

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**GigOptix, Inc.**

CIK: **1432150** | IRS No.: **262439072** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-35520** | Film No.: **13520841**  
SIC: **3674** Semiconductors & related devices

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(408) 522-3100*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**January 7, 2013  
Date of Report (date of earliest event reported)**

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**GIGOPTIX, INC.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-35520**  
(Commission  
File Number)

**26-2439072**  
(I.R.S. Employer  
Identification Number)

**130 Baytech Drive**  
**San Jose, CA 95134**  
(Address of principal executive offices)

**(408) 522-3100**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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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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**Item 2.02 Results of Operations and Financial Condition.**

The following information is intended to be furnished under Item 2.02 of Form 8-K, “Results of Operations and Financial Condition.” This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On January 9, 2013, GigOptix, Inc. (the “Company”) issued a press release announcing its preliminary revenues for the three and twelve months ended December 31, 2012 (the “Press Release”). The full text of the Press Release is furnished as Exhibit 99.1 and is incorporated herein by reference.

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

On January 7, 2013, in connection with company-wide salary reductions in the range of five to twenty-five percent as discussed in the Press Release, the Company adopted temporary reductions in the salaries previously approved by the Compensation Committee and the Board of Directors of the Company’s executive officers as previously in effect. All salary reductions will be effective beginning January 21, 2013 and will continue until such time as the Company determines to restore compensation to the level previously approved by the Compensation Committee and the Board of Directors. The temporary salary reductions for the executive officers are as follows:

<u>Executive Officer</u>	<u>Current Salary (\$)</u>	<u>Reduction Percentage (%)</u>		<u>Adjusted Salary (\$)</u>
Dr. Avi Katz	\$ 409,500	25	%	\$ 307,125
Curt Sacks	\$ 254,100	20	%	\$ 203,280
Andrea Betti-Berutto	\$ 254,100	20	%	\$ 203,280
Julie Tipton	\$ 249,260	20	%	\$ 199,408

Other than as described above, the material terms of the Employment Agreements of each of Dr. Katz, Messrs. Sacks and Betti-Berutto and Ms. Tipton as previously disclosed by the Company have not been revised and remain in full force and effect. Copies of the Employment Agreements for Dr. Katz and Messrs. Sacks and Betti-Berutto have been previously filed as Exhibits 10.1, 10.2, and 10.3, respectively, to the Current Report on Form 8-K as filed with the Securities and Exchange Commission (the “SEC”) on August 15, 2012 and are incorporated herein by reference. A copy of the Employment Agreement for Ms. Tipton has been previously filed as Exhibit 10.6 to the Current Report on Form 8-K as filed with the SEC on March 28, 2012 and is incorporated herein by reference. The foregoing description of the Employment Agreements does not purport to be complete and is qualified in its entirety by reference to Exhibits 10.1, 10.2, 10.3 and 10.6, respectively, as previously filed.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

Exhibit 99.1 Press Release dated January 9, 2013.

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**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.

GIGOPTIX, INC.

By: /s/ Dr. Avi Katz

Name: Dr. Avi Katz

Title: Chief Executive Officer

Date: January 9, 2013

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**EXHIBIT INDEX**

Exhibit No.

Description

99.1                      Press Release dated January 9, 2013.

**GigOptix Announces Preliminary Fourth Quarter Fiscal 2012 Revenues**

**SAN JOSE, Calif. – January 9, 2013** – GigOptix, Inc. (NYSE MKT: GIG), a leading fabless supplier of semiconductor and optical components that enable end-to-end high speed information streaming over the network, today announced preliminary revenues of approximately \$8.0 million, including recognition of approximately \$0.9 million of previously unrecognized government contract revenue, for its fourth quarter of fiscal 2012, ended December 31, 2012. This compares with the previous outlook provided on October 30, 2012, that fourth quarter fiscal 2012 revenues would be roughly in-line with third quarter fiscal 2012 revenues of \$10.1 million.

Revenues for fiscal 2012 are expected to be approximately \$37 million. This compares with \$32.3 million in fiscal 2011, representing a year-over-year increase of approximately 14 percent. The annual increase resulted solely from organic growth as the Company did not enter into any mergers or acquisitions in 2012.

Certain factors that contributed to the lower than expected revenues in the fourth quarter of fiscal 2012 included weaker demand in the markets the Company currently serves, challenging macroeconomic conditions, and a push-out into the first half of 2013 of some anticipated deployments within the Company's optical product line.

