

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 26, 2019

Cohu, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-04298
(Commission
File Number)

95-1934119
(I.R.S. Employer
Identification No.)

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

92064

(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 26, 2019, 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 Nina Richardson to join the Board as a Class 1 director whose term will expire at Cohu’s 2020 annual meeting of stockholders. Ms. Richardson has also been appointed to the Audit Committee. Such increase and appointments are effective as of October 1, 2019. There is no arrangement or understanding between Ms. Richardson and Cohu or any other person pursuant to which she was selected as a director.

Ms. Richardson 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. Richardson will receive Restricted Stock Units with a total value of \$75,338.

Ms. Richardson has signed 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 Nina Richardson to its Board of Directors, dated September 30, 2019

Index of Exhibits

EXHIBIT NO.	DESCRIPTION
99.1	Cohu Appoints Nina Richardson to its Board of Directors, dated September 30, 2019

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.

September 30, 2019

By: /s/ Thomas D. Kampfer

Name: Thomas D. Kampfer

Title: VP Corporate Development, General Counsel and Secretary



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Cohu Appoints Nina Richardson to its Board of Directors

POWAY, Calif., September 30, 2019 -- Cohu, Inc. (NASDAQ: COHU), a global leader in back-end semiconductor equipment and services, today announced that Nina Richardson has been appointed to the Cohu Board of Directors, effective October 1, 2019. Ms. Richardson will also serve on the Audit Committee. The appointment will increase the size of the Cohu Board of Directors to nine members.

Ms. Richardson has over 35 years of experience in engineering, manufacturing, sales, supply chain management and global operations. She has held executive positions in a variety of industry sectors including consumer electronics, technology, and manufacturing. Ms. Richardson served as Chief Operating Officer for GoPro from February 2013 to February 2015, delivering outstanding operational results and helping take the company public in 2014. She also previously held several executive positions of increasing responsibility at Flex, a global electronics and manufacturing service provider.

Ms. Richardson also serves as a director for Silicon Laboratories, Inc. and Resideo Technologies, Inc. In addition, she previously served as a director at Zayo Group Holdings, Inc., Callidus Software, Inc. and Silicon Graphics International Corp. She received her B.S. degree in industrial engineering from Purdue University and an executive M.B.A. from Pepperdine University.

“We are pleased to add Nina to Cohu’s Board of Directors. She is an outstanding global executive with diverse board of directors experience in technology businesses, and we look forward to benefiting from her insights and expertise as we execute our business growth strategy,” 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:

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