

LITTELFUSE INC /DE
Form 8-K
January 28, 2009

Table of Contents

**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): January 22, 2009
Littelfuse, Inc.
(Exact Name Of Registrant As Specified In Charter)**

Delaware
(State of Incorporation)

0-20388
(Commission File No.)

36-3795742
(I.R.S. Employer
Identification No.)

800 East Northwest Highway,
Des Plaines, IL 60016
(Address of principal executive offices, including zip code)
(847) 824-1188
(Registrant's telephone number, including area code)
Not applicable
(Former name or address, if changed since last report)

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 (see General Instruction A.2 below):

- 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))
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TABLE OF CONTENTS

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers
SIGNATURE

Table of Contents

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

On January 22, 2009, Littelfuse, Inc. entered into new change of control agreements, effective as of January 1, 2009, with each of our named executive officers, Mr. Gordon Hunter, Chairman of the Board, President and Chief Executive Officer, Mr. Philip G. Franklin, Vice President, Operations Support, Chief Financial Officer and Treasurer, Mr. David R. Samyn, Vice President and General Manager of the Electronics Business Unit, Mr. David W. Heinzmann, Vice President of Global Operations, and Mr. Hugh Dalsen Ferbert, Vice President and General Manager of the Electrical Business Unit. These new change of control agreements replace the previous change of control agreements, which by their terms expired on January 1, 2009. The new change of control agreements contain substantially the same material terms and conditions as the prior change of control agreements, but the minimum threshold to trigger a change of control was increased and certain changes were made to comply with the requirements of Internal Revenue Code Section 409A and the regulations adopted pursuant thereto.

If a change of control occurs at any time on or before December 31, 2011, we have agreed to continue to retain the services of Messrs. Hunter, Franklin, Samyn, Heinzmann and Ferbert, and each of them has agreed to remain in our service, for two years after the occurrence of the change of control (the Service Period). During the Service Period, we will provide them with base compensation that is no less than the highest base compensation provided to them during the twelve months prior to the change of control, benefits and office support at levels no less than provided to them during the 120 days prior to the change of control, and annual bonuses that are no less than the highest annual bonus provided to them during the three years prior to the change of control. Generally in the agreements, a change of control is triggered upon (1) certain acquisitions by any person becoming the beneficial owner of 40% or more of our outstanding stock or of the total voting power of our outstanding securities, (2) any person acquiring ownership of 30% or more of the total voting power of our outstanding securities during a 12-month period, (3) the replacement of a majority of the members of the Board of Directors during a 12-month period by directors whose appointment or election was not previously endorsed by a majority of the Board or (4) a change in the ownership of at least 40% of our assets.

In the event that we terminate the service of Messr. Hunter, Franklin, Samyn, Heinzmann or Ferbert during the Service Period other than for cause, death or disability or if any of them terminate their service for good reason, in addition to any accrued but unpaid base salary due to the executive for services prior to separation:

(1) we will pay the executive a payment equal to two times his base salary and his highest bonus paid during the three years prior to the separation from service, plus a pro-rated portion of such highest one-year bonus based on service through date of separation; plus

(2) during the two years following the separation from service, we will reimburse the executive the cost of COBRA premiums incurred for group medical benefits in excess of the normal active employee rate (or reimbursements of excess individual insurance policy costs, if COBRA is not available);

(3) for a period of up to two years after the separation from service, or until the executive accepts employment with any third party, we will provide reasonable outplacement services to the executive for the purpose of assisting the executive to seek new employment;

Table of Contents

(4) any option or right granted to the executive under any of our equity-based plans will be exercisable by the executive until the earlier of the date on which the option or right terminates in accordance with the terms of its grant or the expiration of twelve months after the date of separation from service;

(5) we will pay or provide to the executive any other amounts or benefits required to be paid or provided or which the executive is eligible to receive under any of our plans, programs, policies, practices, contracts or agreements;

(6) on and after the separation from service the terminated executive will not be bound or prejudiced by any non-competition agreement benefiting us or our subsidiaries; and

(7) with regard to Mr. Franklin, we will credit, as of the date of separation from service, his account under our Supplemental Executive Retirement Plan (SERP) with two additional years of service (but not beyond age 62) and two additional years of compensation at the same level as at the end of the plan year prior to his separation from service.

