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

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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, 2019

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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)

4040 Lake Washington Blvd. NE, Suite 201, Kirkland, Washington 98033  
(Address of principal executive offices) (Zip Code)

(425) 296-9956  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MPWR	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 13, 2019, Monolithic Power Systems, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (i) elected two directors to the Company’s Board of Directors, (ii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year 2019, and (iii) approved, on an advisory basis, the compensation of the Company’s named executive officers.

**Proposal One:** Elect two Class III directors to the Company’s Board of Directors to serve until the Annual Meeting of Stockholders in 2022.

Nominee	For	Withheld	Broker Non-Votes
Michael Hsing	38,475,026	1,119,173	1,814,657
Herbert Chang	29,372,212	10,221,987	1,814,657

**Proposal Two:** Ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year 2019.

For	Against	Abstain	Broker Non-Votes
41,055,199	343,993	9,664	0

**Proposal Three:** Approve, on an advisory basis, the compensation of the Company’s named executive officers.

For	Against	Abstain	Broker Non-Votes
39,196,653	379,913	17,633	1,814,657

**Item 8.01 Other Events.**

On June 13, 2019, the Company issued a press release announcing the second quarter cash dividend of \$0.40 per share to all stockholders of record as of the close of business on June 28, 2019. The dividend will be paid to stockholders on July 15, 2019. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit Description**

99.1 [Press release issued on June 13, 2019, announcing the results of the Annual Meeting and the second quarter cash dividend.](#)

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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, thereunto duly authorized.

Date: June 14, 2019

By: \_\_\_\_\_ /s/ Saria Tseng

**Saria Tseng**  
**Vice President, General Counsel**



**PRESS RELEASE**  
**For Immediate Release**

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

**KIRKLAND, Washington, June 13, 2019** – Monolithic Power Systems (MPS) (Nasdaq: MPWR), a leading company in high performance analog solutions, today announced the final results of the 2019 Annual Meeting of Stockholders held on June 13, 2019 (the “Annual Meeting”). Stockholders re-elected the two director nominees with 97% and 74% of the votes cast for their election, ratified the appointment of MPS’ independent registered public accounting firm for 2019 with 99% of the votes cast for ratification, and approved the 2018 compensation of executive officers with 99% of the votes cast for approval.

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

**Second Quarter Dividend**

MPS also announced today its second quarter dividend of \$0.40 per common share to all stockholders of record as of the close of business on June 28, 2019. The dividend will be paid on July 15, 2019.

**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 Annual Report on Form 10-K and 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.

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**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 Hsing in 1997 and is based in the United States. MPS can be contacted through its website at [www.monolithicpower.com](http://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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