

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):

September 1, 2019

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$1.00 par value

Trading Symbol(s)
COHU

Name of each exchange on which registered
The NASDAQ Stock Market LLC

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 September 1, 2019, the Board of Directors (the “Board”) of Cohu, Inc. (“Cohu”) increased the size of the Board from seven to eight directors and filled the newly created vacancy on the Board by appointing Lynne J. Camp to join the Board as a Class 3 director whose term will expire at Cohu’s 2022 annual meeting of stockholders. Such increase and appointment are effective as of September 4, 2019. Ms. Camp has not been appointed to any committee of the Board at this time. There is no arrangement or understanding between Ms. Camp and Cohu or any other person pursuant to which she was selected as a director.

Ms. Camp 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 March 28, 2019. For the pro-rated period from appointment to the next scheduled director annual equity grant, Ms. Camp will receive Restricted Stock Units with a total value of \$84,588.

Ms. Camp 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 Cohu’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 Lynne J. Camp to its Board of Directors, dated September 3, 2019](#)

Index of Exhibits

EXHIBIT NO.	DESCRIPTION
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99.1	Cohu Appoints Lynne J. Camp to its Board of Directors, dated September 3, 2019
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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: September 3, 2019

Cohu, Inc.

By:

/s/ Thomas D. Kampfer

Name: Thomas D. Kampfer

Title: VP Corporate Development, General Counsel and Secretary



COHU, INC.
12367 CROSTHWAITE CIRCLE
POWAY, CA 92064
FAX (858) 848-8185
PHONE (858) 858-8100
www.cohu.com

Cohu Appoints Lynne J. Camp to its Board of Directors

POWAY, Calif., September 3, 2019 -- Cohu, Inc. (NASDAQ: COHU), a global leader in back-end semiconductor equipment and services, today announced that Lynne J. Camp has been appointed to the Cohu Board of Directors, effective September 4, 2019. The appointment will increase the size of the Cohu Board of Directors to eight members.

Ms. Camp is the owner of Lynne Camp, LLC, a consulting and executive coaching services firm she founded in 2012. She has extensive technology experience, including several executive positions where she served as Vice President of global businesses at Hewlett-Packard, Agilent Technologies, Tektronix and Danaher Corporation. In these roles, she had direct responsibility for research and development, operations, program management, marketing and customer service in geographic areas throughout the world. She also served as a director of Electro Scientific Industries, Inc. from October 2017 until it was acquired by MKS Instruments, Inc. in February 2019. Ms. Camp holds a Master's Degree in Engineering Management and a Bachelor's in Mechanical Engineering, both from Stanford University.

"We are pleased to add Lynne to Cohu's Board of Directors. She is a proven senior executive, with significant operational experience in global technology businesses and also brings strong strategic planning and leadership development skills. We look forward to being able to draw upon her expertise," said James A. Donahue, Chairperson 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.

Investor Contact:

Cohu, Inc.
Jeffrey D. Jones - Investor Relations
858-848-8106