

ALTERA CORP  
Form 8-K  
November 27, 2012

**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): November 21, 2012

**ALTERA CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-16617**  
(Commission  
File Number)

**77-0016691**  
(IRS Employer  
Identification No.)

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**101 Innovation Drive, San Jose, California**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (408) 544-7000**

**95134**

(Zip Code)

**Not Applicable**

(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))

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

Amendment to Bylaws of Altera Corporation

On November 21, 2012, the board of directors of Altera Corporation (the "Company") approved certain amendments to the Company's Amended and Restated Bylaws (the "Bylaws"). These amendments change or clarify, among other things, the required vote for certain actions, the process by which stockholder lists are made available, the process by which stockholders may propose matters to be brought before a stockholder meeting, the content and manner of notice for stockholder meetings and the conduct of such meetings, the process for fixing a record date for an adjourned stockholder meeting, the authority of the committees of the board of directors, the term of directors and officers, and the wording of certain indemnification provisions. The amendments also make a number of other clarifying and conforming changes to various provisions of the Bylaws.

The foregoing description is qualified in its entirety by reference to the full text of the Company's Bylaws, a copy of which is filed as Exhibit 3.2 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.2                       | Amended and Restated Bylaws of Altera Corporation, as currently in effect. |

**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.

ALTERA CORPORATION

/s/ Katherine E. Schuelke  
Katherine E. Schuelke

Senior Vice President, General Counsel, and Secretary

Dated: November 26, 2012

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
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