

ALTERA CORP  
Form 8-K  
May 03, 2012

**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 1, 2012

**ALTERA CORPORATION**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission

(IRS Employer  
Identification No.)

File Number)  
101 Innovation Drive

San Jose, California 95134

(Address of principal executive offices, including zip code)

(408) 544-7000

(Registrant's telephone number, including area code)

N/A

(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 1.01. Entry into a Material Definitive Agreement**

*Underwriting Agreement*

On May 1, 2012, Altera Corporation (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed on Schedule 1 thereto (the *Underwriters*), relating to the issuance and sale by the Company of \$500.0 million aggregate principal amount of 1.750% Senior Notes due 2017 (the *Notes*). The Notes will be issued and sold in a public offering pursuant to the Company's Registration Statement on Form S-3 (File No. 333-180984), including the prospectus contained therein, filed by the Company with the Securities and Exchange Commission (the *Commission*) under the Securities Act of 1933, as amended, a preliminary prospectus supplement dated May 1, 2012 and a related final prospectus supplement dated May 1, 2012. The transaction is expected to close on May 8, 2012.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. Under the terms of the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities.

The description of the Underwriting Agreement contained herein is qualified in its entirety by reference to the Underwriting Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated May 1, 2012, by and among Altera Corporation and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters

**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.

**ALTERA CORPORATION**

By: /s/ Ronald J. Pasek  
Name: Ronald J. Pasek

Title: Senior Vice President, Finance and

Chief Financial Officer

Date: May 2, 2012

**EXHIBIT INDEX**

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