Jankov	4,924	(4)	*	
Mary Louise Krakauer	—		*	
Thomas H. Lee	4,924	(4)	*	
J. Michael Patterson	28,282	(5)	*	
Albert A. Pimentel	26,147	(6)	*	
Marshall C. Turner	42,252	(7)	*	
Elizabeth W. Vanderslice	31,281	(8)	*	
Named Executive Officers				
Victor Peng	56,120	(9)	*	
Lorenzo A. Flores	51,573	(10)	*	
Vincent L. Tong	82,457	(11)	*	
Emre Önder	—			
William Madden	—			
Moshe N. Gavrielov	50,511	(4)	*	
Steven L. Glaser	644	(4)	*	
All current directors and executive officers as a group (17 persons)	399,665	(12)	*	

* Less than 1%

(1) The beneficial ownership percentage of each stockholder is calculated on the basis of 253,482,217 shares of common stock outstanding as of May 25, 2018. Any additional shares of common stock that a stockholder has the right to acquire within 60 days after May 25, 2018 that are not already outstanding at such time are deemed to be outstanding and beneficially owned for the purpose of calculating that stockholder's percentage beneficial ownership. They are not, however, deemed to be outstanding and beneficially owned for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Xilinx, Inc., 2100 Logic Drive, San Jose, California 95124.

(2) Based on information contained in a Schedule 13G, reflecting stock ownership information as of December 31, 2017, which was filed by this stockholder pursuant to Section 13(d) of the Exchange Act (Section 13(d)) on February 9, 2018, reporting beneficial ownership of 28,792,009 shares of common stock, consisting of 356,410

shares as to which it has sole voting power, 46,526 shares as to which it has shared voting power, 28,395,163 shares as to which it has sole dispositive power and 396,846 shares as to which it has shared dispositive power.

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(3) Based on information contained in a Schedule 13G, reflecting stock ownership information as of December 31, 2017, which was filed by this stockholder pursuant to Section 13(d) on February 8, 2018, reporting beneficial ownership of 17,533,546 shares of common stock, consisting of shares as to which it has sole dispositive power, including 15,266,232 shares as to which it has sole voting power and no shares as to which it has shared dispositive or voting power.

(4) All of the shares are held directly.

(5) Consists of 26,282 shares held directly and 2,000 shares held by Mr. Patterson's spouse.

(6) Consists of 26,147 shares held in a family trust.

(7) Consists of 41,502 shares held directly and 750 shares held by Mr. Turner's spouse.

(8) Consists of 28,295 shares held directly and 2,986 shares held in joint tenancy.

(9) Consists of 24,343 shares held directly and 31,777 shares issuable upon vesting of RSUs, which represents 9,217 shares, 12,870 shares, and 9,690 shares issuable upon vesting of RSUs granted in fiscal years 2016, 2017, and 2018, respectively. The 9,690 shares for the fiscal year 2018 grant represents the pro-rata vesting as a result of actual (not target) performance achievement under that RSU.

(10) Consists of 28,749 shares held directly and 22,824 shares issuable upon vesting of RSUs, which represents 4,444 shares, 12,870 shares, and 5,510 shares issuable upon vesting of RSUs granted in fiscal years 2016, 2017, and 2018, respectively. The 5,510 shares for the fiscal year 2018 grant represents the pro-rata vesting as a result of actual (not target) performance achievement under that RSU.

(11) Consists of 55,403 shares held directly and 27,054 shares issuable upon vesting of RSUs, which represents 6,584 shares, 12,870 shares, and 7,600 shares issuable upon vesting of RSUs granted in fiscal years 2016, 2017, and 2018, respectively. The 7,600 shares for the fiscal year 2018 grant represents the pro-rata vesting as a result of actual (not target) performance achievement under that RSU.

(12) Includes an aggregate of 126,568 shares issuable upon exercise of options or vesting of RSUs.

For certain information concerning our Executive Officers, see "Executive Officers of the Registrant" in Item 1 of Part I of our Form 10-K.

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EQUITY COMPENSATION PLAN INFORMATION AT FISCAL YEAR END 2018

The table below sets forth certain information, as of March 31, 2018, about our common stock that may be issued upon the exercise of options, RSUs, warrants and rights under all of our existing equity compensation plans including the ESPP:

(Shares in thousands)	A		B		C	
Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights		Weighted-average Exercise Price of Outstanding Options, Warrants and Rights		Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in Column A)	
Equity Compensation Plans Approved by Security Holders						
2007 Equity Plan	7,008	(1)	$ 33.94	(2)	11,342	(3)
Employee Stock Purchase Plan	N/A		N/A		9,135	
Total-Approved Plans	7,008		$ 33.94		20,658	

(1) Includes approximately 7.0 million shares issuable upon vesting of RSUs that were granted under the 2007 Equity Plan, and assumes 100% performance achievement for performance-based RSUs granted in fiscal 2018. In May 2018, the Compensation Committee determined the actual number of RSUs earned based on performance achievement for performance-based RSUs awarded in fiscal 2018. For more information on the number of RSUs at 100% performance achievement and the actual performance achievement for performance-based RSUs awarded in fiscal 2018, see the table under “EXECUTIVE COMPENSATION—Compensation Discussion and Analysis—Compensation Elements—Long-Term Equity Incentive Compensation.”