The Company also announced today that it has taken immediate actions to adjust overall spending as it continues to focus on its Adjusted EBITDA<sup>1</sup> performance. Selected actions, which became effective today, January 9, 2013, include reducing the Company's global workforce by about 10 percent, primarily in the Company's support and administrative functions, and company-wide salary reductions ranging between 5 to 25 percent based on an individual's salary level.

These actions are expected to result in approximately \$450,000 of quarterly cost savings once the plan is fully implemented.

"After 12 consecutive quarters of increasing revenues we are clearly disappointed that revenues for the fourth quarter of fiscal 2012 are below expectations. We view the revenue performance of the fourth quarter of 2012 as a temporary setback and not indicative of our future prospects," said Dr. Avi Katz, Chairman and Chief Executive Officer of GigOptix, Inc.

"We will use this opportunity to further sharpen our business model and cost structure, enhance our operating efficiency, and deploy a leaner and more structured organization. We are confident these changes will deliver improved Adjusted EBITDA in 2013," said Dr. Katz. "While we are not in a position to provide specific financial guidance for fiscal 2013 at this time, our current outlook for the year is positive based on customer feedback and the prospect for better conditions in the areas within the optical components market we currently serve, and new product deployments targeting the telecom, datacom, and consumer electronics markets."

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GigOptix cautions that its anticipated revenue results, and the cost reduction savings, are preliminary and based on the best information currently available. The revenue results are subject to completion of the audited financial statements for fiscal 2012.

The Company will hold a conference call to discuss its fourth quarter and full year fiscal 2012 financial results and current business outlook in February. The conference call date and participation information will be distributed through a press release at a later date.

**Non-GAAP Measures** – GigOptix reports Adjusted EBITDA, a non-GAAP measure provided to enhance investors' overall understanding of the Company's financial performance. This measure should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for, or superior to GAAP results. A reconciliation of Adjusted EBITDA for GigOptix' most recently announced periods, the three and nine months ended September 30, 2012 and October 2, 2011, was included in the "Reconciliation of GAAP to Non-GAAP Financial Information" table attached to Exhibit 99.1 to the Current Report on Form 8-K furnished to the SEC on October 26, 2012.

### **About GigOptix, Inc.**

GigOptix is a leading fabless supplier of semiconductor and optical components that enable high-speed end-to-end information streaming over the network and address emerging high-growth opportunities in the communications, industrial, defense and avionics industries. GigOptix offers a unique broad portfolio of Drivers, TIAs and TFPS<sup>TM</sup> optical modulators for 40Gb/s, 100Gb/s and 400Gb/s fiber-optic telecommunications and data-communications networks, and high performance MMIC solutions that enable next generation wireless microwave systems up to 90GHz. GigOptix also offers a wide range of digital and mixed-signal ASIC solutions and enables product lifetime extension through its GigOptix Sunset Rescue Program.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the bringing of products to market with full documentation. Such statements contain words such as "will," and "expect," or the negative thereof or comparable terminology, and include (without limitation) statements regarding growth, opportunities, continued traction, contracts, improvements and our statements under the heading "Business Outlook." Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. These risks include, but are not limited to: the ability to extend product offerings into new areas or products, the ability to commercialize licensed technology, unexpected occurrences that deter the full documentation and "bring to market" plan for products that were developed this year and last year, trends and fluctuations in the industry, changes in demand and purchasing volume of customers, unpredictability of suppliers, our ability to attract and retain qualified personnel, the ability to move product sales to production levels, the ability to compete for client design-in opportunities, the ability to cross-sell to new clients and to diversify, the success of product sales in new markets or of recently

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produced product offerings, including bundled product solutions, the amount of cost savings, the ability to improve productivity, the ability to pursue and attract other M&A opportunities, our ability to enforce intellectual property rights, and the ability to maintain and continue relationships with government agencies. Additional factors that could cause actual results to differ are discussed under the heading “Risk Factors” and in other sections of the Company’ s filings with the SEC, and in the Company’ s other current and periodic reports filed or furnished from time to time with the SEC. All forward-looking statements in this press release are made as of the date hereof, based on information available to the Company as of the date hereof, and the Company assumes no obligation to update any forward-looking statement.

Contact

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