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): December 18, 2018

Cohu, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-04298	95-1934119
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

12367 Crosthwaite Circle, Poway, California	92064
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: 858-848-8100

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.☐

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

(d) Appointment of New Director

On December 18, 2018, the Board of Directors (the “Board”) of Cohu, Inc. (“Cohu”) increased the size of the Board from eight to nine directors and filled the newly created vacancy on the Board by appointing Ritu Favre to join the Board as a Class 1 director whose term will expire at Cohu’s 2020 annual meeting of stockholders. Ms. Favre was also appointed to the Compensation Committee. Such increase and appointment are effective as of January 2, 2019. There is no arrangement or understanding between Ms. Favre and Cohu or any other person pursuant to which she was selected as a director.

Ms. Favre will be compensated in accordance with the director compensation program as described in Cohu’s definitive Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on April 3, 2018, the description of which is incorporated herein by reference; provided, that for 2019 the Board has increased the annual cash retainer to $60,000, paid in quarterly installments, and increased the total value of the director annual restricted stock unit (“RSU”) grant to $125,000. For the pro-rated period from appointment to the next scheduled director annual equity grant, Ms. Favre will receive RSUs with a total value of $43,151.

Ms. Favre was provided, and is expected to sign, Cohu’s standard form of indemnification agreement for directors, which is attached as Exhibit 10.1 to Cohu’s Form 8-K filed with the SEC on December 13, 2018.

A copy of the Company’s press release relating to this announcement is being furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. - 99.1

Description - Cohu Appoints Ritu Favre to its Board of Directors, dated December 19, 2018

Index of Exhibits

EXHIBIT NO.	DESCRIPTION
99.1	Cohu Appoints Ritu Favre to its Board of Directors, dated December 19, 2018

SIGNATURE

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.

Date: December 19, 2018

Cohu, Inc.

By:

/s/ Thomas D. Kampfer

Name: Thomas D. Kampfer

Title: Vice President, Corporate Development, General Counsel and Secretary

Exhibit 99.1

COHUnews

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Cohu Appoints Ritu Favre to its Board of Directors

POWAY, Calif., December 19, 2019 -- Cohu, Inc. (NASDAQ: COHU), a leading supplier of back-end semiconductor equipment, today announced that Ritu Favre has been appointed to the Cohu Board of Directors, effective January 2, 2019. The appointment will increase the size of the Cohu Board of Directors to nine members.

Ms. Favre currently serves as Chief Executive Officer of NEXT Biometrics ASA (Oslo Bors: NEXT), a supplier of fingerprint recognition sensors, a position she has held since February 2017. She previously served as Senior Vice President and General Manager, Biometrics Products Division at Synaptics Incorporated from 2014 to 2016. Prior to Synaptics, she was Senior Vice President and General Manager, RF Division at Freescale Semiconductor, Inc. from 2012 to 2014. She also held several product, operations and supply chain management positions at Freescale and Motorola, Inc. from 1988 until 2012.

“We are pleased to add Ritu to Cohu’s Board of Directors. She is a proven senior executive, with significant experience in the semiconductor industry. We look forward to being able to draw upon her expertise,” said James A. Donahue, Chairman of the Board.

About Cohu:

Cohu (NASDAQ: COHU) is a global leader in back-end semiconductor equipment and services, delivering leading-edge solutions for the manufacturing of semiconductors and printed circuit boards. Additional information can be found at www.cohu.com.

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