For purposes of the agreements, **cause** means (1) the willful and continued failure by an executive to substantially perform his duties, after a written demand for substantial performance is delivered by the Board specifically identifying the manner in which the Board believes that an executive has not substantially performed his duties and such failure is not cured within sixty (60) calendar days after receipt of such written demand; or (2) the willful engaging by an executive in illegal conduct or gross misconduct which is materially and demonstrably injurious to us. For purposes of the agreements, **good reason** means (1) an executive is not elected to, or is removed from, any elected office that such executive held immediately prior to a change of control; (2) the assignment to an executive of any duties materially inconsistent in any respect with such executive's position, authority, duties or responsibilities, or any other action by us which results in a diminution in such position, authority, duties or responsibilities; (3) any failure by us to comply with any of the provisions of the change of control agreement; (4) requiring an executive to travel on business to a substantially greater extent than required immediately prior to the change of control; or (5) any purported termination of an executive's service other than as expressly permitted under the agreements, in all cases provided the executive provides at least 90 days notice and allows us at least 30 days to cure.

If the executive's service is terminated by reason of his death or disability during the Service Period, in addition to any accrued but unpaid base salary due to the executive for services prior to separation, we will pay to the executive or his legal representative his highest bonus paid during the three years prior to the separation from service, pro-rated for service through date of separation, plus any other amounts or benefits required to be paid or provided or which the executive is eligible to receive under any of our plans, programs, policies, practices, contracts or agreements, which will include, in the case of death, benefits at least equal to the most favorable benefits provided by us to the estates and beneficiaries of peer executives and which will include, in the case of disability, disability and other benefits at least equal to the most favorable of those generally provided by us to disabled executives and/or their families.

If the executive's service is terminated for cause during the Service Period or the executive voluntarily terminates his service without good reason, we will pay to the executive any accrued but unpaid base salary due to the executive for services prior to separation, plus any other amounts or benefits required to be paid or provided or which the executive is eligible to receive under any of our plans, programs, policies, practices, contracts or agreements.

Table of Contents

In the event it is determined that any payment or distribution by us to our named executive officers would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code or any interest or penalties are incurred by any of them with respect to such excise tax (collectively, the Excise Tax), then they will be entitled to receive an additional gross-up payment in an amount such that, after payment of all taxes, they retain an amount of the gross-up payment equal to the Excise Tax. Additionally, if it is subsequently determined that any of them are subject to the additional tax and interest provided in Section 409A(a)(1)(B) of the Internal Revenue Code with respect to any portion of any payment made to them, then they will also be entitled to receive an additional payment calculated in the same manner as a gross-up payment.

Table of Contents

SIGNATURE

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.

LITTELFUSE, INC.
(Registrant)

Date: January 28, 2009

/s/ Philip G. Franklin

Philip G. Franklin
Vice President, Operations Support, Chief
Financial
Officer and Treasurer

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Afterwards, the Chairman discussed **item II** of the Agenda. The representative and proxy of the shareholder São Paulo State Tax Authority Carlos Eduardo Teixeira Braga, based on the CODEC Opinion, proposed to allocate the net income for the year 2014, as follows: Net income for the year - R\$902,982,957.29; (-) 5% to Legal Reserve R\$45,149,147.86; (-) Minimum Mandatory Dividends R\$214,458,452.32; (-) Supplementary Dividends R\$37,845,609.23; (-) Investment Reserve R\$605,529,747.88. After being submitted to a **vote** by the Chairman, the proposal of the shareholder São Paulo State's Treasury Office, duly registering abstentions and negative votes, was **approved by the majority of votes.**

Moving on, the Chairman discussed **item III** of the Agenda. The representative and proxy of the shareholder São Paulo State's Treasury Office Carlos Eduardo Teixeira Braga, based on the CODEC Opinion, nominated the following individuals as **sitting members** of the **Fiscal Council**: HUMBERTO MACEDO PUCCINELLI, JOALDIR REYNALDO MACHADO, HORÁCIO JOSÉ FERRAGINO and RUI BRASIL ASSIS, and as **alternate members**, respectively: TOMÁS BRUGINSKI DE PAULA, JOSÉ RUBENS GOZZO PEREIRA, ENIO MARRANO LOPES and MÁRCIO REA. After being submitted to a **vote** by the Chairman, the proposal of the shareholder São Paulo State's Treasury Office, duly registering abstentions and negative votes, was **approved by the majority of votes.**

