

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

April 6, 2015

Cohu, Inc.

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(Exact name of registrant as specified in its charter)

Delaware

001-04298

95-1934119

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(State or other jurisdiction  
of incorporation)

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(Commission  
File Number)

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

12367 Crosthwaite Circle, Poway, California

92064

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code:

858-848-8100

Not Applicable

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Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On April 6, 2015, Cohu, Inc. (the "Company") and Computershare Inc., a Delaware corporation (successor-in-interest to Mellon Investor Services LLC, a New Jersey limited liability company), (the "Rights Agent") entered into an Amendment No. 1 to Amended and Restated Rights Agreement (the "Amendment") with respect to the Amended and Restated Rights Agreement dated as of November 10, 2006 by and between the Company and the Rights Agent (the "Rights Agreement"). The Amendment was approved by the Company's Board of Directors on April 6, 2015.

The Amendment changes the "Final Expiration Date" in Section 7(a) of the Rights Agreement from November 9, 2016 to April 6, 2015, effectively terminating the Rights Agreement as of that date.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is set forth as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 1.02 Termination of a Material Definitive Agreement.**

The information contained in Item 1.01 above is incorporated by reference into this Item 1.02.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information contained in Item 1.01 above is incorporated by reference into this Item 3.03.

After the expiration of the Rights and termination of the Rights Agreement, on April 6, 2015 the Company filed with the Secretary of State of the State of Delaware a Certificate of Elimination eliminating from its Amended and Restated Certificate of Incorporation, as amended, the designation of certain shares of its preferred stock as Series A Preferred Stock. As a result, all shares of preferred stock designated as Series A Preferred Stock were eliminated and returned to the status of authorized but unissued shares of undesignated preferred stock.

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

On April 7, 2015, the Company issued a press release announcing the resignation of Harry L. Casari from the Company's Board of Directors for health reasons effective April 6, 2015. A copy of the press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The information set forth under Item 3.03 of this Current Report on Form 8-K is incorporated into this Item 5.03 by reference.

**Item 8.01 Other Events.**

On April 6, 2015, the Company issued a press release relating to the Amendment, which press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Elimination, dated as of April 6, 2015
4.1	Amendment No. 1 dated April 6, 2015 to Amended and Restated Rights Agreement dated November 10, 2006, between Cohu, Inc. and Mellon Investor Services LLC, as Rights Agent
99.1	Press Release, dated April 6, 2015 of Cohu, Inc.
99.2	Press Release, dated April 7, 2015 of Cohu, Inc.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cohu, Inc.

*April 7, 2015*

By: */s/ Jeffrey D. Jones*

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*Name: Jeffrey D. Jones*

*Title: VP Finance and Chief Financial Officer*

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**EXHIBIT INDEX**

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**CERTIFICATE OF ELIMINATION OF THE SERIES A PREFERRED STOCK  
OF COHU, INC.**

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, Cohu, Inc. (the "**Corporation**"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"), hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law and authority granted in the Certificate of Incorporation of the Corporation, as theretofore amended, the Board of Directors of the Corporation, by resolutions duly adopted, authorized the issuance of a series of Five-Hundred Thousand (500,000) shares of Series A Preferred Stock, par value \$1.00 per share (the "**Series A Preferred Stock**"), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and on November 26, 1996, filed a Certificate of Designation with respect to such Series A Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of such Series A Preferred Stock are outstanding and no shares thereof will be issued subject such Certificate of Designation.

3. That the Board of Directors of the Corporation has adopted the following resolutions:

WHEREAS, by resolution of the Board of Directors (the "**Board**") of Cohu, Inc., a Delaware corporation (the "**Corporation**"), and by a Certificate of Designation, Preferences and Rights of the Terms of the Series A Preferred Stock (the "Certificate of Designation") filed in the office of the Secretary of State of the State of Delaware on November 26, 1996, the Corporation authorized the issuance of a series of Five-Hundred Thousand (500,000) shares of Series A Preferred Stock, par value \$1.00 per share, of the Corporation (the "**Series A Preferred Stock**") and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof; and

WHEREAS, as of the date hereof, no shares of such Series A Preferred Stock are outstanding and no shares of such Series A Preferred Stock will be issued subject to said Certificate of Designation; and

WHEREAS, it is desirable that all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock be eliminated from the Certificate of Incorporation of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation; and

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to file a Certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock shall be eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

4. That, accordingly, all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

IN WITNESS WHEREOF, Cohu, Inc. has caused this Certificate to be executed by its duly authorized officer on April 6, 2015.

COHU, INC.

