

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

MICHAEL ACHTERBERG,

Plaintiff,

v.

XILINX, INC., DENNIS SEGERS,  
VICTOR PENG, RAMAN CHITKARA,  
SAAR GILLAI, RONALD S. JANKOV,  
MARY LOUISE (ML) KRAKAUER,  
THOMAS H. LEE, JON A. OLSON, and  
ELIZABETH VANDERSLICE,

Defendants.

Civil Action No.

**COMPLAINT FOR VIOLATIONS  
OF THE FEDERAL SECURITIES  
LAWS**

**JURY TRIAL DEMANDED**

Plaintiff Michael Achterberg (“Plaintiff”) by and through his undersigned attorneys, brings this action on behalf of himself, and alleges the following based upon personal knowledge as to those allegations concerning Plaintiff and, as to all other matters, upon the investigation of counsel, which includes, without limitation: (a) review and analysis of public filings made by Xilinx, Inc. (“Xilinx” or the “Company”) and other related parties and non-parties with the United States Securities and Exchange Commission (“SEC”); (b) review and analysis of press releases and other publications disseminated by certain of the Defendants (defined below) and other related non-parties; (c) review of news articles, shareholder communications, and postings on the Company’s website concerning the Company’s public statements; and (d) review of other publicly available information concerning Xilinx and the Defendants.

## SUMMARY OF THE ACTION

1. This is an action brought by Plaintiff against Xilinx and the Company's Board of Directors (the "Board" or the "Individual Defendants") for their violations of Section 14(a) and 20(a) of the Securities Exchange Act of 1934, 15.U.S.C. §§ 78n(a), 78t(a), and SEC Rule 14a-9, 17 C.F.R. 240.14a-9, in connection with the proposed sale of the Company to Advanced Micro Devices, Inc. ("AMD") and Thrones Merger Sub Inc. ("Merger Sub"), a wholly owned subsidiary of AMD (the "Proposed Transaction").

2. On October 27, 2020, the Company announced that it had entered into an Agreement and Plan of Merger (the "Merger Agreement") with AMD. Pursuant to the terms of the Merger Agreement the Company's shareholders will receive 1.7234 shares of AMD common stock for each share of Xilinx common stock owned (the "Merger Consideration").

3. On December 4, 2020, in order to convince the Company's shareholders to vote in favor of the Proposed Transaction, the Board authorized the filing of a materially incomplete and misleading registration statement with the SEC on Form S-4 (the "Registration Statement"), in violation of Sections 14(a) and 20(a) of the Exchange Act.

4. For these reasons, and as set forth in detail herein, Plaintiff asserts claims against Xilinx and the Board for violations of Sections 14(a) and 20(a) of the Exchange Act and Rule 14a-9. Plaintiff seeks to enjoin Defendants from taking any steps to consummate the Proposed Transaction unless and until the material information discussed below is disclosed to Xilinx shareholders before the vote on the Proposed Transaction or, in the event the Proposed Transaction is consummated, recover damages resulting from the Defendants' violations of the Exchange Act.

## **JURISDICTION AND VENUE**

5. This Court has subject matter jurisdiction over all claims asserted herein pursuant to Section 27 of the Exchange Act, 15 U.S.C § 78aa, and 28 U.S.C. § 1331, as Plaintiff alleges violations of Sections 14(a) and 20(a) of the Exchange Act.

6. This Court has personal jurisdiction over all of the Defendants because each is either a corporation that conducts business in, solicits shareholders in, and/or maintains operations within, this District, or is an individual who is either present in this District for jurisdictional purposes or has sufficient minimum contacts with this District so as to make the exercise of jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

7. Venue is proper under 28 U.S.C. § 1391 because a substantial portion of the transactions and wrongs complained of herein occurred in this District.

## **THE PARTIES**

8. Plaintiff is, and has been at all times relevant hereto, the owner of Xilinx shares.

9. Defendant Xilinx is incorporated under the laws of Delaware and has its principal executive offices located at 2100 Logic Drive, San Jose, California 95124. The Company's common stock trades on the NASDAQ Global Select Market under the symbol "XLNX."