In this act, pursuant to article 240 of Law 6,404/76, minority shareholders were provided to nominate a sitting member and respective alternate member to the Company's Fiscal Council. Antonio Cláudio Zeituni, representing shareholder Alexander Bialer, holder of 0.0002% of valid shares, presented the nomination for sitting and alternate members of the Fiscal Council, respectively: ALEXANDRE LUIZ OLIVEIRA DE TOLEDO and ANTONIO CLÁUDIO ZEITUNI. Subsequently, shareholder Massao Fabio Oya, also representing shareholder Jorge Michel Lepeltier, holders of 0.0004% of valid shares, presented the nomination of MASSAO FABIO OYA and MARIA ELVIRA LOPES GIMENEZ, respectively for the positions of sitting and alternate members of the Fiscal Council. The proposals were discussed and considering the representation of minority shareholders, the votes cast and separate votes resulted in **approval by majority vote of minority shareholders** MASSAO FABIO OYA and MARIA ELVIRA LOPES GIMENEZ, respectively as Sitting Member of the Fiscal Council and Alternate Member of the Fiscal Council.

The Fiscal Council, with a one (1) year mandate, was structured as follows: **Sitting Members:** **Humberto Macedo Puccinelli**, Brazilian, divorced, economist, domiciled at Av. Rangel Pestana, 300, 6º andar, Centro, in the city and state of São Paulo, Identity Card (RG) no. 9.211.361-8 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 022.759.188-76; **Joaldir Reynaldo Machado**, Brazilian, married, economist, domiciled at Rua Bela Cintra, 847, 14º andar, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 4.116.666-8 SSP/SP, and inscribed in the roll of individual taxpayers (CPF) under number 430.403.148-15; **Horácio José Ferragino**, Brazilian, married, accountant, domiciled at Al. Santos, 1165, 2º andar, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 4.675.828-8 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 531.087.018-00; **Rui Brasil Assis**, Brazilian, married, civil engineer, domiciled at Rua Bela Cintra, 847, 14º andar, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 6.355.316-8 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 923.245.258-87 and **Massao Fabio Oya**, Brazilian, married, accountant, domiciled at Alameda Arara Azul, 157 Lote D26 -Parque Residencial Shambala II, in the city of Atibaia, state of São Paulo, Identity Card (RG) no. 34.872.970-4 SSP/SP and inscribed in the

roll of individual taxpayers (CPF) under number 297.396.878-06.

Alternate Members, respectively, **Tomás Bruginski de Paula**, Brazilian, single, economist, domiciled at Av. Rangel Pestana, 300, 5º andar, Centro, in the city and state of São Paulo, Identity Card (RG) no. 1.554.630-1 SSP/PR and inscribed in the roll of individual taxpayers (CPF) under number 092.553.068-98; **José Rubens Gozzo Pereira**, Brazilian, married, economist, domiciled at Av. Rangel Pestana, 300, 3º andar, Centro, in the city and state of São Paulo, Identity Card (RG) no. 4.610.935-3 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 309.106.178-72; **Enio Marrano Lopes**, Brazilian, married, business administrator, domiciled at Alameda Santos, 1165, 9º andar, Cerqueira Cesar, in the city and state of São Paulo, Identity Card (RG) no. 8.385.865-9 SSP/SP and inscribed in the roll of individual taxpayers (CPF) under number 021.526.678-16; **Marcio Rea**, Brazilian, married, business administrator, domiciled at Av. Nossa Senhora do Sabará, 5312, Pedreira, in the city and state of São Paulo, Identity Card (RG) no. 13.277.220-6 and inscribed in the roll of individual taxpayers (CPF) under number 060.294.818-51 and **Maria Elvira Lopes Gimenez**, Brazilian, divorced, economist, domiciled at Rua Laurindo Felix da Silva, 47, in the city of Mairiporã, state of São Paulo, Identity Card (RG) no. 19.114.234-7 and inscribed in the roll of individual taxpayers (CPF) under number 136.012.018-10.

