

KLA TENCOR CORP  
Form 8-K  
October 20, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC

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): October 20, 2016

KLA-TENCOR CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware	000-09992	04-2564110
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

One Technology Drive, Milpitas, California 95035  
(Address of principal executive offices, including zip code)

(408) 875-3000  
(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:

- 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 Arrangement of Certain Officers.

On October 20, 2016, KLA-Tencor Corporation (the "Company") amended and restated its Executive Severance Plan (the "Severance Plan"). The amendment (1) removed the provision that provided for a tax gross-up related to excise taxes that may be imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the "Code"), as the result of a participant receiving a payment that would constitute a "parachute payment" within the meaning of Code Section 280G upon or in connection with a change of control of the Company and (2) replaced it with a new provision that provides that for any payment that a participant receives that would constitute a "parachute payment" and would therefore be subject to Code Section 4999 excise tax, that payment will be reduced to either (a) the largest portion of the payment that would result in no portion of the payment being subject to the excise tax or (b) the largest portion, up to and including the total, of the payment, whichever amount results in the participant's receipt, on an after-tax basis, of the greater amount of the payment. Richard P. Wallace, the Company's President and Chief Executive Officer, is the only participant in the Severance Plan.

The Severance Plan is attached as Exhibit 10.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

10.1 Amended and Restated Executive Severance Plan

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.

KLA-TENCOR CORPORATION

Date: October 20, 2016 /s/ Teri A. Little  
Teri A. Little  
Senior Vice President and General Counsel

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EXHIBIT INDEX

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