

SUPERTEX INC
Form DFAN14A
February 11, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Pursuant to §240.14a-12
Supertex, Inc.

(Name of Registrant as Specified In Its Charter)

Microchip Technology Incorporated

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by Microchip Technology Incorporated
Pursuant to Rule 14a-12
of the Securities Exchange Act of 1934
Subject Company: Supertex, Inc.
Commission File No.: 000-012718

Microchip Technology Incorporated plans to use the following materials in one or more presentations to the employees of Supertex, Inc. (Supertex) in connection with Microchip's acquisition of Supertex. Such materials may also be made available to such employees in electronic or paper form.

Presented by: Steve Sanghi Chief Executive Officer

2 **Cautionary Statement:** Statements about the expected timing, completion, benefits and effects of the proposed transaction, and other statements in this presentation that are not historical facts, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to the actual timing of the closing of the acquisition, the satisfaction of the conditions to closing in the acquisition agreement, any termination of the acquisition agreement, the effect of the acquisition on Microchip's and Supertex's existing relationships with customers and vendors and their operating results and businesses; the costs and outcome of any litigation involving Microchip, Supertex or the acquisition transaction; general economic, industry or political conditions in the U.S. or internationally; and the risks described from time to time in SEC reports including filings on Forms 10-K, 10-Q and 8-K. You can obtain copies of such Forms 10-K, 10-Q and 8-K and other relevant documents for free, as applicable, at Microchip's website (www.microchip.com) , at Supertex's website (www.supertex.com), the SEC's website (www.sec.gov) or from commercial document retrieval services. You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. We do not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date hereof. **Additional Information and Where to Find It** Supertex intends to file a proxy statement in connection with the acquisition transaction. Investors and security holders are urged to read the proxy statement when it becomes available because it will contain important information about the transaction. Investors and security holders may obtain free copies of these documents (when they are available) and other documents filed with the SEC at the SEC's web site at www.sec.gov. Microchip, Supertex and their directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Supertex in connection with the acquisition transaction. Information regarding the special interests of these directors and executive officers in the transaction will be included in the proxy statement described above. Additional information regarding the directors and executive officers of Microchip is also included in Microchip's proxy statement for its 2013 Annual Meeting of Stockholders, which was filed with the SEC on July 11, 2013. Additional information regarding the directors and executive officers of Supertex is also included in Supertex's proxy statement for its 2013 Annual Meeting of Stockholders, which was filed with the SEC on July 2, 2013. These documents are available free of charge at the SEC's web site at www.sec.gov and as described above.

3 Welcome to Microchip!!!

4 Leading semiconductor provider of: High-performance, field-programmable, 8-, 16- & 32- bit Microcontrollers
Analog & Interface products Wi-Fi, RF, USB, Ethernet products Automotive Information Systems products Related
Memory products Flash-IP Solutions Over \$1.9B in sales run rate More than 8000 employees Headquartered near
Phoenix in Chandler, AZ Corporate Overview “The Silicon Desert”

5 Annual Net Sales Growth \$ Mil lion • 93 consecutive quarters of profitability * * Run rate based on results for the 9 months ended December 31st, 2013

6 Worldwide Microcontroller Market Share (Dollars) Based on dollar shipment volume 2003-2012, Source: Gartner and Microchip

Year	2003	2008	2009	2010	2011	2012	No.	Rank	Rank	Rank	Rank	Rank	Rank	Rank
1	Renesas	Renesas	Renesas	Renesas	Renesas	Renesas		1	Renesas	Renesas	Renesas			
2	Motorola	NEC	NEC	Freescall	Freescall	Freescall		2	Motorola	NEC	NEC	Freescall	Freescall	Freescall
3	NEC	Freescall	Freescall	Samsung	TI	Infineon		3	NEC	Freescall	Freescall	Samsung	TI	Infineon
4	Matsushita	Infineon	Samsung	Microchip	Microchip	Microchip		4	Matsushita	Infineon	Samsung	Microchip	Microchip	Microchip
5	Infineon	Samsung	Microchip	Atmel	ST-Micro	ST-Micro		5	Infineon	Samsung	Microchip	Atmel	ST-Micro	ST-Micro
6	Fujitsu	Microchip	TI	TI	Atmel	TI		6	Fujitsu	Microchip	TI	TI	Atmel	TI
7	Toshiba	ST-Micro	Infineon	Infineon	Infineon	Atmel		7	Toshiba	ST-Micro	Infineon	Infineon	Infineon	Atmel
8	Microchip	TI	ST-Micro	ST-Micro	Fujitsu	NXP		8	Microchip	TI	ST-Micro	ST-Micro	Fujitsu	NXP
9	Samsung	Fujitsu	Fujitsu	Fujitsu	Toshiba	Fujitsu		9	Samsung	Fujitsu	Fujitsu	Fujitsu	Toshiba	Fujitsu
10	ST-Micro	NXP	NXP	NXP	Samsung	Samsung		10	ST-Micro	NXP	NXP	NXP	Samsung	Samsung
11	Atmel	Toshiba	Atmel	Toshiba	NXP	Toshiba		11	Atmel	Toshiba	Atmel	Toshiba	NXP	Toshiba
12	TI	Atmel	Toshiba	Denso	Denso	Denso		12	TI	Atmel	Toshiba	Denso	Denso	Denso
13	Sanyo	Panasonic	Panasonic	Cypress	Sony	Denso		13	Sanyo	Panasonic	Panasonic	Cypress	Sony	Denso
14	Philips	Denso	Denso	Panasonic	Panasonic	Panasonic		14	Philips	Denso	Denso	Panasonic	Panasonic	Panasonic
15	Intel	Sony	Cypress	Sony	Cypress	Sony		15	Intel	Sony	Cypress	Sony	Cypress	Sony
16	Sony	Cypress	Sony	Datang	JSC	Sitronics		16	Sony	Cypress	Sony	Datang	JSC	Sitronics
17	Micronas	Intel	Si-Labs	Si-Labs	Si-Labs	Si-Labs		17	Micronas	Intel	Si-Labs	Si-Labs	Si-Labs	Si-Labs
18	Oki	Micronas	Intel	Si-Labs	Intel	MELFAS		18	Oki	Micronas	Intel	Si-Labs	Intel	MELFAS
19	Sunplus	Winbond	Si-Labs	Intel	Huahong	JSC		19	Sunplus	Winbond	Si-Labs	Intel	Huahong	JSC
20	Winbond	Si-Labs	Rohm	Si-Labs	INSIDE			20	Winbond	Si-Labs	Rohm	Si-Labs	INSIDE	