The elected Fiscal Council Members shall hold office until the next Annual Shareholders' Meeting and should a sitting member be unable to attend a meeting, the respective alternate member shall be convened to attend the meeting.

The assumption of office must comply with the requirements and procedures contained in the Brazilian Corporate Law and all other legal provisions in effect, including the declaration of assets, which shall be subject to applicable state regulations, the signature of the statement of no legal impediments and the Statement of Consent, contained in the Listing Rules of the BM&FBOVESPA Novo Mercado.

Next, the Chairman opened discussion on **item IV** of the Agenda. The representative and proxy of the shareholder São Paulo State's Treasury Office Carlos Eduardo Teixeira Braga, based on the Codec Opinion, proposed the ratification of the compensation for the members of the Executive Board, in the individual monthly amount of twenty thousand, five hundred and ninety reais (R\$20,590.00), pursuant to CODEC Opinion no. 003/2013 and CODEC Memo 001/GS-CODEC, of January 30, 2013, eligible for potential bonuses, pursuant to CODEC Opinion no. 150/2005. The compensation of the members of the Board of Directors and Fiscal Council shall be set pursuant to CODEC Opinion no. 001/2007, which corresponds to thirty percent (30%) and twenty percent (20%), respectively, of the monthly compensation for the executive officers. The members of the Executive Board, the Board of Directors and the Fiscal Council will be eligible for "pro rata" bonuses, paid in December, under the terms of Article 4 of CODEC Resolution no. 001/91. After being submitted to a vote by the Chairman, the proposal of the shareholder São Paulo State's Treasury Office, duly registering abstentions and negative

votes, **was approved by the majority of votes.**

The drawing up of these minutes in summary format and its publication without the signatures of the attending Shareholders, pursuant to Article 130, paragraphs 1 and 2 of Law 6,404/76, **was approved by unanimous vote.**

CLOSURE AND DRAWING UP OF THE MINUTES: There being no further business to address, the Chairman thanked the shareholders for their attendance and the Annual Shareholders' Meeting was adjourned for the drawing up of these minutes, which were then read, approved and signed by the Chairman, the Secretaries of the Meeting and the attending shareholders, who comprise the quorum necessary for the resolutions taken.

DOCUMENTS FILED. The proxies of the shareholder representatives listed below, accompanied with their voting records, will be filed at the Company's headquarters, duly initialed by the secretaries, and all documents mentioned.

São Paulo, April 30, 2015

JERÔNIMO ANTUNES

Chairman

CARLOS EDUARDO TEIXEIRA BRAGA

(representative of the shareholder São Paulo State
Tax Authority)

CELINA Y. OZAWA

Secretary

MARIALVE DE S. MARTINS

Secretary

MASSAO FABIO OYA

(shareholder and representative of
shareholder JORGE MICHEL LEPELTIER)

ANTONIO CLÁUDIO ZEITUNI

(representative of shareholder ALEXANDER BIALER)

EVELYN REGIANE DIOGO

(representative of shareholder The Bank Of

RODRIGO DE MESQUITA PERREIRA

(representative of shareholders, Banco Santander

New York Mellon ADR Department)

(Brasil) S.A.)

CPR GLOBAL INFRASTRUCURES

RODRIGO DE MESQUITA PERREIRA

(representative of shareholders, HSBC CTVM S.A.)

FIRST STATE GLOBAL UMBRELLA FUND PLC RE
FIRST STATE

GLOBAL LISTED INFRASTRUCTURE FUND
SMITH & WILLIAMSON EMERGING MARKETS
VALUE FUND

RODRIGO DE MESQUITA PERREIRA

(representative of shareholders, Itaú Unibanco S.A.)

