

**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): February 20, 2020

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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$1.00	TXN	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 (§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

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 February 20, 2020, the Board of Directors of Texas Instruments Incorporated (“TI”) elected Mr. Michael D. Hsu to the Board of Directors of TI and to the Board’s Audit Committee effective April 1, 2020.

In connection with his service as a director, Mr. Hsu will receive TI’s standard non-employee director cash and equity compensation as described in the Texas Instruments 2018 Director Compensation Plan, as amended. As a new director, Mr. Hsu will receive (i) a one-time initial equity award of restricted stock units with a grant-date value of approximately \$200,000, and (ii) a pro rata portion of the \$110,000 annual retainer for his service through the remaining portion of the year.

The Board determined that Mr. Hsu 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. Hsu 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. Hsu’s election is attached hereto as Exhibit 99.

ITEM 9.01. Exhibits

<u>Designation of Exhibit in this Report</u>	<u>Description of Exhibit</u>
99	TI’s News Release Dated February 20, 2020 (furnished pursuant to Item 7.01)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 20, 2020

By: /s/ Cynthia Hoff Trochu

Cynthia Hoff Trochu
Senior Vice President,
Secretary and General Counsel

Kimberly-Clark CEO Michael Hsu to join TI board of directors

DALLAS (February 20, 2020) – Texas Instruments Incorporated (TI) (Nasdaq: TXN) today announced that Michael D. Hsu, chairman and chief executive officer of Kimberly-Clark Corporation, has been elected to TI’s board of directors, effective April 1.

“We’re pleased to welcome Mike to our board,” said Rich Templeton, TI’s chairman, president and CEO. “His experience driving growth in competitive markets and leading a complex, multi-billion-dollar global organization will be a valuable addition to our strategic discussions.”

Mr. Hsu, 55, has more than 25 years of experience in the consumer products industry. He joined Kimberly-Clark in 2012 as group president of the company’s nearly \$8 billion North American Consumer Products business. In 2017, he became the president and chief operating officer, leading day-to-day operations of Kimberly-Clark’s business units, along with the global innovation, marketing and supply chain functions. Mr. Hsu assumed the role of chief executive officer in January 2019 and chairman of the board a year later.

Prior to joining Kimberly-Clark, Mr. Hsu was executive vice president and chief commercial officer at Kraft Foods and held leadership roles at H.J. Heinz. He launched his career in the consumer products industry as a consultant with Booz Allen Hamilton, where he rose to partner in the firm’s consumer practice.

He earned a bachelor’s degree from Carnegie Mellon University and a Master of Business Administration from the University of Chicago.

“In addition to Mike’s background in global operations and markets, he understands the importance of the customer’s perspective, innovation, and the people who drive results – the employees. These are also important at TI,” said Ron Kirk, chair of the board’s governance and stockholder relations committee. “He’ll bring new insights and will be a great addition to the board.”

About Texas Instruments

From connected cars and intelligent homes to self-monitoring health devices and automated factories, Texas Instruments Incorporated (TI) (Nasdaq: TXN) products are at work in virtually every type of electronic system. With operations in more than 30 countries, we engineer, manufacture, test and sell analog and embedded semiconductor chips. Our employees, about 30,000 worldwide, are driven by core values of integrity, innovation and commitment, and work every day to shape the future of technology. Learn more at www.ti.com.

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