

XILINX INC
Form 424B3
July 20, 2007

**Filed under Rule 424(b)(3) and (7) of the Securities Act of 1933,
relating to Registration No. 333-143796**

**Supplement No. 2
to Prospectus Dated June 15, 2007 and Prospectus Supplement Dated June 15, 2007
of**

XILINX, INC.

Relating to

**\$1,000,000,000 Junior Subordinated Convertible Debentures due 2037
and
Shares of Common Stock Issuable upon Conversion of the Debentures**

This supplement no. 2 relates to the resale by selling securityholders of Xilinx's Junior Subordinated Convertible Debentures Due 2037 and the shares of Xilinx common stock issuable upon conversion of the debentures.

You should read this supplement no. 2 in conjunction with the prospectus dated June 15, 2007, the prospectus supplement dated June 15, 2007 and supplement no. 1 to the prospectus supplement dated July 2, 2007, which should be delivered in conjunction with this supplement. This supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus and prospectus supplement, including supplement no. 1. This supplement is qualified by reference to the prospectus and prospectus supplement, except to the extent that the information provided by this supplement supersedes information contained in the prospectus supplement and supplement no. 1.

Investing in the debentures and the common stock issuable upon conversion of the debentures involves risk. See the discussion entitled "Risk Factors" beginning on page S-7 of the prospectus supplement dated June 15, 2007.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this supplement, the prospectus dated June 15, 2007, or the prospectus supplement dated June 15, 2007. Any representation to the contrary is a criminal offense.

The table under the caption "Selling Securityholders" beginning on page S-71 of the prospectus supplement is hereby supplemented and amended by adding certain selling securityholders identified in the table below. We prepared this table based on information supplied to us by the selling securityholders named in the table below on or prior to July 18, 2007. Information about the selling securityholders may change over time. If required, any changed or new information given to us will be set forth in supplements to the prospectus supplement or amendments to the registration statement of which this supplement is a part, if and when necessary.

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We have assumed for purposes of the table below that the selling securityholders will sell all of the debentures and all of the common stock issuable upon conversion of the debentures pursuant to this supplement, the prospectus supplement dated June 15, 2007, and the prospectus dated June 15, 2007, and that any other shares of our common stock beneficially owned by the selling securityholder will continue to be beneficially owned.

Except as set forth below, the selling securityholders listed in the table below do not have, nor within the past three years have had, any position, office or other material relationship with us or any of our predecessors or affiliates.

The selling securityholders identified below may have sold, transferred or otherwise disposed of, pursuant to transactions exempt from the registration requirements of the Securities Act of 1933, as amended, all or a portion of its debentures since the date on which it provided the information regarding its debentures.

Name of Selling Securityholder	Principal Amount of Debentures Beneficially Owned and Offered (USD)(4)	Percentage of Debentures Outstanding (%)	Number of Shares of Common Stock Beneficially Owned(1)(2)	Number of Shares of Common Stock Offered (1)	Number of Shares of Common Stock Beneficially Owned after the Offering(2)(3)	Natural Person(s) with Voting or Investment Power
Polygon Global Opportunities Master Fund	70,700,000	7.07	2,267,773	2,267,773	0	(5)
Morgan Stanley & Co. Incorporated (#)	20,000,000	2.00	1,804,320	641,520	1,162,800	(6)
Morley AISF Convertible Bond Arbitrage Fund	2,000,000	*	64,152	64,152	0	David Clott
Knoxville Utilities Board Retirement System	165,000	*	5,293	5,293	0	Nick Calamos
Oakwood Healthcare Inc. Funded Depreciation	110,000	*	3,528	3,528	0	Nick Calamos
Oakwood Healthcare Inc. Pension	285,000	*	9,142	9,142	0	Nick Calamos
Oakwood Healthcare Inc. Endowment / A & D	11,000	*	353	353	0	Nick Calamos
Oakwood Healthcare Inc. OHP	16,000	*	513	513	0	Nick Calamos
Oakwood Assurance						Nick

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Company Ltd.	50,000	*	1,604	1,604	0	Calamos
Delta Airlines						Nick
Master Trust	850,000	*	27,265	27,265	0	Calamos
Munson Medical Center						Nick
Retirement Plan	135,000	*	4,330	4,330	0	Calamos
Munson2 Healthcare Board						Nick
Designated Operating Fund	150,000	*	4,811	4,811	0	Calamos
American Beacon Funds	225,000	*	7,217	7,217	0	Calamos

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Port Authority of Allegheny County Consolidated Trust Fund	65,000	*	2,085	2,085	0	Nick Calamos
North Dakota State Investment Board	800,000	*	25,661	25,661	0	Nick Calamos
Oakwood Healthcare Inc. Professional Liability	12,000	*	385	385	0	Nick Calamos
Univar USA Inc. Retirement Plan	575,000	*	18,444	18,444	0	Nick Calamos
Port Authority of Allegheny County Retirement and Disability Allowance Plan for the Employees Represented by Local 85 of the Amalgamated Transit Union	800,000	*	25,661	25,661	0	Nick Calamos
The Dow Chemical Company Employees' Retirement Plan	2,225,000	*	71,369	71,369	0	Nick Calamos
Dorinco Reinsurance Company	1,050,000	*	33,680	33,680	0	Nick Calamos
City of Knoxville Pension System	230,000	*	7,377	7,377	0	Nick Calamos
Macomb County						