AMUNDI FUNDS
ARROWSTREET CAPITAL GLOBAL EQUITY
LONG/SHORTFUND

LIMITED
ARROWSTREET EAFE ALPHA EXTENSION FUND
II
HFR HE LAZARD GLOBAL HEXAGON MASTER
TRUST
LAZARD GLOBAL HEXAGON MASTER F LP

RODRIGO DE MESQUITA PERREIRA

(representative of shareholders, J. P. Morgan S.A. Distribuidora de Títulos e Valores Imobiliários)

FIDELITY INVESTMENT FUNDS - FIDELITY INDEXEMERGING	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO
MARKETS FUND	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO
J.P. MORGAN EUROPE LIMITED AS TRUSTEES OF SCHRODER	RETIREMENT PLAN FOR EMPLOYEES OF AETNA INC
QEP GLOBAL EMERGING MARKETS FUND	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR
JNL/MELLON CAPITAL EMERGING MARKETS INDEX FUND	MTBJ400045828
LABOR PENSION FUND SUPERVISORY COMMITTEE -LABOR	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR
PENSION FUND	MTBJ400045829
LABOR PENSION FUND SUPERVISORY COMMITTEE -LABOR	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR
PENSION FUND	MTBJ400045835
LABOR PENSION FUND SUPERVISORY COMMITTEE -LABOR	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR
PENSION FUND	MUTB400045792

LABOR PENSION FUND SUPERVISORY COMMITTEE -LABOR PENSION FUND	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045795
LABOR PENSION FUND SUPERVISORY COMMITTEE -LABOR PENSION FUND	THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045796
MISSOURI EDUCATION PENSION TRUST	VANGUARD INVESTMENT SERIES, PLC
NEW YORK STATE COMMON RETIREMENT FUND	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND,A SERIES OF VANGUARD STAR FUNDS

RODRIGO DE MESQUITA PERREIRA

(representative of shareholders, Citibank N.A)

FIDELITY INVESTMENT TRUST: LATIN AMERICA FUND	OMERS ADMINISTRATION CORPORATION
FIDELITY SALEM STREET TRUST: SPARTAN EMERGING	PRUDENTIAL RETIREMENT INSURANCE AND ANNUITYCOMPANY
MARKETS INDEX FUND	SANFORD C. BERNSTEIN FUND, INC. - TAX-MANAGED
FIDELITY SALEM STREET TRUST: SPARTAN GLOBAL EX U.S.	INTERNATIONAL PORTFOLIO
INDEX FUND	SANFORD C. BERNSTEIN FUND, INC - OVERLAY A PORTFOLIO
FIRST TRUST BRAZIL ALPHADDEX FUND	SANFORD C. BERNSTEIN FUND, INC - TAX-AWARE OVERLAYA
FIRST TRUST EMERGING MARKETS ALPHADDEX FUND	PORTFOLIO
FIRST TRUST LATIN AMERICA ALPHADDEX FUND	SANFORD C. BERNSTEIN FUND, INC. - INTERNATIONAL
GMO ALPHA ONLY FUND, A SERIES OF GMO TRUST	PORTFOLIO
GMO DEVELOPED WORLD STOCK FUND, A SERIES OF GMO	SCHWAB EMERGING MARKETS EQUITY ETF
TRUST	SCHWAB FUNDAMENTAL EMERGING MARKETS LARGE COMPANY
GMO EMERGING MARKETS EQUITY FUND, A SUB FUND OF	INDEX ETF

