

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

August 10, 2015

(Date of earliest event reported)



**Qorvo, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36801**  
(Commission File  
Number)

**46-5288992**  
(I.R.S. Employer  
Identification No.)

**7628 Thorndike Road, Greensboro, North Carolina 27409-9421**

**and**

**2300 N.E. Brookwood Parkway, Hillsboro, Oregon 97124**

(Address of principal executive offices)

(Zip Code)

**(336) 664-1233 and (503) 615-9000**

(Registrant's telephone number, including area code)

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 5.07. Submission of Matters to a Vote of Security Holders.****(a), (b)**

Qorvo, Inc. (“Qorvo”) held its Annual Meeting of Stockholders on August 10, 2015. Qorvo stockholders (i) elected each of the director nominees, (ii) approved, on an advisory basis, the compensation of Qorvo’s named executive officers, (iii) approved a frequency of one year for holding future advisory votes on the compensation of Qorvo’s named executive officers, and (iv) ratified the appointment of KPMG LLP as Qorvo’s independent registered public accounting firm for the fiscal year ending April 2, 2016.

The final voting results with respect to each of the four proposals are set forth below.

Proposal 1. To elect the ten directors named in Qorvo’s proxy statement to serve a one-year term and until their respective successors are duly elected and qualified or until their death, resignation or removal.

<b>Nominee</b>	<b>Voted For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Ralph G. Quinsey	115,405,608	894,579	19,323,968
Robert A. Bruggeworth	115,290,795	1,009,392	19,323,968
Daniel A. DiLeo	115,596,538	703,649	19,323,968
Jeffery R. Gardner	115,253,833	1,046,354	19,323,968
Charles Scott Gibson	114,829,600	1,470,587	19,323,968
John R. Harding	115,600,547	699,640	19,323,968
David H. Y. Ho	115,583,084	717,103	19,323,968
Roderick D. Nelson	115,614,097	686,090	19,323,968
Dr. Walden C. Rhines	115,242,508	1,057,679	19,323,968
Walter H. Wilkinson, Jr.	109,340,866	6,959,321	19,323,968

Proposal 2. To approve, on an advisory basis, the compensation of Qorvo’s named executive officers.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
115,135,193	825,749	339,245	19,323,968

Proposal 3. To vote, on an advisory basis, on the frequency of future advisory votes on the compensation of Qorvo's named executive officers.

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
86,664,202	106,542	29,087,079	442,364	19,323,968

Qorvo has determined that it will include an advisory vote on the compensation of Qorvo's named executive officers in its proxy materials for each annual meeting of stockholders until the next advisory vote on the frequency of future advisory votes on the compensation of Qorvo's named executive officers, which will occur no later than Qorvo's 2021 Annual Meeting of Stockholders.

Proposal 4. To ratify the appointment of KPMG LLP as Qorvo's independent registered public accounting firm for the fiscal year ending April 2, 2016.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
134,912,057	330,956	381,142

#### **Item 8.01. Other Events.**

On August 11, 2015, Qorvo issued a press release announcing that it has completed its \$200 million share repurchase program authorized by its Board of Directors in February 2015. Under the February 2015 share repurchase program, Qorvo repurchased approximately 3.1 million shares of common stock at an average price of \$63.80 per share. Qorvo also announced that its Board of Directors has authorized a new share repurchase program to repurchase up to \$400 million of Qorvo's common stock. Repurchases may be made at management's discretion from time to time on the open market or in privately negotiated transactions, and the program may be discontinued at any time. A copy of the press release is attached as Exhibit 99.1 to this report.

#### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated August 11, 2015

**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.

**Qorvo, Inc.**

By: /s/ Steven J. Buhaly

Steven J. Buhaly

Chief Financial Officer and Secretary

Date: August 14, 2015

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release, dated August 11, 2015



## News Release

At Qorvo™  
Doug DeLieto  
VP, Investor Relations  
1-336-678-7088

**FOR IMMEDIATE RELEASE**  
**August 11 2015**

# **Qorvo Completes \$200 Million Share Repurchase Program; Board of Directors Approves Additional \$400 Million Share Repurchase Program**

**GREENSBORO, N.C., and HILLSBORO, Ore., August 11 2015**, -- Qorvo™ (Nasdaq:QRVO), a leading provider of core technologies and RF solutions for mobile, infrastructure and aerospace/defense applications, today announced it has completed its \$200 million share repurchase program authorized by its Board of Directors in February 2015. Under the February 2015 share repurchase program, Qorvo repurchased approximately 3.1 million shares of common stock at an average price of \$63.80 per share.

The Company also announced that its Board of Directors has authorized a new share repurchase program to repurchase up to \$400 million of the Company's common stock.

Bob Bruggeworth, president and CEO of Qorvo, said, “Qorvo has excellent long-term growth prospects, a healthy balance sheet and the ability to generate increasing free cash flow. The Qorvo Board of Directors and management team believe the repurchase of our common stock is an excellent use of capital that creates additional value for our stockholders.”

Under the new share repurchase program, share repurchases will be made in accordance with applicable securities laws on the open market or in privately negotiated transactions. The extent to which Qorvo repurchases its shares, the number of shares and the timing of any repurchases will depend on general market conditions, regulatory requirements, alternative investment opportunities and other considerations.

The program does not require Qorvo to repurchase a minimum number of shares, and it may be modified, suspended or terminated at any time without prior notice.

## **About Qorvo**

Qorvo (NASDAQ:QRVO) is a leading provider of core technologies and RF solutions for mobile, infrastructure and aerospace/defense applications. Qorvo was formed following the merger of RFMD and TriQuint, and has more than 6,000 global employees dedicated to delivering solutions for everything that connects the world. Qorvo has the industry's broadest portfolio of products and core technologies; world-class ISO9001-, ISO 14001- and ISO/TS 16949-certified manufacturing facilities; and is a DoD-accredited 'Trusted Source' (Category 1A) for GaAs, GaN and BAW products and services. For the industry's leading core RF solutions, visit [www.qorvo.com](http://www.qorvo.com).

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions, and are not historical facts and typically are identified by use of terms such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. You should be aware that the forward-looking statements included herein represent management's current judgment and expectations, but our actual results, events and performance could differ materially from those expressed or implied by forward-looking statements. We do not intend to update any of these forward-looking statements or publicly announce the results of any revisions to these forward-looking statements, other than as is required under U.S. federal securities laws. Our business is subject to numerous risks and uncertainties, including those relating to variability in our operating results, the inability of certain of our customers or suppliers to access their traditional sources of credit, our industry's rapidly changing technology, our dependence on a few large customers for a substantial portion of our revenue, a loss of revenue if contracts with the U.S. government or defense and aerospace contractors are canceled or delayed, our ability to implement innovative technologies, our ability to bring new products to market and achieve design wins, the efficient and successful operation of our wafer fabrication facilities, assembly facilities and test and tape and reel facilities, our ability to adjust production capacity in a timely fashion in response to changes in demand for our products, variability in manufacturing yields, industry overcapacity and current macroeconomic conditions, inaccurate product forecasts and corresponding inventory and manufacturing costs, dependence on third parties and our ability to manage platform providers and customer relationships, our dependence on international sales and operations, our ability to attract and retain skilled personnel and develop leaders, our ability to successfully integrate the business of RFMD and TriQuint and fully realize the anticipated benefits from the merger, the possibility that future acquisitions may dilute our stockholders' ownership and cause us to incur debt and assume contingent liabilities, fluctuations in the price of our common stock, additional claims of infringement on our intellectual property portfolio, lawsuits and claims relating to our products, security breaches and other similar disruptions compromising our information and exposing us to liability, and the impact of stringent environmental regulations. These and other risks and uncertainties, which are described in more detail in our most recent Annual Report on Form 10-K and other reports and statements that we file with the Securities and Exchange Commission, could cause actual results and developments to be materially different from those expressed or implied by any of these forward-looking statements.

QRVO-F

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