By: /s/ Luis A. Müller  
Name: Luis A. Müller  
Office: President and Chief Executive Officer

**AMENDMENT NO. 1 TO  
AMENDED AND RESTATED RIGHTS AGREEMENT**

This Amendment No. 1 (this “**Amendment**”) is dated April 6, 2015 (the “**Effective Date**”), and amends that certain Amended and Restated Rights Agreement, dated as of November 10, 2006, is entered into between Cohu, Inc., a Delaware corporation (the “**Company**”), and Computershare Inc., a Delaware corporation (successor-in-interest to Mellon Investor Services LLC, a New Jersey limited liability company), as Rights Agent (the “**Rights Agent**”) (collectively, the “**Rights Agreement**”). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Rights Agreement.

WHEREAS, on April 6, 2015, the Board of Directors of the Company determined it is in the best interests of the Company and its stockholders to amend the Rights Agreement on the terms set forth herein; and

WHEREAS, Section 27 of the Rights Agreement provides that, for so long as the Rights (as defined in the Rights Agreement) are then redeemable, the Company may in its sole and absolute discretion, and the Rights Agent shall if the Company so directs, supplement or amend any provision of the Rights Agreement in any respect without the approval of any holders of the Rights.

NOW, THEREFORE, in consideration of the premises and the respective agreements set forth herein, the parties agree as follows:

1. Amendment to Definition. Section 7(a)(i) of the Rights Agreement is hereby amended such that “Final Expiration Date” shall mean April 6, 2015.
2. Exhibits. The exhibits to the Rights Agreement shall be deemed to be restated to reflect this Amendment, including all conforming changes.
3. Rights Agreement as Amended, Effective Date. The term “Agreement” or “Rights Agreement” as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended by this Amendment and any other amendment made in accordance with Section 27 of the Rights Agreement. This Amendment shall be effective as of the Close of Business on the Effective Date and except as set forth herein the Rights Agreement shall remain in full force and effect and otherwise shall be unaffected hereby.
4. Direction to Rights Agent; Certification by Officer. By execution of this Amendment by the Company, the Company hereby directs the Rights Agent to execute the Amendment in its capacity as Rights Agent pursuant to the Rights Agreement and in accordance with Section 27 of the Rights Agreement. The officer of the Company executing this Amendment on behalf of the Company hereby certifies on behalf of the Company that this Amendment is in compliance with the terms of Section 27 of the Rights Amendment.
5. Benefits of this Amendment. Nothing in this Amendment shall be construed to give any Person other than the Company, the Rights Agent and holders of Rights any legal or equitable right, remedy or claim under this Amendment; and this Amendment shall be for the sole and exclusive benefit of the Company, the Rights Agent and the holders of Rights.



6. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.
7. Governing Law. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made solely by residents of such State and performed entirely within such State; provided, however, that all provisions regarding the rights, duties and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State.
8. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment executed and/or transmitted electronically shall have the same authority, effect, and enforceability as an original signature.
9. Descriptive Headings. Descriptive headings of the several sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

[Signature Page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

COMPUTERSHARE INC.

COHU, INC.

By: Dennis V. Moccia

By: Luis A. Müller

Name: /s/ Dennis V. Moccia

Name: /s/ Luis A. Müller

Title: Manager, Contract Administration

Title: President and CEO



### **Cohu Announces Termination of Rights Agreement**

POWAY, Calif., April 6, 2015 - Cohu, Inc. (NASDAQ: COHU), today announced that its Board of Directors approved an amendment to accelerate the expiration date of the Company's rights agreement from November 9, 2016 to April 6, 2015, effectively terminating the Company's stockholders rights plan as of this date. Stockholders are not required to take any action as a result of this expiration.

Luis A. Müller, President and Chief Executive Officer of Cohu commented, "Our Board of Directors conducted a review of our corporate governance practices, including our rights plan, and determined that it was in the best interest of Cohu and its stockholders to terminate the plan." Müller continued, "In reaching its decision, the Board took into consideration feedback received as part of our ongoing stockholder outreach and engagement process."

#### **About Cohu:**

Cohu is a leading supplier of semiconductor test and inspection handlers, micro-electro mechanical system (MEMS) test modules, test contactors and thermal sub-systems used by global semiconductor manufacturers and test subcontractors as well as a supplier of mobile microwave communications equipment.

For press releases and other information of interest to investors, please visit Cohu's website at [www.cohu.com](http://www.cohu.com). Contact: Jeffrey D. Jones - Investor Relations (858) 848-8106.

## **Cohu Announces Resignation of Harry L. Casari**

POWAY, Calif., April 7, 2015 - Cohu, Inc. (NASDAQ: COHU), today announced that Harry L. Casari has resigned from the Company's Board of Directors effective April 6, 2015 for health reasons.

James A. Donahue, Executive Chairman of Cohu commented, "On behalf of Cohu's Board of Directors, I want to thank Harry for his 20 years of service on the Board and the valued counsel he has provided on a broad range of issues. We wish Harry the best."

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