

COHU INC  
Form 8-K  
December 12, 2011

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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):

December 8, 2011

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))

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

(d)

On December 8, 2011, the Board of Directors of Cohu, Inc. (the "Company") elected William E. Bendush to serve as a Class 1 Director and in accordance with the Company's Bylaws he will stand for election at the Company's 2014 annual meeting of stockholders. Mr. Bendush was named to the Audit and Compensation Committees of the Board of Directors.

The Board of Directors determined that, in its judgment, Mr. Bendush satisfies the requirements for independence set forth in the Company's Corporate Governance Guidelines and by the NASDAQ listing standards. There were no arrangements or understandings pursuant to which Mr. Bendush was elected or any relationships or related transactions between the Company and Mr. Bendush which would require disclosure pursuant to Item 404(a) of Regulation S-K. As a non-employee director, Mr. Bendush will be compensated in accordance with the director compensation program as described in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 5, 2011, the description of which is incorporated herein by reference.

A copy of the press release announcing Mr. Bendush, is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The exhibit listed below is being furnished with this Current Report on Form 8-K.

Exhibit No. — 99.1

Description — William E. Bendush Joins Cohu's Board of Directors

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**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.

*December 12, 2011*

By: *Jeffrey D. Jones*

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*Name: Jeffrey D. Jones*  
*Title: VP Finance & CFO*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                          |
|---------------------------|--|
| 99.1                      | William E. Bendush Joins Cohu's Board of Directors |