7 Total MCU (8/16/32) Market Share % %

8 Analog Yearly Revenue (k\$) \$0 \$50,000 \$100,000 \$150,000 \$200,000 \$250,000 \$300,000 \$350,000 \$400,000 FY
 02 FY 03 FY 04 FY 05 FY 06 FY 07 FY 08 FY 09 FY 10 FY 11 FY 12 FY 13 FY 14 FQ3 YTD FQ3 YTD

9 Microchip Analog Product Portfolio Growth 73 87 98 132 199 261 299 343 377 408 450 473 497 532 644 718 776
1068 1139 0 50 100 150 200 250 300 350 400 450 500 550 600 650 700 750 800 850 900 950 1000 1050 1100 1150
1200 1995 1996 1997 1998 1999 2000 2001 2002 2003 2004 2005 2006 2007 2008 2009 2010 2011 2012 2013

10 Microchip's Stand-Alone Analog Customer Growth (6 month rolling) All Time Record Customer Growth

11 THERMAL MANAGEMENT LINEAR MOTOR DRIVER ICs Linear Regulators Switching Regulators Charge Pump DC/DC Converters Battery Management POWER MANAGEMENT Digitally-Enhanced & PWM Controllers USB Port Power Controller/ Power Delivery Delta-Sigma A/D Converters MIXED SIGNAL SAR A/D Converters Energy Measurement ICs Current/DC Power Measurement ICs Smoke Detector ICs Piezoelectric Horn Drivers SAFETY AND SECURITY CAN/LIN INTERFACE/ CONNECTIVITY USB Hubs/PHYs/ Switches Ethernet Controller/ Switches/Bridges/PHYs Wireless Real Time Clock/Calendar I/O Expanders Analog and Interface Products Fan Control and Hardware Management Temperature Sensors Single Supply CMOS Op Amps Comparators RF Power Amplifiers, PGA, SGA Stepper and DC/ 3 Brushless DC High-Speed Power MOSFETs System Supervisors Voltage Detectors Power MOSFET Drivers Dual Slope/Display A/D Converters D/A Converters V/F and F/V Converters Digital Potentiometers Voltage References

12 Our Analog & Memory Enables Providing Complete Solutions RF Transmit/Receive IR Communications Power Drivers Motors Drivers Digital Peripherals - PWM - RTCC Encryption (Keeloq® ICs) Speech Co-Processing LED Drivers LCD Drivers Amplifiers Sensors Filters Serial SRAM A/D Microcontrollers D/A Precision Voltage Reference Bus Communication - CAN bus - USB Power Management - Regulators - Supervisory Power High Voltage I/Os Non-volatile Memory Digital Pot Transceivers - RS232/485 - CAN bus - USB Piezoelectric Horn Drivers Smoke Detector ICs

13 SAM Expansion Focus Areas • eXtreme Low Power • Infotainment in Cars • Touch Sense • Touch Screen • Advanced Graphics • USB Interface • Ethernet Connectivity • Wireless Connectivity • Advanced Analog • AC/DC Power Supplies • Wireless Audio • Computing Embedded Controllers • Motor Control • Digital Power Supplies • Energy Efficient Lighting • Energy Harvesting and Monitoring • Made for iPod and iPhone • Medical Solutions

14 Guiding Values Quality comes first Customers are our focus Continuous improvement is essential Employees are our greatest strength Products and technology are our foundation Total cycle times are optimized Safety is never compromised Profits and growth provide for everything we do Communication is vital Suppliers, representatives and distributors are our partners Professional ethics are practiced Values are not what we say – they are what we practice