(2) The weighted-average exercise price does not take into account shares issuable upon vesting of outstanding RSUs, which have no exercise price.

(3) Our stockholders approved the adoption of the 2007 Equity Plan on July 26, 2006 and authorized 10.0 million shares to be reserved for issuance thereunder. The 2007 Equity Plan became effective on January 1, 2007. It replaced both the Company’s 1997 Stock Plan (which expired on May 8, 2007) and the Supplemental Stock Option Plan. Our stockholders subsequently approved amendments to the 2007 Equity Plan on August 9, 2007, August 14, 2008, August 12, 2009, August 11, 2010, August 10, 2011, August 8, 2012, August 14, 2013, August 13, 2014, August 10, 2016 and August 9, 2017, at which point they authorized the reservation of an additional 5.0 million shares, 4.0 million shares, 5.0 million shares, 4.5 million shares, 4.5 million shares, 3.5 million shares, 2.0 million shares, 3.0 million shares, 2.5 million shares and 1.9 million shares, respectively. All of the shares reserved for issuance under the 2007 Equity Plan may be granted as stock options, stock appreciation rights, restricted stock or RSUs.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section of the proxy statement explains our executive compensation program in general and how it operates with respect to our executive officers and, in particular, our named executive officers. For fiscal 2018, our named executive officers consisted of each individual who served as our Chief Executive Officer at any time during the fiscal year, our Chief Financial Officer, our three other most highly-compensated executive officers serving at the end of fiscal 2018 and one additional individual who would have been included among that group of most highly-compensated executive officers had he continued to serve as an executive officer through the end of fiscal 2018. These named executive officers are as follows:

- Victor Peng, President and Chief Executive Officer;
- Lorenzo A. Flores, Executive Vice President and Chief Financial Officer;
- Vincent L. Tong, Executive Vice President, Global Operations and Quality;
- Emre Önder, Senior Vice President, Product and Vertical Marketing;
- William Madden, Senior Vice President, Hardware and Systems Product Development;
- Moshe N. Gavrielov, former President and Chief Executive Officer; and
- Stephen L. Glaser, former Senior Vice President, Corporate Strategy and Marketing.

Management Changes in Fiscal 2018

On January 4, 2018, Mr. Peng was appointed President and Chief Executive Officer, effective January 29, 2018. Mr. Gavrielov stepped down from these roles and resigned from the Board at that time. Also on January 4, 2018, Mr. Flores was promoted from Senior Vice President to Executive Vice President, effective February 1, 2018, while retaining the position of Chief Financial Officer.

Effective January 5, 2018, Mr. Glaser resigned as Senior Vice President, Corporate Strategy and Marketing.

On August 21, 2017, Mr. Önder joined the Company as Senior Vice President, Product and Vertical Marketing.

Executive Summary

Fiscal 2018 Business Highlights

We achieved success on many fronts during fiscal 2018, including increased net revenues over the prior fiscal year. Our key financial and product highlights from fiscal 2018 were as follows:

- Overall net revenues were $2.54 billion, up 8% from the prior fiscal year.
- Revenues from our Advanced Products reached $1.38 billion, a 28% increase over the prior fiscal year.
- We established significant momentum in our data center end market, both developing the foundation for and building out a vibrant ecosystem. We demonstrated significant developer engagement on the AWS F1 instance and have trained a total of more than 400 developers. We also continue to invest in SDAccel environment and middleware libraries to make it easier for software programmers to program Xilinx FPGAs in higher level languages using industry standard APIs and frameworks.
- We announced a new breakthrough product category called Adaptive Compute Acceleration Platform (ACAP) that extends far beyond the capabilities of an FPGA. An ACAP is a highly-integrated multi-core heterogeneous compute platform that can be changed at the hardware level to adapt to the needs of a wide range of applications and workloads, including Artificial Intelligence, and workloads resulting from explosive growth of unstructured data such as database acceleration and video transcoding.
- We returned $475 million to our stockholders through our stock buyback programs.
- We paid our stockholders a record $353 million in dividends.

Fiscal 2018 Compensation Highlights

Fiscal 2018 was a significant year for us with respect to compensation actions and decisions:

Focal Review Decisions

During our focal review period in May 2017, the Compensation Committee took the following compensation actions with respect to our named executive officers:

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Base salaries - Increased their base salaries by percentages ranging from 1.3% to 10%, including increases relating to promotions. Neither Mr. Gavrielov, our then-Chief Executive Officer, nor Mr. Önder, who joined the Company after May 2017, nor Mr. Glaser received a base salary increase in fiscal 2018.

Target annual cash incentives - Increased the target annual cash incentive compensation for Mr. Peng to 115% of base salary in connection with his promotion to Chief Operating Officer to maintain the competitiveness of his target total cash compensation level. None of our other then-named executive officers received an increase in their target annual cash incentive compensation at that time.

Long-term equity incentive compensation - Granted them performance-based restricted stock unit (RSU) awards with values ranging from $900,000 to $5,400,000.

