
**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):
June 13, 2013

MONOLITHIC POWER SYSTEMS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-51026
(Commission
File Number)

77-0466789
(I.R.S. Employer
Identification Number)

**79 Great Oaks Boulevard,
San Jose, CA 95119**
(Address of principal executive offices) (Zip Code)

(408) 826-0600
(Registrant's telephone number, including area code)

Former Name: **Not Applicable**
Former Address: **6409 Guadalupe Mines Road, San Jose, CA 95120**
(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 5.07 Submission of Matters to a Vote of Security Holders.

On June 13, 2013, Monolithic Power Systems, Inc. (the “Company”) held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (i) elected three directors to the Company’s board of directors, (ii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal year 2013, (iii) approved, on an advisory basis, the compensation of the Company’s named executive officers, (iv) approved the Company’s 2014 Equity Incentive Plan, and (v) approved the Company’s Master Cash Performance Bonus Plan, each as more fully described below.

Item No. 1: Proposal to elect three Class III directors to the Company’s Board of Directors to serve until the Annual Meeting of Stockholders in 2016.

Nominee	For	Withheld	Broker Non-Votes
Herbert Chang	32,205,048	2,049,799	1,510,607
Eugen Elmiger	34,168,347	86,500	1,510,607
Michael R. Hsing	32,620,162	1,634,685	1,510,607

Item No. 2: Proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013.

For	Against	Abstain	Broker Non-Votes
34,256,135	1,499,289	10,030	---

Item No. 3: Proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers.

For	Against	Abstain	Broker Non-Votes
25,170,321	9,060,853	23,673	1,510,607

Item No. 4: Proposal to approve the Company’s 2014 Equity Incentive Plan.

For	Against	Abstain	Broker Non-Votes
22,306,965	11,940,765	7,117	1,510,607

Item No. 5: Proposal to approve the Company’s Master Cash Performance Bonus Plan.

For	Against	Abstain	Broker Non-Votes
32,818,745	1,428,251	7,851	1,510,607

Item 9.01 Exhibits**(d) Exhibits**

Exhibit No	Description
99.1	Press release dated June 17, 2013 announcing the results of the 2013 Annual Meeting of Stockholders.

Exhibit Index

Exhibit No	Description
99.1	Press release dated June 17, 2013 announcing the results of the 2013 Annual Meeting of Stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 17, 2013

By: _____ /s/ Meera Rao
Meera Rao
Chief Financial Officer
(Principal Financial and Accounting Officer and
Duly Authorized Officer)



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**PRESS RELEASE
For Immediate Release**

MPS Announces Results of 2013 Annual Meeting of Stockholders

SAN JOSE, Calif. June 17, 2013—Monolithic Power Systems (MPS) (Nasdaq: MPWR), a leading fabless manufacturer of high-performance analog and mixed-signal semiconductors, today announced that at the 2013 Annual Meeting of Stockholders held on June 13, 2013, the stockholders of MPS approved, on an advisory basis, the 2012 compensation of MPS' executive officers, re-elected three current directors of MPS, ratified the appointment of MPS' independent auditors for 2013, and approved MPS' 2014 Equity Incentive Plan and the Master Cash Performance Bonus Plan.

The vote in favor of the resolution to approve the 2012 compensation of MPS' executive officers was approximately 73.5% of the votes cast on the resolution, each of the three directors was re-elected with more than 94.0% of the votes, the appointment of MPS' independent auditors was approved with 95.8% of the votes, the 2014 Equity Incentive Plan was approved with 65.1% of the votes, and the Master Cash Performance Bonus Plan was approved with 95.8% of the votes.

"I am very pleased with the strong support of our shareholders in response to the advisory vote on our performance-based executive compensation program," said Michael R. Hsing, CEO and founder of MPS. "The ISS report that provided proxy voting recommendations ignored critical facts and we believe that ISS's analysis on our say on pay and stock plan proposals was incorrect, costing our management team significant time and effort to clarify confusion caused by ISS's erroneous report. On behalf of the Company, I want to express thanks to our shareholders for taking the time to carefully consider the proxy proposals we provided to them this year in order to make an informed vote. Every vote does count and we truly appreciate the feedback we received from investors during this proxy season. We look forward to continuing the dialogue with our shareholders about our compensation programs."

About Monolithic Power Systems, Inc.

Monolithic Power Systems, Inc. develops and markets proprietary, advanced analog and mixed-signal semiconductors. The company combines advanced process technology with its highly experienced analog designers to produce high-performance power management integrated circuits (ICs) for DC to DC converters, LED drivers, Cold Cathode Fluorescent Lamp (CCFL) backlight controllers, Class D audio amplifiers, and Linear ICs. MPS products are used extensively in computing and network communications products, LCD monitors and TVs, and a wide variety of consumer and portable electronics products. MPS partners with world-class manufacturing organizations to deliver top quality, ultra-compact, high-performance solutions through the most productive, cost-efficient channels. Founded in 1997 and headquartered in San Jose, California, the company has expanded its global presence with sales offices in Taiwan, China, Korea, Singapore, Japan, and Europe, which operate under MPS International, Ltd.

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Monolithic Power Systems, MPS, and the MPS logo are registered trademarks of Monolithic Power Systems, Inc. in the U.S. and trademarked in certain other countries.

Contact:

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