

XILINX INC
Form 10-Q/A
August 12, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended July 2, 2005

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number 0-18548

Xilinx, Inc.

(Exact name of registrant as specified in its charter)

Delaware

77-0188631

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(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

2100 Logic Drive, San Jose, California
(Address of principal executive offices)

95124
(Zip Code)

(408) 559-7778

(Registrant's telephone number, including area code)

N/A

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Shares outstanding of the Registrant's common stock:

Class	Shares Outstanding at July 26, 2005
Common Stock, \$.01 par value	349,492,605

EXPLANATORY NOTE

On August 8, 2005, Xilinx, Inc. (the Registrant) filed its Quarterly Report on Form 10-Q for the quarter ended July 2, 2005 (Form 10-Q). This Amendment No. 1 to the Form 10-Q is being filed to include the complete form of the certifications required by Rule 13a-14(a) under the Securities Exchange Act of 1934 (the Section 302 Certifications). The certifications of the principal executive and principal financial officers of the Registrant that were filed with the Form 10-Q on August 8, 2005 inadvertently omitted a portion of the introductory language required in paragraph 4 of the Section 302 Certifications. In addition, the Registrant inadvertently did not file as an exhibit to the Form 10-Q the letter agreement, dated June 2, 2005 and effective June 6, 2005, with the Registrant s Vice President and Chief Financial Officer related to the terms of his employment, which had been described previously in the Registrant s Current Report on Form 8-K filed on June 7, 2005. The letter agreement with the Vice President and Chief Financial Officer is filed as an exhibit to this Amendment No. 1.

Part II. Other Information

Item 6. Exhibits

- 10.1 Letter Agreement, dated June 2, 2005 and effective June 6, 2005, with the Registrant s Vice President and Chief Financial Officer related to the terms of his employment
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

XILINX, INC.

Date: August 12, 2005

/s/ Jon A. Olson
Jon A. Olson
Vice President, Finance and
Chief Financial Officer
(as principal accounting and financial
officer and on behalf of Registrant)