## 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 21, 2018

# **TEXAS INSTRUMENTS INCORPORATED**

(Exact name of registrant as specified in charter)

DELAWARE (State or other jurisdiction of incorporation) 001-03761 (Commission file number) 75-0289970 (I.R.S. employer identification no.)

12500 TI BOULEVARD DALLAS, TEXAS 75243 (Address of principal executive offices)

Registrant's telephone number, including area code: (214) 479-3773

Check the appropriate box below if the Form 8-K 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  $\Box$ 

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.

ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 21, 2018, the Board of Directors of Texas Instruments Incorporated ("TI") elected Mr. Martin S. Craighead to the Board of Directors of TI and to the Board's Audit Committee effective July 1, 2018. Mr. Craighead will be compensated as described under the heading "Director Compensation" in TI's proxy statement for its 2018 annual meeting of stockholders, which was filed with the Securities and Exchange Commission on March 13, 2018.

The Board determined that Mr. Craighead has no relationship that, in the opinion of the Board, would interfere with his exercise of independent judgment in carrying out his responsibilities as director. There have been no transactions involving TI or any of its subsidiaries in which Mr. Craighead has or will have a direct or indirect material interest that are required to be disclosed by Item 404(a) of Regulation S-K.

ITEM 7.01 Regulation FD Disclosure.

TI's news release announcing Mr. Craighead's election is attached hereto as Exhibit 99.

ITEM 9.01. Exhibits

Designation of Exhibit in this Report Description of Exhibit 99 <u>TI's News Release</u> Dated June 21, 2018 (furnished pursuant to Item 7.01)

#### 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: June 21, 2018

By: /s/ Cynthia Hoff Trochu

Cynthia Hoff Trochu Senior Vice President, Secretary and General Counsel

### Martin Craighead to join TI board of directors

DALLAS (June 21, 2018) – Texas Instruments Incorporated (TI) (NASDAQ: TXN) today announced that Martin S. Craighead has been elected to TI's board of directors, effective July 1. Mr. Craighead served as chairman, president and CEO of Baker Hughes Incorporated until July 2017, when he became vice chairman of the board of Baker Hughes, a GE company, a leading global oil field technology provider.

"We are excited to welcome Martin to our board," said Rich Templeton, TI's chairman. "His strategic expertise and proven ability leading a multi-billion dollar organization, combined with his strong experience in global industrial markets, will bring added strength to our board deliberations and our business."

Mr. Craighead, 58, held multiple executive positions during his 30-plus year career with Baker Hughes, where he ultimately became president in 2010, chief executive officer in 2012 and chairman of the board in 2013, prior to the company's combination with the oil and gas business of GE in July 2017.

He also serves on the board of PQ Group Holdings Inc.

Mr. Craighead earned a Bachelor of Science in petroleum and natural gas engineering from Pennsylvania State University and a Master of Business Administration from Vanderbilt University.

"Martin brings years of leadership experience in the industrial market, an area of strategic importance to TI. In addition, his understanding of global markets and his executive roles in international operations will be assets to our board and to the management team. He will provide a valued perspective, and we look forward to working with him," said Ron Kirk, chairman of the board's governance and stockholder relations committee.

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#### **About Texas Instruments**

Texas Instruments Incorporated (TI) is a global semiconductor design and manufacturing company that develops analog ICs and embedded processors. By employing the world's brightest minds, TI creates innovations that shape the future of technology. TI is helping approximately 100,000 customers transform the future, today. Learn more at <u>www.ti.com</u>.

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