

XILINX INC
Form 8-K
December 17, 2008

**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): **December 16, 2008**

XILINX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

0-18548
(Commission File
Number)

77-0188631
(IRS Employer
Identification No.)

2100 Logic Drive, San Jose, California

(Address of principal executive offices)

95124

(Zip Code)

Registrant's telephone number, including area code: **(408) 559-7778**

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

Item 7.01 Regulation FD Disclosure

On December 16, 2008, Xilinx, Inc. issued a press release announcing that it revised its guidance for the third quarter of fiscal 2009. A copy of this press release is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits:

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Xilinx, Inc. dated December 16, 2008.

SIGNATURES

Edgar Filing: XILINX INC - Form 8-K

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.

XILINX, INC.

Date: December 17, 2008

By: /s/ Jon A. Olson
Jon A. Olson
Senior Vice President, Finance
and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Xilinx, Inc. dated December 16, 2008.

parate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date		
Common Units of National CineMedia, LLC	\$ 0 ⁽¹⁾	02/13/2007		D		1,637,826	⁽¹⁾	⁽¹⁾	Common Stock of National CineMedia, Inc.	1,637,826

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Regal CineMedia Holdings, LLC 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		
REGAL ENTERTAINMENT GROUP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X		

Regal Entertainment Holdings, Inc. 7132 REGAL LANE KNOXVILLE, TN 37918	X	X
REGAL CINEMAS CORP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X
REGAL CINEMAS INC 7132 REGAL LANE KNOXVILLE, TN 37918	X	X
Regal CineMedia CORP 7132 REGAL LANE KNOXVILLE, TN 37918	X	X
ANSCHUTZ CO 555 17TH STREET, SUITE 2400 DENVER, CO 80202	X	X
ANSCHUTZ PHILIP F 555 17TH STREET, SUITE 2400 DENVER, CO 80202	X	X

Signatures

/s/ Peter B. Brandow, Executive Vice President (Regal CineMedia Holdings, LLC)	02/14/2007
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Executive Vice President (Regal Entertainment Group)	02/14/2007
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Executive Vice President (Regal Entertainment Holdings, Inc.)	02/14/2007
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Executive Vice President (Regal Cinemas Corporation)	02/14/2007
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Executive Vice President (Regal Cinemas, Inc.)	02/14/2007
__Signature of Reporting Person	Date
/s/ Peter B. Brandow, Vice President (Regal CineMedia Corporation)	02/14/2007
__Signature of Reporting Person	Date
/s/ Robert M. Swysgood, by power of attorney (on behalf of Anschutz Company)	02/14/2007
__Signature of Reporting Person	Date
/s/ Robert M. Swysgood, by power of attorney (on behalf of Philip F. Anschutz)	02/14/2007
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Common Units of National CineMedia, LLC may be converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis, and have no expiration date.
- (2) The purchase price of the Common Units of National CineMedia, LLC was equal to the purchase price, after expenses, that National CineMedia, Inc. received for shares of its Common Stock in its initial public offering.
- (3) The reported securities are owned directly by Regal CineMedia Holdings, LLC, and indirectly by Regal Entertainment Group, Regal Entertainment Holdings, Inc., Regal Cinemas Corporation, Regal Cinemas, Inc., Regal CineMedia Corporation, Anschutz Company, and Philip F. Anschutz. Anschutz Company and Philip F. Anschutz disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Remarks:

This report is filed jointly by Regal CineMedia Holdings, LLC, Regal Entertainment Group, Regal Entertainment Holdings, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.