

COHU INC  
Form 8-K/A  
February 22, 2007

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 9, 2006

Cohu, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-04298

95-1934119

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

12367 Crosthwaite Circle, Poway, California

92064

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

858-848-8100

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))

**Top of the Form**

**Item 1.01 Entry into a Material Definitive Agreement.**

The purpose of filing this Current Report on Form 8-K/A is to correct certain typographic errors that were included in the amended Cohu, Inc. 2005 Equity Incentive Plan filed by the Company on May 10, 2006. The only change the Company has made to the amended Cohu, Inc. 2005 Equity Incentive Plan is correcting certain Section references within the document.

A copy of the corrected, amended Cohu, Inc. 2005 Equity Incentive Plan is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K/A and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 10.1  
Cohu, Inc. 2005 Equity Incentive Plan (1)

(1) Compensation plan or arrangement in which executive officers and directors participate.

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**Top of the Form**

**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.

Cohu, Inc.

*February 22, 2007*

By: *John H. Allen*

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*Name: John H. Allen*

*Title: VP Finance & CFO*

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**Top of the Form**

Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	Cohu, Inc. 2005 Equity Incentive Plan