

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):

October 25, 2022

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 October 25, 2022, the Board of Directors (the “Board”) of Cohu, Inc. (“Cohu”) appointed Andreas (“Andy”) W. Mattes to join the Board as a Class 3 director whose term will expire at Cohu’s 2025 annual meeting of stockholders. Mr. Mattes has also been appointed to the Compensation Committee. Such appointments are effective as of November 1, 2022. There is no arrangement or understanding between Mr. Mattes and Cohu or any other person pursuant to which he was selected as a director.

Mr. Mattes will be compensated in accordance with Cohu’s current director compensation program, including an annual retainer of \$60,000; an annual fee of \$7,500 as a member of the Compensation Committee; and an initial equity grant of restricted stock units (“RSUs”) with a total value of \$78,075 (where such initial grant value of \$150,000 is pro-rated based on the period of time between appointment as director and the next scheduled director annual equity grant date) and this initial grant will vest over three years. In addition, Mr. Mattes will be eligible for the regular directors’ annual equity grant of RSUs, expected in May 2023, with a total value of \$150,000, and such annual grant will thereafter vest in approximately one year.

Mr. Mattes 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 Andy Mattes to its Board of Directors, dated October 31, 2022](#)

Exhibit No. – 104

Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 31, 2022

By: /s/ Jeffrey D. Jones

Name: Jeffrey D. Jones

Title: SVP Finance and Chief Financial Officer

Index of Exhibits

EXHIBIT NO.	DESCRIPTION
99.1	Cohu Appoints Andy Mattes to its Board of Directors, dated October 31, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



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Cohu Appoints Andy Mattes to its Board of Directors

POWAY, Calif., October 31, 2022 -- Cohu, Inc. (NASDAQ: COHU), a global supplier of equipment and services optimizing semiconductor manufacturing yield and productivity, today announced that Andreas ("Andy") W. Mattes has been appointed to the Cohu Board of Directors, effective November 1, 2022. Mr. Mattes will also serve on the Compensation Committee.

Mr. Mattes brings to Cohu's Board of Directors extensive experience as a global technology CEO and business executive with more than 30 years of management experience. He most recently served as President and CEO of Coherent, Inc., where he operationally transformed the company and led its \$6.6 billion acquisition by II-VI Incorporated in July 2022. Prior to Coherent, Mr. Mattes was a Senior Advisor at McKinsey & Company, where he focused on advising international businesses on high-impact transformations, agile change and positioning companies for growth. Prior to that, he served as President and CEO of Diebold Nixdorf, Incorporated, a multinational financial and retail technology company. Under Mr. Mattes' leadership, Diebold Nixdorf became the largest ATM provider worldwide, through a re-shifting of the company's focus to services and software along with the successful execution of one of the largest US-German cross-border corporate mergers. Previously, he spent more than five years in executive leadership positions at Hewlett Packard, including leading worldwide sales for the technology solutions group and running the Americas enterprise services business. He spent the first 20 years of his career at Siemens AG culminating in his role as CEO of Siemens Communications Inc., USA. Mr. Mattes also serves on the board of Velodyne Lidar, Inc. (NASDAQ: VLDR), a lidar solutions provider for industrial, robotics, automotive, mapping and security markets.

"We are pleased to add Andy to Cohu's Board of Directors. He brings public company CEO experience with a proven track record in running and growing global technology enterprises, including systems hardware, software and services businesses across several industries. We look forward to drawing upon his impressive strategic experience and leadership skills," said James A. Donahue, Chairperson of the Board.

About Cohu:

Cohu (NASDAQ: COHU) is a global technology leader supplying test, automation, inspection and metrology products and services to the semiconductor industry. Cohu's differentiated and broad product portfolio enables optimized yield and productivity, accelerating customers' manufacturing time-to-market. Additional information can be found at www.cohu.com.

Investor Contact:

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