

MINDSPEED TECHNOLOGIES, INC
Form 8-K/A
August 12, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A No. 1

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (date of earliest event reported): April 5, 2011**

MINDSPEED TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-31650
(Commission File Number)

01-0616769
(I.R.S. Employer
Identification No.)

**4000 MacArthur Boulevard, East Tower
Newport Beach, California 92660-3095**
(Address of Principal Executive Offices) (Zip Code)
(949) 579-3000
(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:

- ☐ 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))
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Explanatory Note

This Current Report on Form 8-K/A is being filed as an amendment (this Amendment No. 1) to the Current Report on Form 8-K filed by Mindspeed Technologies, Inc. (the Company), with the U.S. Securities and Exchange Commission on April 8, 2011 (the Original Filing). The sole purpose of this Amendment No. 1 is to disclose the Company's determination as to how frequently it will conduct advisory votes on executive compensation. No other changes have been made to the Original Filing.

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

On April 5, 2011, at the 2011 annual meeting of stockholders of the Company, the Company's stockholders voted on, among other matters, an advisory proposal on the frequency of holding future advisory votes on executive compensation. As previously reported in the Original Filing, the option of holding the advisory vote on executive compensation once every three (3) years was approved, on an advisory basis, by more than fifty percent (50%) of the votes cast on the proposal.

Consistent with the stated preference of more than fifty percent (50%) of the votes cast by the Company's stockholders, the Board of Directors of the Company determined that the Company will include an advisory vote on executive compensation in the Company's proxy materials once every three (3) years.

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.

MINDSPEED TECHNOLOGIES, INC.

Date: August 11, 2011

By: /s/ Brandi R. Steege
Brandi R. Steege
Vice President, General Counsel and
Secretary