

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): October 26, 2020

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
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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*(e) Compensatory Arrangements of Certain Officers*

On October 26, 2020, the Compensation Committee of the Board of Directors of Cohu, Inc. (“Cohu”) met and considered the improved business conditions and outlook since the company previously announced, on March 25, 2020, temporary base salary reductions for Cohu’s named executive officers (“NEOs”). After reviewing such matter, the Compensation Committee reversed the salary reductions, with the base salary restorations effective with the next applicable payroll period commencing on or after November 1, 2020.

Set forth below is a summary of the temporary base salary reductions, on an annualized basis, and the restored amounts for Cohu’s NEOs:

Named Executive Officer	February 24, 2020 Base Salary	April 6, 2020 Base Salary	November 1, 2020 Base Salary
Luis A. Müller	\$595,000	\$476,000	\$595,000
Jeffrey D. Jones	\$380,000	\$323,000	\$380,000
Christopher G. Bohrson	\$350,000	\$297,500	\$350,000
Thomas D. Kampfer	\$335,000	\$284,750	\$335,000
Pascal Rondé (1)	\$358,400	\$304,639	\$358,400

- (1) Mr. Rondé is paid in Euros and the base salary figures above have been converted to U.S. Dollars as required by SEC rules. The conversion rate, as consistently applied above, is based upon the rate in effect proximate to the preparation Cohu’s 2020 Proxy Statement, as filed on March 25, 2020.

Item 8.01 Other Events

Similarly, and also after considering the improved business conditions and outlook, the Board of Directors met on October 27, 2020 and determined to reverse the temporary cash retainer and fee reductions for non-employee directors, as a 20% reduction was previously announced on March 25, 2020, with the cash retainer and fee restorations effective as of November 2, 2020.

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.

October 29, 2020

By: /s/ Jeffrey D. Jones
Name: Jeffrey D. Jones
Title: Chief Financial Officer