

ATHEROS COMMUNICATIONS INC  
Form 8-K  
February 12, 2010

**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): February 11, 2010

**ATHEROS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

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

**0-50534**  
(Commission File Number)

**77-0485570**  
(IRS Employer

Identification No.)

5480 Great America Parkway, Santa Clara, California 95054

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(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (408) 773-5200**

**Not Applicable**

**(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Executive Officer 2010 Bonus Plan***

On February 11, 2010, the Compensation Committee approved the 2010 bonus plan for the Chief Executive Officer, the Chief Financial Officer and the other executive officers, which will be based on the Registrant's achievement of certain financial corporate performance objectives and certain individual non-financial performance objectives specific to each officer. The financial corporate objectives are specifically tied to corporate revenue, operating income, gross margin, earnings per share, days sales are outstanding, and inventory turns in 2010. The non-financial objectives include individual objectives related to personal and organizational operational excellence by each executive officer. Each executive officer is entitled to receive a bonus for the achievement of baseline corporate financial objectives and operational and individual performance objectives as follows: up to 100% of the base salary actually paid in 2010 ( "paid salary" ) for the Chief Executive Officer, up to 60% of paid salary for the Vice President and General Manager of Networking and the Vice President of Worldwide Sales, and up to 45% of paid salary for the Chief Financial Officer and the Vice President and General Counsel. Each executive officer is also entitled to receive an additional bonus for the achievement of higher levels of corporate financial and operational and individual performance objectives as follows: up to 100% of paid salary for the Chief Executive Officer, up to 60% of paid salary for the Vice President and General Manager of Networking and the Vice President of Worldwide Sales, up to 45% of paid salary for the Chief Financial Officer, and up to 30% of paid salary for the Vice President and General Counsel. If earned, these bonuses are expected to be paid in early 2011, and in any event will be paid, if earned, no later than March 15, 2011.

**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: February 12, 2010

**ATHEROS COMMUNICATIONS, INC.**

By: /s/ JACK R. LAZAR  
Name: **Jack R. Lazar**  
Title: **Chief Financial Officer and Vice**

**President of Corporate Development**