

CAVIUM, INC.  
Form 8-K  
June 11, 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): June 8, 2012**

**CAVIUM, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or other jurisdiction**

**of incorporation)**

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**001-33435** **77-0558625**  
(Commission File No.) (IRS Employer Identification No.)  
**2315 N. First Street, San Jose CA 95131**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(408) 943-7100**

(Former name or former address, if changed since last report.)

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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))

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

On June 8, 2012, Cavium, Inc. ( "Cavium" ) held its 2012 Annual Meeting of Stockholders at the company's corporate offices in San Jose, California. At the Annual Meeting, the Cavium stockholders voted on the following three proposals:

- (a) To elect the director nominee named below to serve until the 2015 Annual Meeting of Stockholders. The following named nominee was elected, with the vote thereon at the Annual Meeting as follows:

Nominee	Final Voting Results		
	For	Withheld	Broker Non-Vote
Sanjay Mehrotra	39,599,939	435,336	3,924,862

- (b) To ratify the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the independent auditors of Cavium for its fiscal year ending December 31, 2012. This proposal was approved, with the votes thereon at the Annual Meeting as follows:

For	Final Voting Results		
	Against	Abstain	Broker Non-Vote
42,881,091	1,078,201	845	0

- (c) To approve, on an advisory basis, the compensation of the Cavium named executive officers, as disclosed in the proxy statement for the 2012 Annual Meeting of Stockholders. This proposal was approved, with votes thereon at the Annual Meeting as follows:

For	Final Voting Results		
	Against	Abstain	Broker Non-Vote
38,928,143	1,000,299	106,833	3,924,862

**SIGNATURE**

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.

Dated: June 11, 2012

**CAVIUM, INC.**

By: /s/ Arthur D. Chadwick  
Arthur D. Chadwick  
*Vice President of Finance and  
Administration and Chief Financial Officer*