15 Average % of Time MCHP Practices the Guiding Values Rated by Entire Employee Population Values (Goal is 80%) All 2013 Mean Classic 2013 Mean Classic 2012 Mean Classic 2011 Mean Quality Comes First 86.0% 86.4% 86.3% 87.0% Customers Are Our Focus 89.4% 89.7% 89.8% 90.0% Continuous Improvement Is Essential 85.7% 86.1% 85.7% 86.2% Employees Are Our Greatest Strength 79.7% 80.2% 80.2% 82.0% Products And Technology Are Our Foundation 86.2% 87.0% 86.8% 87.1% Total Cycle Times Are Competitive 83.0% 83.7% 84.1% 84.3% Safety Is Never Compromised 90.6% 90.8% 89.8% 90.3% Profits And Growth Provide For Everything We Do 89.7% 90.0% 89.0% 89.8% Communication Is Vital 84.7% 84.6% 84.3% 85.1% Suppliers And Distributors Are Our Partners 86.8% 87.0% 87.3% 86.7% Professional Ethics Are Practiced 87.2% 87.2% 86.7% 86.7%

16 Mode % of Time MCHP Practices Guiding Values Rated by Entire Employee Population Values (Goal is 90%) All
2013 Mode Classic 2013 Mode Classic 2012 Mode Classic 2011 Mode Quality Comes First 90.0% 90.0% 90.0%
90.0% Customers Are Our Focus 100.0% 100.0% 100.0% 100.0% Continuous Improvement Is Essential 100.0%
90.0% 90.0% 100.0% Employees Are Our Greatest Strength 100.0% 100.0% 100.0% 100.0% Products And
Technology Are Our Foundation 100.0% 100.0% 100.0% 100.0% Total Cycle Times Are Competitive 90.0% 90.0%
90.0% 90.0% Safety Is Never Compromised 100.0% 100.0% 100.0% 100.0% Profits And Growth Provide For
Everything We Do 100.0% 100.0% 100.0% 100.0% Communication Is Vital 100.0% 100.0% 100.0% 100.0%
Suppliers And Distributors Are Our Partners 90.0% 90.0% 90.0% 90.0% Professional Ethics Are Practiced 100.0%
100.0% 100.0% 100.0%

17 Percent of Time Employee's Direct Supervisor Practices the Guiding Values Expressed in Mean Scores Over Time
0 10 20 30 40 50 60 70 80 90 100 1995 1997 1998 2000 2002 2004 2006 2008 2009 2010 2011 2012 2013 87

18 Job Satisfaction Rated by Entire Employee Population High & Good Combined: 83.5% (2012: 83%) High 33.1%
Good 50.4% So-So 13.5% Low 3.0%

19 Compelling Strategic Rationale Adds proprietary high voltage (50V to 1000V) analog and mixed signal products to our portfolio Adds high voltage process technologies and know how that will enable new solutions for our current businesses Expands our footprint in the long life cycle Medical and Industrial market segments Expands our position in fast growing LED and general lighting applications Microchip's strong manufacturing and sales channel strengths can extend the reach of Supertex's solutions into new applications and markets Adds strong patent portfolio to Microchip IP portfolio

20 Next Steps Microchip and Supertex executives will work towards completing the acquisition expeditiously. We expect to close transaction in CQ2, 2014. We will form an integration team consisting of employees from both companies who will outline the integration strategy in areas of IT, HR, finance, legal, operations, product lines and sales.

21 Worldwide Manufacturing Bangkok, Thailand Test and Assembly Arizona, USA Corporate Headquarters and Fab
2 Oregon, USA Fab 4

22 Some Answers in the HR area Your vested stock options will be cashed out at \$33 stock price. Your unvested stock options will be assumed by Microchip adjusted for the exchange ratio. # of options = Current number of options x \$33/MCHP stock price Option price= Current option price x MCHP stock price/\$33 The vesting schedule will remain the same

23 Answers– contd. Supertex’s ESPP will be terminated and employees can join Microchip’s ESPP. Microchip’s U.S. ESPP plan has a two year look back period and is therefore more favorable than Supertex’s ESPP plan. Our international ESPP plan is similar to Supertex’s ESPP plan. Supertex’s 401K plan will be frozen and employees can enroll into Microchip’s 401K plan. Supertex’s 401K plan will undergo IRS audit. Once proven compliant, all the funds will roll over into Microchip’s 401K plan.

Thank You!

24 Microchip Community Awards 2011 Microchip Again Wins Alfred P. Sloan Award for Workplace Flexibility For Fifth Consecutive Year, Company Receives National Recognition for Business Practices Microchip Technology has been selected as one of Arizona's "100 Best" Companies! 2011 Dec 2010 Microchip Named Phoenix Business Journal's "Best Place to Work" for Fourth Straight Year Bay Area News Top Workplaces Program 2012

25 Microchip Summary | Leading provider of embedded control solutions | Leadership position shaped by our vision, unique culture and guiding values | Dedicated to the success of our customers, investors and employees | Excited to have Supertex join the team!

Thank You!