

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): AUGUST 24, 2000

TEXAS INSTRUMENTS INCORPORATED  
(Exact name of Registrant as specified in charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

001-03761  
(Commission file number)

750289970  
(I.R.S. employer  
identification no.)

12500 TI BOULEVARD  
P.O. BOX 660199  
DALLAS, TEXAS 75266-0199  
(Address of principal executive offices)

Registrants' telephone number, including area code: (972) 995-3773

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## ITEM 2. OTHER EVENTS.

On August 24, 2000, pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") dated as of June 21, 2000, by and among Texas Instruments Incorporated ("TI"), Burr-Brown Corporation ("Burr-Brown") and Burma Acquisition Corp., a wholly owned subsidiary of TI ("Burma"), Burma was merged with and into Burr-Brown (the "Merger"). Burr-Brown was the surviving corporation of the Merger and became a wholly owned subsidiary of TI. In accordance with the Merger Agreement, the outstanding common stock of Burr-Brown, and common stock issuable under options and convertible notes, was converted into the right to receive approximately 88 million shares of TI common stock. The Merger has been accounted for as a "pooling of interests" under generally accepted accounting principles.

## ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

## (c) Exhibits.

99.1 - Press Release dated as of August 25, 2000, announcing the closing of the Merger.

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.

TEXAS INSTRUMENTS INCORPORATED

Date: August 31, 2000

By: /s/ WILLIAM A. AYLESWORTH

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William A. Aylesworth,  
Senior Vice President  
Treasurer and  
Chief Financial Officer

## INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
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99.1	Press Release dated as of August 25, 2000, announcing the closing of the merger.

News Release

C-00044

TEXAS INSTRUMENTS CLOSSES ACQUISITION OF BURR-BROWN CORPORATION

MOVE COMBINES HIGH-PERFORMANCE EXPERTISE WITH ANALOG LEADERSHIP  
TO ADDRESS THE NEEDS OF THE INTERNET ERA

Dallas (August 25, 2000) - Texas Instruments (TI) Incorporated (NYSE: TXN) announced today that it has finalized its acquisition of Burr-Brown Corporation (NASDAQ: BBRC) in a stock-for-stock transaction. With this acquisition, TI now provides customers with the broadest range of high-performance analog products in the market.

Burr-Brown is an elite developer of analog semiconductors, principally in the data converter and amplifier segments of the market. It designs data converters at the highest end of the precision and speed range, including 24-bit converters. Data converters and amplifiers are key to new and emerging applications, such as 3G (third generation) wireless phones, DSL (digital subscriber line) modems, Internet audio players and digital consumer audio systems. Analog is one of the largest sectors in the semiconductor industry and is expected to grow more than 25 percent this year, according to industry analyst Dataquest.

TI plans to integrate its advanced process technologies with Burr-Brown's design expertise to develop products for applications that require the highest levels of precision and performance. Furthermore, TI's world leading DSP expertise will provide Burr-Brown's high performance analog semiconductors access to many new applications. The makers of Internet appliances and communications systems will have the best of both worlds in one company, with complementary components that optimally meet their total signal processing requirements. The combined force of analog and DSP technical field experts will deliver unmatched support as customers develop their systems. Together, TI and Burr-Brown provide more analog field-based engineers than any other supplier.

TI will issue 1.3 shares of its common stock for each outstanding share of Burr-Brown common stock. Likewise, each share of Burr-Brown stock issuable under options and convertible notes will become convertible into 1.3 shares of TI common stock.

Taking options and convertible notes into account, TI will issue approximately 88 million shares. Excluding transaction costs, the acquisition is not expected to be material to TI's earnings per share in 2000 or 2001, and is expected to be accretive thereafter. Burr-Brown will continue to operate in Tucson, Arizona, as a wholly owned subsidiary of TI.

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Safe Harbor Statement: Statements contained in this press release regarding the growth of the analog segment of the semiconductor industry, the benefits of the planned integration of Burr-Brown's operations, the effect of the transaction on TI's earnings per share and other statements of management's beliefs, goals and expectations may be considered "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995, and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Expectations of growth in the analog sector of the semiconductor industry are based on analysis performed by Dataquest, an independent market analyst. The following factors and the factors discussed in TI's most recent filings on Form 10-K and Form S-4, and Burr-Brown's most recent filing on Form 10-Q could cause actual results of TI to differ materially from the statements contained in this press release: the continued growth of the analog market; the ability of TI to successfully integrate Burr-Brown's operations and capitalize on the combined technologies; the ability to realize synergies in terms of research and development, growth and cost savings; and the availability of the favorable tax treatment and accounting treatment for the merger. We disclaim any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this press release.

Texas Instruments Incorporated is the world leader in digital signal processing and analog technologies, the semiconductor engines of the Internet age. The company's businesses also include materials and controls, and educational and productivity solutions. TI is headquartered in Dallas, Texas, and has manufacturing or sales operations in more than 25 countries.

Texas Instruments is traded on the New York Stock Exchange under the symbol TXN. The company's web site is [www.ti.com](http://www.ti.com)