GMO FUNDS PLC	STATE OF ALASKA RETIREMENT AND BENEFITPLANS
GMO GLOBAL REAL RETURN (UCITS) FUND, A SUB-FUNDOF	STATE OF OREGON
GMO FUNDS PLC	SUNSUPER POOLED SUPERANNUATION TRUST
GMO TRUST ON BEHALF OF GMO EMERGING COUNTRIES	TEACHER RETIREMENT SYSTEM OF TEXAS
FUND	TEACHERS RETIREMENT SYSTEM OF THE STATE OF ILLINOIS
JAPAN TRUSTEE SERVICES BANK, LTD. RE: STB DAIWA	TEACHERS RETIREMENT SYSTEM OF THE STATE OF ILLINOIS
EMERGING EQUITY FUNDAMENTAL INDEX MOTHER FUND	THE CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM
LACM EMERGING MARKETS FUND L.P.	THE MASTER TRUST BANK OF JAPAN, LTD. RE: RUSSELL
LOS ANGELES CAPITAL GLOBAL FUNDS PLC	GLOBAL ENVIRONMENT TECHNOLOGY FUND
NEUBERGER BERMAN INVESTMENT FUNDS PLC	THE MONETARY AUTHORITY OF SINGAPORE
NEUBERGER BERMAN INVESTMENT FUNDS PLC	THE MONETARY AUTHORITY OF SINGAPORE
NZAM EM8 EQUITY PASSIVE FUND	TIAA-CREF FUNDS - TIAA-CREF EMERGING MARKETS EQUITY
SCHWAB FUNDAMENTAL EMERGING MARKETS LARGE	INDEX FUND
COMPANY INDEX FUND	USAA EMERGING MARKETS FUND
THE GMO EMERGING MARKETS FUND	WASHINGTON STATE INVESTMENT BOARD
THE NOMURA TRUST AND BANKING CO., LTD. RE: INT.	WELLS FARGO ADVANTAGE DIVERSIFIED INTERNATIONAL FUND
EMERGING STOCK INDEX MSCI EMERGING NO HEDGE	WELLS FARGO ADVANTAGE DIVERSIFIED STOCK PORTFOLIO
MOTHER	WELLS FARGO ADVANTAGE INTERNATIONAL VALUE PORTFOLIO
VANGUARD EMERGING MARKETS STOCK INDEX FUND	WISDOMTREE EMERGING MARKETS EQUITY INCOME FUND
VANGUARD FTSE ALL-WORLD EX-US INDEX FUND, A SERIES	WISDOMTREE GLOBAL EQUITY INCOME FUND
OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	WISDOMTREE GLOBAL EX-US UTILITIES FUND
VANGUARD FUNDS PUBLIC LIMITED COMPANY	WSIB INVESTMENTS PUBLIC EQUITIES POOLED FUND TRUST
VANGUARD FUNDS PUBLIC LIMITED COMPANY	JAPAN TRUSTEE SERVICES BANK, LTD. SMTB EMERGING EQUITY

VANGUARD FUNDS PUBLIC LIMITED COMPANY	MOTHER FUND
VANGUARD INTERNATIONAL VALUE FUND	ACADIAN EMERGING MARKETS EQUITY FUND
VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF	ACADIAN EMERGING MARKETS EQUITY II FUND, LLC
VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	ALASKA PERMANENT FUND
STICHTING PGGM DEPOSITARY	ARCHDIOCESE OF PHILADELPHIA
NATIONAL COUNCIL FOR SOCIAL SECURITY FUND	ARIZONA PSPRS TRUST
NATIONAL COUNCIL FOR SOCIAL SECURITY FUND	AT&T UNION WELFARE BENEFIT TRUST
AGF INVESTMENTS INC	BELL ATLANTIC MASTER TRUST
JOHN HANCOCK VARIABLE INSURANCE TRUST	BELLSOUTH CORPORATION RFA VEBATRUST
INTERNATIONAL EQUITY INDEX TRUST B	BNY MELLON FUNDS TRUST - BNY MELLON EMERGING MARKETS FUND
NORGES BANK	CF DV EMERGING MARKETS STOCK INDEX FUND
SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO	CIBC EMERGING MARKETS INDEX FUND
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO	CITY OF BALTIMORE EMPLOYEES RETIREMENT SYSTEM
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO	DREYFUS INVESTMENT FUNDS - DIVERSIFIED EMERGING MARKETS FUND
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO	EATON VANCE COLLECTIVE INVESTMENT TRUST FOREEMPLOYEE
GMO MEAN REVERSION FUND(ONSHORE), A SERIES OF GMO	BENEFIT PLANS - EMERGING MARKETS EQUITY FUND
MASTER PORTFOLIOS(ONSHORE),L.P.	ELECTRICAL WORKERS LOCAL NO.26 PENSION TRUST FUND
PICTET FUNDS S.A RE: PI(CH)-EMERGING MARKETS	EMPLOYEES RETIREMENT PLAN OF BROOKLYN UNION GAS
TRACKER	ENSIGN PEAK ADVISORS, INC.
PICTET - EMERGING MARKETS INDEX	EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PENSIONS
PICTET - WATER	JOHN DEERE PENSION TRUST
ALLIANCEBERNSTEIN TAX-MANAGED BALANCED WEALTH STRATEGY	KENTUCKY RETIREMENT SYSTEMS
ALLIANCEBERNSTEIN TAX-MANAGED WEALTH APPRECIATION STRATEGY	KENTUCKY RETIREMENT SYSTEMS INSURANCE TRUST FUND
AMERICAN AIRLINES,INC.MASTER FIXED BENEFIT PENSION	

