

LAM RESEARCH CORP
Form 8-K
September 10, 2010
Table of Contents

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): September 7, 2010

LAM RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction)

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of Incorporation)

0-12933
(Commission

94-2634797
(IRS Employer

File Number)

Identification Number)

4650 Cushing Parkway

Fremont, California 94538

(Address of principal executive offices including zip code)

(510) 572-0200

(Registrant's telephone number, including area code)

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))

Table of Contents

TABLE OF CONTENTS

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

SIGNATURES

Table of Contents

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

(d) On September 7, 2010, the Board of Directors of Lam Research Corporation (the Company), pursuant to applicable provisions of the Company's bylaws, elected Eric K. Brandt as a director of the Company to fill a vacancy on the Board of Directors, effective September 10, 2010. Mr. Brandt will become a member of the Audit Committee of the Board of Directors, effective October 11, 2010.

There are no arrangements or understandings between Mr. Brandt and any other persons pursuant to which Mr. Brandt was named a director of the Company. Mr. Brandt does not have any family relationship with any of the Company's directors or executive officers or any persons nominated or chosen by the Company to be a director or executive officer. Mr. Brandt has no direct or indirect material interest in any transaction or proposed transaction required to be reported under Section 404(a) of Regulation S-K or Item 5.02(d) of Form 8-K.

Mr. Brandt will receive compensation for his service as a director consistent with the Company's current policies for compensation of outside directors, comprised of:

an annual cash retainer of \$42,000 (pro-rated for calendar year 2010 based on the number of regular meetings attended);

an initial grant of restricted stock units with a value, as of the date of Mr. Brandt's first regularly scheduled Board meeting, of \$250,000, vesting 25% on each of the first four anniversaries of the grant date (subject to a service requirement); and

an annual grant of restricted stock units with a value, as of the grant date which is the last Friday in January each year, of \$160,000, vesting in full on November 1 of the year of grant (subject to a service requirement).

In accordance with the Company's customary practice, the Company is entering into its standard form of indemnification agreement with Mr. Brandt, which will require the Company to indemnify him against certain liabilities that may arise as result of his status or service as a director. The description of Mr. Brandt's indemnification agreement is qualified in its entirety by the full text of the form of indemnification agreement, which is attached to the Company's Current Report on Form 8-K dated November 13, 2008 as Exhibit 10.148.

Table of Contents

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.

Date: September 10, 2010

LAM RESEARCH CORPORATION

By: */s/* GEORGE M. SCHISLER, JR.
George M. Schisler, Jr.
Vice President, General Counsel and Secretary