

SILICON LABORATORIES INC
Form DEFA14A
March 19, 2014

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. ___)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Silicon Laboratories Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: N/A
 - (2) Aggregate number of securities to which transaction applies: N/A
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
N/A
 - (4) Proposed maximum aggregate value of transaction: N/A
 - (5) Total fee paid: N/A
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

- (1) Amount previously paid: N/A
- (2) Form, Schedule or Registration Statement No.: N/A
- (3) Filing party: N/A
- (4) Date Filed: N/A

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 15, 2014

SILICON LABORATORIES INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 19, 2014

Date: April 15, 2014 Time: 9:30 AM CDT

Location: The Lady Bird Johnson
Wildflower Center
4801 La Crosse Avenue
Austin, Texas 78739

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

0000194318_1 R1.0.0.51160

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice & Proxy Statement

How to View Online:

Have the

information that is

printed in the box XXXX XXXX XXXX (located

marked by the on the

arrow

following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL

Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for

requesting a copy. Please choose one of the following methods to make your request:

1) BY www.proxyvote.com

INTERNET:

2) BY 1-800-579-1639

TELEPHONE:

3) BY sendmaterial@proxyvote.com

E-MAIL*:

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the arrow XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 01, 2014 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a “legal proxy.” To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box

marked by the arrow XXXX XXXX available and follow the instructions.
XXXX

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

0000194318_2 R1.0.0.51160

Voting
items

The Board of Directors recommends that you
vote FOR the following:

1. Election of Directors
Nominees

01 Navdeep S. Sooch 02 Laurence G. Walker 03 William P. Wood

The Board of Directors recommends you vote FOR the following proposal (s):

- 2 To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 3, 2015.
- 3 To approve, on an advisory basis, the compensation of the Named Executive Officers as disclosed in the Company's Proxy Statement.
- 4 To approve the amendments to the 2009 Stock Incentive Plan.
- 5 To re-approve the material terms of the 2009 Stock Incentive Plan pursuant to Section 162(m) of the Internal Revenue Code.
- 6 To approve the amendments to the 2009 Employee Stock Purchase Plan.

NOTE: In accordance with the discretion of the proxy holders, to act upon all matters incident to the conduct of the meeting and upon other matters as may properly come before the meeting.

0000194318_3 R1.0.0.51160

Voting
Instructions

0000194318_4 R1.0.0.51160

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 15, 2014

SILICON LABORATORIES INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 19, 2014

Date: April 15, 2014 Time: 9:30 AM CDT

Location: The Lady Bird Johnson
Wildflower Center
4801 La Crosse Avenue
Austin, Texas 78739

SILICON LABORATORIES INC.
ATTN: CORPORATE SECRETARY
400 WEST CESAR CHAVEZ
AUSTIN, TX 78701

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

0000194320_1 R1.0.0.51160

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

- 1. Annual Report
- 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box XXXX XXXX XXXX (located marked by the _____ on the arrow following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for

requesting a copy. Please choose one of the following methods to make your request:

- 1) BY www.proxyvote.com

INTERNET:

- 2) BY 1-800-579-1639

TELEPHONE:

- 3) BY sendmaterial@proxyvote.com

E-MAIL*:

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the arrow XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 01, 2014 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box

available and follow the instructions.

marked by the arrow XXXX XXXX
XXXX

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

0000194320_2 R1.0.0.51160

Voting
items

The Board of Directors recommends you vote
FOR the following:

1. Election of Directors
Nominees

01 Navdeep S. Sooch 02 Laurence G. Walker 03 William P. Wood

The Board of Directors recommends you vote FOR proposals 2 through 6.

- 2 To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 3, 2015.
- 3 To approve, on an advisory basis, the compensation of the Named Executive Officers as disclosed in the Company's Proxy Statement.
- 4 To approve the amendments to the 2009 Stock Incentive Plan.
- 5 To re-approve the material terms of the 2009 Stock Incentive Plan pursuant to Section 162(m) of the Internal Revenue Code.
- 6 To approve the amendments to the 2009 Employee Stock Purchase Plan.

NOTE: In accordance with the discretion of the proxy holders, to act upon all matters incident to the conduct of the meeting and upon other matters as may properly come before the meeting.

0000194320_3 R1.0.0.51160

0000194320_4 R1.0.0.51160