
**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 16, 2016

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)

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 16, 2016, Monolithic Power Systems, Inc. (the “Company”) held its 2016 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 2016, and (iii) approved, on an advisory basis, the compensation of the Company’s named executive officers.

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 2019.

Nominee	For	Withheld	Broker Non-Votes
Michael R. Hsing	35,888,111	1,467,276	1,730,993
Herbert Chang	35,981,321	1,374,066	1,730,993
Eugen Elmiger	36,758,014	597,373	1,730,993

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, 2016.

For	Against	Abstain	Broker Non-Votes
38,175,547	907,700	3,133	0

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
37,195,506	151,859	8,022	1,730,993

Item 8.01 Other Events.

On June 17, 2016, the Company issued a press release announcing the quarterly cash dividend for the second quarter of 2016. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Exhibits**(d) Exhibits**

Exhibit No.	Description
99.1	Press release dated June 17, 2016.

Exhibit Index

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99.1	Press release dated June 17, 2016.

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, thereunto duly authorized.

Date: June 17, 2016

By: _____ /s/ Saria Tseng
Saria Tseng
Vice President, General Counsel



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**Monolithic Power Systems Announces
Results of Annual Meeting of Stockholders and Second Quarter Dividend**

SAN JOSE, Calif. June 17, 2016—Monolithic Power Systems (MPS) (Nasdaq: MPWR), a leading company in high performance power solutions, today announced the final results of the 2016 Annual Meeting of Stockholders held on June 16, 2016. The stockholders approved, on an advisory basis, the 2015 compensation of MPS' executive officers, re-elected three current directors of MPS, and ratified the appointment of MPS' independent auditors for 2016.

The vote in favor of the resolution to approve the 2015 compensation of MPS' executive officers was 99% of the votes cast on the resolution, each of the three directors was re-elected with more than 96% of the votes, and the appointment of MPS' independent auditors was approved with 98% of the votes.

"On behalf of the Board and management, I sincerely thank our stockholders for their overwhelming support for our proposals, including the executive compensation plan," said Michael Hsing, CEO and founder of MPS.

Second Quarter Dividend

MPS also announced today its second quarter dividend of \$0.20 per common share to all stockholders of record as of the close of business on June 30, 2016. The dividend will be paid on July 15, 2016.

Safe Harbor Statement

This news release includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations, estimates and projections about our business and industry, management's beliefs, and certain assumptions made by us, all of which are subject to change. Forward-looking statements can often be identified by words such as "anticipates," "expects," "forecasts," "intends," "believes," "plans," "may," "will," or "continue," and similar expressions and variations or negatives of these words. All such statements are subject to certain risks, assumptions and uncertainties, including those described in our most recent Quarterly Report on Form 10-Q and in other documents that we file or furnish with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially and adversely from those projected, and may affect our future operating results, financial position and cash flows. Accordingly, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. Except to the extent required by law, MPS does not undertake, and expressly disclaims, any duty or obligation to update publicly any forward-looking statement after the initial distribution of this release, whether as a result of new information, future events, changes in assumptions or otherwise.

About Monolithic Power Systems, Inc.

Monolithic Power Systems, Inc. (MPS) provides small, highly energy efficient, easy-to-use power solutions for systems found in industrial applications, telecom infrastructures, cloud computing, automotive, and consumer applications. MPS' mission is to reduce total energy consumption in its customers' systems with green, practical, compact solutions. The company was founded by Michael R. Hsing in 1997 and is headquartered in San Jose, CA. MPS can be contacted through its website at www.monolithicpower.com or its support offices around the world.

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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.

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