

XILINX INC
Form 8-K
May 09, 2006

**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 3, 2006**

XILINX, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

0-18548
(Commission File
Number)

77-0188631
(IRS Employer
Identification No.)

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

95124
(Zip Code)

Registrant's telephone number, including area code: **(408) 559-7778**

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)

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- 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 1.01 Entry into a Material Definitive Agreement

On May 3, 2006, Xilinx, Inc. entered into a separation agreement with Richard W. Sevcik who has resigned his position as a member of the Board of Directors effective April 13, 2006 and resigned his position as Executive Vice President effective May 15, 2006. A copy of the letter agreement is filed as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits:

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Letter Agreement between Xilinx, Inc. and Richard W. Sevcik, dated to be effective May 3, 2006. |

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.

XILINX, INC.

Date: May 9, 2006

By: /s/ Thomas R. Lavelle

Thomas R. Lavelle

Vice President, Secretary and General Counsel

EXHIBIT INDEX

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