TRUST	LAY EMPLOYEES RETIREMENT PLAN OF THE ARCHDIOCESE OF PHILADELPHIA
ASCENSION HEALTH MASTER PENSION TRUST	LOUISIANA STATE EMPLOYEES RETIREMENT SYSTEM
BLACKROCK CDN MSCI EMERGING MARKETS INDEX FUND	LVIP BLACKROCK EMERGING MARKETS RPM FUND
BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.	MELLON BANK N.A EMPLOYEE BENEFIT COLLECTIVE
BRANDES CANADA EMERGING MARKETS EQUITY UNIT TRUST	INVESTMENT FUND PLAN
BRANDES CANADA INTERNATIONAL EQUITY UNIT TRUST	MOUNT WILSON GLOBAL FUND L.P.
BRANDES INVESTMENT FUNDS PUBLIC LIMITED COMPANY /	PENSION FUND OF THE CHRISTIAN CHURCH (DISCIPLES OF
BRANDES EMERGING MARKETS EQUITIES FUND	CHRIST)
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	PUBLIC SECTOR PENSION INVESTMENT BOARD
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	RAYTHEON COMPANY MASTER TRUST
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM	ROCHE US DB PLANS MASTER TRUST
CITY OF NEW YORK GROUP TRUST	RUSSELL INSTITUTIONAL FUNDS, LLC - RUSSELL EMERGING
CITY OF NEW YORK GROUP TRUST	MARKETS EQUITY PLUS FUND
CITY OF NEW YORK GROUP TRUST	SOUTH DAKOTA RETIREMENT SYSTEM
COLLEGE RETIREMENT EQUITIES FUND	

COMPASS AGE LLC	STATE OF WISCONSIN INVESTMENT BOARD MASTERTRUST
DESJARDINS GLOBAL INFRASTRUCTURE FUND	THE ARCHDIOCESE OF HARTFORD INVESTMENTTRUST
DET. ED. QUALIFIED NUCLEAR DECOMMISSIONING TRUST	THE CHICAGO PUBLIC SCHOOL TEACHERS PENSION AND
DTE ENERGY COMPANY AFFILIATES EMPLOYEE BENEFIT	RETIREMENT FUND
PLANS MASTER TRUST	THE HARTFORD ROMAN CATHOLIC DIOCESAN CORPORATION
DTE VEBA MASTER TRUST	RETIREMENT PLANS MASTER TRUST
EMERGING MARKETS EQUITY INDEX MASTER FUND	THE TRUSTEES OF SAINT PATRICKS CATHEDRAL IN THECITY
EMERGING MARKETS EQUITY INDEX PLUS FUND	OF NEW YORK
EMERGING MARKETS EX-CONTROVERSIAL WEAPONS EQUITY	TIME WARNER CABLE PENSION PLAN MASTERTRUST
INDEX FUND B	VEBA PARTNERSHIP N L.P.
EMERGING MARKETS INDEX NON-LENDABLE FUND	WEST VIRGINIA INVESTMENT MANAGEMENT BOARD
EMERGING MARKETS INDEX NON-LENDABLE FUND B	ADVANCED SERIES TRUST - AST PARAMETRIC EMERGING
EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND	MARKETS EQUITY PORTFOLIO
FIDELITY LATIN AMERICA FUND	COMPASS EMP EMERGING MARKET 500 VOLATILITYWEIGHTED
FRANCISCAN ALLIANCE, INC	FUND
GMAM INVESTMENT FUNDS TRUST	DREYFUS OPPORTUNITY FUNDS - DREYFUS STRATEGICBETA
GMO IMPLEMENTATION FUND, A SERIES OF GMOTRUST	EMERGING MARKETS EQUITY FUND
HC CAPITAL TRUST THE INSTITUTIONAL INTERNATIONAL	DUNHAM INTERNATIONAL STOCK FUND
EQUITY PORTFOLIO	EGSHARES BRAZIL INFRASTRUCTURE ETF
HC CAPITAL TRUST THE INTERNATIONAL EQUITYPORTFOLIO	FIRST TRUST EMERGING MARKETS ALPHADIX UCITSETF
IBM 401(K) PLUS PLAN	LEGATO INTERNATIONAL EQUITY FUND, LP
ILLINOIS STATE BOARD OF INVESTMENT	LEGG MASON GLOBAL FUNDS, P.L.C.
ILLINOIS STATE BOARD OF INVESTMENT	NORTHWEST NATURAL GAS COMPANY RETIREMENT TRUST