10. Defendant Dennis Segers ("Segers") is and has been a director of Xilinx at all times during the relevant time period.

11. Defendant Victor Peng ("Peng") is and has been the Company's Chief Executive Officer and a director of Xilinx at all times during the relevant time period.

12. Defendant Raman Chitkara ("Chitkara") is and has been a director of Xilinx at all times during the relevant time period.

13. Defendant Saar Gillai (“Gillai”) is and has been a director of Xilinx at all times during the relevant time period.

14. Defendant Ronald S. Jankov (“Jankov”) is and has been a director of Xilinx at all times during the relevant time period.

15. Defendant Mary Louise Krakauer (“Krakauer”) is and has been a director of Xilinx at all times during the relevant time period.

16. Defendant Thomas H. Lee (“Lee”) is and has been a director of Xilinx at all times during the relevant time period.

17. Defendant Jon A. Olson (“Olson”) is and has been a director of Xilinx at all times during the relevant time period.

18. Defendant Elizabeth Vanderslice (“Vanderslice”) is and has been a director of Xilinx at all times during the relevant time period.

19. Defendants Segers, Peng, Chitkara, Gillai, Jankov, Krakauer, Lee, Olson, and Vanderslice are collectively referred to herein as the “Individual Defendants.”

20. The Individual Defendants, along with Defendant Xilinx, are collectively referred to herein as “Defendants.”

## **SUBSTANTIVE ALLEGATIONS**

### **Background of the Company**

21. Xilinx designs and develops programmable devices and associated technologies, including integrated circuits (ICs) in the form of programmable logic devices (PLDs), including programmable System on Chips (SoCs), three-dimensional ICs (3D ICs) and Adaptive Compute Acceleration Platform (ACAP): a highly integrated multi-core heterogeneous compute platform; software design tools to program the PLDs; software development environments and embedded

platforms; targeted reference designs; printed circuit boards; and intellectual property (IP), which consists of Xilinx and various third-party verification and IP cores. In addition to its programmable platforms, Xilinx provides design services, customer training, field engineering and technical support.

### **The Company Announces the Proposed Transaction**

22. On October 27, 2020, the Company jointly issued a press release announcing the Proposed Transaction. The press release stated in part:

**SILICON VALLEY, CALIF. — Oct. 27, 2020 —** AMD (NASDAQ: AMD) and Xilinx (NASDAQ: XLNX) today announced they have entered into a definitive agreement for AMD to acquire Xilinx in an all-stock transaction valued at \$35 billion. The combination will create the industry’s leading high performance computing company, significantly expanding the breadth of AMD’s product portfolio and customer set across diverse growth markets where Xilinx is an established leader. The transaction is expected to be immediately accretive to AMD margins, EPS and free cash flow generation and deliver industry-leading growth.

The acquisition brings together two industry leaders with complementary product portfolios and customers. AMD will offer the industry’s strongest portfolio of high performance processor technologies, combining CPUs, GPUs, FPGAs, Adaptive SoCs and deep software expertise to enable leadership computing platforms for cloud, edge and end devices. Together, the combined company will capitalize on opportunities spanning some of the industry’s most important growth segments from the data center to gaming, PCs, communications, automotive, industrial, aerospace and defense.

“Our acquisition of Xilinx marks the next leg in our journey to establish AMD as the industry’s high performance computing leader and partner of choice for the largest and most important technology companies in the world,” AMD President and CEO Dr. Lisa Su said. “This is truly a compelling combination that will create significant value for all stakeholders, including AMD and Xilinx shareholders who will benefit from the future growth and upside potential of the combined company. The Xilinx team is one of the strongest in the industry and we are thrilled to welcome them to the AMD family. By combining our world-class engineering teams and deep domain expertise, we will create an industry leader with the vision, talent and scale to define the future of high performance computing.”

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