

TERADYNE, INC  
Form 8-K  
May 12, 2016

**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): May 10, 2016**

**TERADYNE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Massachusetts**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-06462**  
**(Commission**

**File Number)**

**04-2272148**  
**(IRS Employer**

**Identification No.)**

**600 Riverpark Drive, North Reading, MA**  
**(Address of Principal Executive Offices)**

**01864**  
**(Zip Code)**

**Registrant's telephone number, including area code (978) 370-2700**

**(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 (see General Instruction A.2. below):

- .. 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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

Teradyne, Inc. (the Company) held its 2016 Annual Meeting of Stockholders on May 10, 2016 (the Annual Meeting). At the Annual Meeting, the stockholders voted on the following proposals:

1. To elect the eight nominees named in the Company's proxy statement filed with the Commission on March 31, 2016 to the Board of Directors to serve as directors for a one-year term. Each nominee for director was elected by a vote of the stockholders as follows:

| <i>Nominee</i>      | <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|---------------------|------------------|----------------------|------------------------|-------------------------|
| Michael A. Bradley  | 180,325,838      | 1,759,196            | 90,416                 | 12,573,228              |
| Daniel W. Christman | 181,416,642      | 657,389              | 101,419                | 12,573,228              |
| Edwin J. Gillis     | 180,858,058      | 1,212,619            | 104,773                | 12,573,228              |
| Timothy E. Guertin  | 181,424,702      | 647,272              | 103,476                | 12,573,228              |
| Mark E. Jagiela     | 181,345,002      | 742,476              | 87,972                 | 12,573,228              |
| Mercedes Johnson    | 181,810,728      | 263,604              | 101,118                | 12,573,228              |
| Paul J. Tufano      | 180,740,415      | 1,329,267            | 105,768                | 12,573,228              |
| Roy A. Vallee       | 180,206,529      | 1,873,687            | 95,234                 | 12,573,228              |

2. To conduct an advisory vote on the compensation of the Company's named executive officers. The compensation of the Company's named executive officers was approved on an advisory basis by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> | <i>Broker Non-Votes</i> |
|------------------|----------------------|------------------------|-------------------------|
| 174,942,751      | 7,066,554            | 166,145                | 12,573,228              |

3. To ratify the selection of the firm of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The proposal was approved by a vote of stockholders as follows:

| <i>Votes For</i> | <i>Votes Against</i> | <i>Votes Abstained</i> |
|------------------|----------------------|------------------------|
| 192,742,303      | 1,650,862            | 355,513                |

**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 thereunto duly authorized.

TERADYNE, INC.

Dated: May 12, 2016

By: /s/ Gregory R. Beecher

Name: Gregory R. Beecher

Title: V.P., Chief Financial Officer and Treasurer