

SANMINA CORP  
Form 8-K  
March 10, 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**

**March 7, 2016**

Date of Report (Date of earliest event reported)

**SANMINA CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-21272**  
(Commission File Number)

**77-0228183**  
(I.R.S. Employer Identification  
No.)

**2700 North First Street**

**San Jose, California 95134**

(Address of principal executive offices)

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**(408) 964-3500**

(Registrant's telephone number, including area code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

### Approval of Amendment of 2009 Incentive Plan

On March 7, 2016, the stockholders of Sanmina Corporation (the "Company") approved an amendment of the Company's 2009 Incentive Plan (the "2009 Plan") to (i) reserve an additional 1,900,000 shares of common stock for issuance thereunder and (ii) limit the aggregate value of awards that can be granted each year to each non-employee board member to no more than \$900,000.

The 2009 Plan permits the award of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights, and other forms of equity compensation as determined by the Board of Directors or permitted delegates. The 2009 Plan also provides the ability to grant performance stock awards and performance cash awards. Equity awards may be made under the 2009 Plan to employees, consultants and members of the Company's Board of Directors. The terms and conditions of each type of award are set forth in the 2009 Plan. The 2009 Plan expires on January 26, 2019.

## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On March 7, 2016, the Company held its 2016 Annual Meeting of Stockholders. The matters voted upon at the meeting by stockholders of record as of January 15, 2016 and the vote with respect to each such matter are set forth below:

1. To elect nine directors to serve for the ensuing year and until their successors are appointed or elected.

| Nominee            | For        | Against   | Abstain   | Broker Non-Votes |
|--------------------|------------|-----------|-----------|------------------|
| Neil R. Bonke      | 60,152,487 | 1,757,435 | 3,239,546 | 5,725,564        |
| Michael J. Clarke  | 60,360,869 | 1,564,019 | 3,224,580 | 5,725,564        |
| Eugene A. Delaney  | 61,051,392 | 870,628   | 3,227,448 | 5,725,564        |
| John P. Goldsberry | 61,178,268 | 732,542   | 3,238,658 | 5,725,564        |
| Joseph G. Licata   | 61,045,075 | 865,114   | 3,239,279 | 5,725,564        |
| Mario M. Rosati    | 53,797,149 | 8,119,106 | 3,233,213 | 5,725,564        |
| Wayne Shortridge   | 59,091,243 | 2,818,883 | 3,239,342 | 5,725,564        |
| Jure Sola          | 60,356,272 | 1,567,428 | 3,225,768 | 5,725,564        |
| Jackie M. Ward     | 52,342,465 | 9,574,663 | 3,232,340 | 5,725,564        |

2. To approve appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the fiscal year ending October 1, 2016.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 66,510,271 | 1,092,485      | 3,272,276      | 0                       |

3. To approve the amendment of the 2009 Incentive Plan of the Company to (i) reserve an additional 1,900,000 shares of common stock for issuance thereunder and (ii) limit the aggregate value of awards that can be granted each year to each non-employee board member to no more than \$900,000.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 58,601,474 | 3,306,415      | 3,241,579      | 5,725,564               |

4. To approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement for the 2016 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the other related disclosure.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 46,552,416 | 14,582,140     | 4,014,912      | 5,725,564               |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

SANMINA CORPORATION

By: */s/ Robert K. Eulau*  
Robert K. Eulau  
Executive Vice President and  
Chief Financial Officer

Date: March 9, 2016

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