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Employees' Retirement System CALAMOS	375,000	*	12,029	12,029	0	Nick Calamos
Growth & Income Portfolio □ CALAMOS						Nick Calamos
Advisors Trust Boilermakers □ Blacksmith Pension Trust	400,000	*	12,830	12,830	0	Nick Calamos
Aventis Pension Master Trust Louisiana Workers' Compensation Corporation	360,000	*	11,547	11,547	0	Nick Calamos
	200,000	*	6,415	6,415	0	Nick Calamos

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Delta Pilots Disability and Survivorship Trust	475,000	*	15,236	15,236	0	Nick Calamos
SCI Endowment Care Common Trust Fund □ Regions Bank Union Carbide Retirement Account	180,000	*	5,774	5,774	0	Nick Calamos
Prisma Foundation	150,000	*	4,811	4,811	0	Nick Calamos
Greek Catholic Union of the USA	175,000	*	5,613	5,613	0	Nick Calamos
SPT CEMEX Pension Plan CALAMOS	700,000	*	22,453	22,453	0	Nick Calamos
Growth & Income Fund □ CALAMOS						Nick Calamos
Investment Trust Investors Bank & Trust	58,000,000	5.80	1,860,408	1,860,408	0	Nick Calamos
	643,000	*	20,625	20,625	0	Thomas Lyon
Northern Trust	1,361,000	*	43,655	43,655	0	Thomas Lyon
State Street	108,000	*	3,464	3,464	0	Thomas Lyon

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Mellon Trust	5,000	*	160	160	0	Thomas Lyon
Brown Brothers	15,000	*	481	481	0	Thomas Lyon
Lyxor/Context Fund Ltd.	1,130,000	*	36,246	36,246	0	Michael S. Rosen and William D. Fertig
CASAM Context Offshore Advantage Fund Limited	1,110,000	*	35,604	35,604	0	Michael S. Rosen and William D. Fertig
Context Advantage Master Fund, LP	6,500,000	*	208,494	208,494	0	Michael S. Rosen and William D. Fertig
Institutional Benchmarks Series (Master Fund) Limited in Respect of Alcor Series	330,000	*	10,585	10,585	0	Michael S. Rosen and William D. Fertig

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Worldwide Transactions Limited	390,000	*	12,510	12,510	0	Michael S. Rosen and William D. Fertig
Altma Fund SICAV PLC in Respect of the Graton Sub Fund	1,830,000	*	58,699	58,699	0	Michael S. Rosen and William D. Fertig
Finch Tactical Plus Class B	280,000	*	8,981	8,981	0	Michael S. Rosen and William D. Fertig
AHFP Context	430,000	*	13,793	13,793	0	Michael S. Rosen and William D. Fertig

* Less than one percent (1%).

The selling securityholder is a registered broker-dealer.

+ The selling securityholder is an affiliate of a registered broker-dealer.

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(1) Assumes conversion of all of the holder's debentures at a conversion rate of 32.0760 shares of common stock per \$1,000 principal amount at maturity of the debentures. This conversion rate is subject to adjustment as described under "Description of Debentures" Conversion Rights. As a result, the number of shares of common stock issuable upon conversion of the debentures may increase or decrease in the future. Further, pursuant to the terms of the debentures, upon conversion, we will deliver cash equal to the lesser of the aggregate principal amount of debentures to be converted and the total conversion obligation. We will deliver shares of our common stock, cash or a combination thereof, at our option for the remainder, if any, of our conversion obligation. Accordingly, the number of shares of our common stock we would actually deliver upon conversion of any debentures would be lower than the number shown for any holder of debentures in this table above. Excludes shares of common stock that may be issued by us upon the repurchase of the debentures as described under "Description of Debentures" Repurchase of the Debentures by Us at the Option of Holders Upon a Fundamental Change and fractional shares. Holders will receive a cash adjustment for any fractional share amount resulting from conversion of the debentures, as described under "Description of Debentures" Conversion Rights.

(2) The number of shares of common stock beneficially owned by each holder named above is less than 1% of our outstanding common stock, calculated based on 298,017,510 shares of common stock outstanding as of June 11, 2007. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's debentures, but we did not assume conversion of any other holder's debentures.

(3) For the purposes of computing the number and percentage of debentures and shares to be held by the selling securityholders after the conclusion of the offering, we have assumed for purposes of the table above that the selling securityholder named above will sell all of the debentures and all of the common stock issuable upon conversion of the debentures offered by this prospectus supplement and the prospectus, and that any other shares of our common stock beneficially owned by the selling securityholder will continue to be beneficially owned. We also assume that unnamed holders of debentures, or any future transferees, pledgees, donees or successors of from any such holder, do not beneficially own any common stock other than that issuable upon conversion of the debentures.

(4) The maximum principal amount of debentures that may be sold under this prospectus and prospectus supplement will not exceed \$1,000,000,000.

(5) Polygon Investment Partner LLP and Polygon Investment Partners LP (the "Investment Manager"), Polygon Investments Ltd. (the "Manager"), Alexander E. Jackson, Reade E. Griffith, and Patrick G. G. Dear share voting and dispositive power of the securities held by Polygon Global Opportunities Master Fund. The Investment Managers, the Manager, Alexander E. Jackson, Reade E. Griffith, and Patrick G. G. Dear disclaim beneficial ownership of the securities held by Polygon Global Opportunities Master Fund.

(6) Morgan Stanley & Co. Incorporated is a subsidiary of Morgan Stanley, which is an SEC registrant. Securityholder is a registered broker-dealer.

The date of this supplement no. 2 is July 20, 2007.