Management Changes

During fiscal 2018, the Board implemented a multi-year succession plan with respect to the Chief Executive Officer position, which culminated in the retirement of Mr. Gavrielov in January 2018 and the appointment of Mr. Peng as Chief Executive Officer. Also during fiscal 2018, Mr. Önder was appointed Senior Vice President, Product and Vertical Marketing, Mr. Flores was promoted to Executive Vice President, and Mr. Glaser resigned as Senior Vice President, Corporate Strategy and Marketing. In connection with their promotions, Mr. Peng’s annual base salary was increased to $700,000 and his target annual cash incentive compensation was increased to 150% of base salary, effective January 29, 2018, and Mr. Flores’s annual base salary was increased to $440,000, effective February 1, 2018.

Annual Cash Incentive Payment

In light of the performance outcomes with respect to revenue growth, operating profit and individual performance during fiscal 2018, we made cash incentive payments to Mr. Peng equal to 120% of his target annual cash incentive compensation and to our other named executive officers (other than Mr. Glaser) equal to an average of 119% of their average target annual cash incentive compensation.

Pay for Performance Analysis

Our executive compensation program is designed to motivate, engage and retain a talented leadership team and to appropriately reward them for their contributions to our business. Our performance measurement framework consists of a combination of financial, operational and strategic/individual performance measures that provide a balance between short-term results and drivers of long-term value.

We provide our executive officers with three primary elements of pay: base salary, a cash incentive compensation opportunity and long-term equity incentive compensation. The performance-based incentives, consisting of an annual cash incentive and annual equity awards, together constitute the largest portion of the target total direct compensation for our executive officers. The following charts show the pay mix for (i) Mr. Peng, our Chief Executive Officer as of March 31, 2018, and (ii) our other named executive officers who were employed by us at the end of fiscal 2018:

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The foregoing percentages were calculated using annual base salary, target annual cash incentive compensation, the grant date fair value of equity awards and all other compensation as reported for fiscal 2018 in the Summary Compensation Table below. We use target annual cash incentive compensation rather than the actual amounts earned because the target amount better reflects the way in which we intended to compensate Mr. Peng as Chief Executive Officer, since he did not become Chief Executive Officer until January 29, 2018 and since he earned significantly less in annual base salary and incentive compensation prior to becoming CEO. Although Mr. Peng’s annual base salary and annual cash incentive compensation as CEO were pro-rated for the portion of the fiscal year during which he served as CEO, for purposes of the above chart, we have annualized Mr. Peng’s base salary and annual target cash incentive compensation as if he had served as CEO during the entire fiscal year. In addition, the chart relating to other named executive officers excludes the compensation earned by two former executive officers, Moshe Gavrielov and Steven Glaser, as their mix of compensation for fiscal 2018 is not representative of how we generally compensate our executive officers.

Fiscal 2018 Performance-Based Incentive Compensation Framework

Our annual cash and long-term equity incentives together provide a balanced and comprehensive view of performance. The annual cash incentive components of our executive compensation program consist of annual revenue growth (the Growth Component), operating profit (the Operating Profit Component) and individual performance of each executive officer, based on a variety of performance objectives (the Individual Performance Component). For these purposes, revenues and operating profit are each determined in accordance with generally accepted accounting principles, except that, for purposes of calculating operating profit for the fiscal year, we disregard the estimated cash incentive compensation that is accrued for that fiscal year. The way these components factor into incentive compensation is illustrated in the chart below and more fully discussed throughout this Compensation Discussion and Analysis:

Fiscal 2018 Annual Incentive Cash Compensation Framework

The Growth Component, which is weighted at 40%, is determined and paid annually. The Operating Profit Component, which is weighted at 35%, is determined and paid semi-annually. The Individual Performance Component is determined and paid semi-annually for all executive officers, except for our Chief Executive Officer, for whom it is determined and paid annually. The Individual Performance Component is weighted at 25%, but the weighting of specific performance objectives varies among our executive officers.

The long-term equity incentive compensation is awarded to our executive officers in the form of performance-based RSU awards. The shares subject to the performance-based RSU awards are earned based on our achievement of pre-established financial and operational goals at the end of a one-year performance period corresponding with our fiscal year.

The four performance components applicable to the fiscal 2018 performance-based RSU awards were:

- 28nm revenue, combined with total revenue, weighted at 40% (the 28nm Revenue Component);
- 20nm and 16nm revenue, combined with total revenue, weighted at 30% (the 20nm/16nm Revenue Component);
- technology leadership, weighted at 20% (the Technology Component); and
- quality leadership, weighted at 10% (the Quality Component).

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The way these components factor into long-term incentive compensation is illustrated in the chart below and more fully discussed throughout this Compensation Discussion and Analysis:

Fiscal 2018 Long-Term Equity Incentive Compensation Framework

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Governance Policies and Practices

We maintain several policies and practices to help ensure that our overall program reflects sound governance standards and drives financial performance. We have also made the decision not to implement some practices that many companies have historically followed because we believe they would not serve the long-term interests of our stockholders.

What
We
Do