ISHARES II PUBLIC LIMITED COMPANY	THE DOMESTIC AND FOREIGN MISSIONARY SOCIETY OF THE
ISHARES III PUBLIC LIMITED COMPANY	PROTESTANT EPISCOPAL CHURCH IN THE USA
ISHARES MSCI ACWI ETF	THE SEVENTH SWEDISH NATIONAL PENSION FUND - AP 7
ISHARES MSCI ACWI EX U.S. ETF	EQUITY FUND
ISHARES MSCI BRAZIL CAPPED ETF	TIMOTHY PLAN EMERGING MARKETS FUND
ISHARES MSCI BRIC ETF	VALERO ENERGY CORPORATION PENSION PLAN
ISHARES MSCI EMERGING MARKETS ETF	VOYA EMERGING MARKETS INDEX PORTFOLIO
ISHARES PUBLIC LIMITED COMPANY	COLONIAL FIRST STATE WHOLESALE GLOBAL LISTED
ISHARES PUBLIC LIMITED COMPANY	INFRASTRUCTURE SECURITIES FUND
ISHARES PUBLIC LIMITED COMPANY	COMMONWEALTH GLOBAL LISTED
ISHARES PUBLIC LIMITED COMPANY	INFRASTRUCTURE FUND 4
ISHARES VII PUBLIC LIMITED COMPANY	COMMONWEALTH SUPERANNUATION CORPORATION
JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION	EMPLOYEES RETIREMENT SYSTEM OF THE CITY OF MILWAUKEE
FUND	FIDELITY SALEM STREET TRUST: FIDELITY SERIES GLOBAL EX
KAISER PERMANENTE GROUP TRUST	U.S. INDEX FUND
LAZARD INTERNATIONAL EQUITY (ACW EX-U.S.) TRUST	FUTURE FUND BOARD OF GUARDIANS
LAZARD INTERNATIONAL EQUITY SELECT PORTFOLIO	IBM DIVERSIFIED GLOBAL EQUITY FUND
LAZARD INTERNATIONAL STRATEGIC EQUITY (ACQ EX-U.S.) TRUST	MASCO CORPORATION RETIREMENT MASTER TRUST
TRUST	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND
LAZARD INTERNATIONAL STRATEGIC EQUITY PORTFOLIO	NAV CANADA PENSION PLAN
LAZARD MASTER ALTERNATIVES PORTFOLIO	NEW ZEALAND SUPERANNUATION FUND
MINISTRY OF STRATEGY AND FINANCE	NORTHERN TRUST INVESTMENT FUNDS PLC
MINISTRY OF STRATEGY AND FINANCE	NTGI - QUANTITATIVE MANAGEMENT COLLECTIVE FUNDS
NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF	TRUST
FIRST STATE INVESTMENTS ICVC - FIRST STATE GLOBAL LI	PYRAMIS GLOBAL EX U.S. INDEX FUND LP
NEW YORK STATE TEACHERS RETIREMENT SYSTEM	ROTHKO EMERGING MARKETS ALL CAP EQUITY FUND, L.P.
NEW YORK STATE TEACHERS RETIREMENT SYSTEM	STATE UNIVERSITY RETIREMENT SYSTEM
NEW YORK STATE TEACHERS RETIREMENT	THE HIGHCLERE INTERNATIONAL INVESTORS

SYSTEM

EMERGING

NUVEEN TRADEWINDS EMERGING MARKETS
FUND

MARKETS SMID FUND

OCEANROCK INTERNATIONAL EQUITY FUND

THE HIGHCLERE INTERNATIONAL INVESTORS
SMID FUND

TYCO ELECTRONICS DEFINED BENEFIT PLNS
MASTER TST

UTAH STATE RETIREMENT SYSTEMS
