

**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) November 4, 2014

INTERNATIONAL RECTIFIER CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-7935
(Commission
File Number)

95-1528961
(IRS Employer
Identification No.)

101 North Sepulveda Boulevard, El Segundo, California 90245
(Address of Principal Executive Offices) (Zip Code)

(310) 726-8000
(Registrant's telephone number, including area code)

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) International Rectifier Corporation, a Delaware corporation (the “Company”), held a special meeting of its stockholders on November 4, 2014 (the “Special Meeting”).

(b) At the Special Meeting, the stockholders voted on the following proposals (described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on October 7, 2014, as supplemented on October 30, 2014). The final results for each of the matters submitted to a vote of the Company’s stockholders at the Special Meeting are as follows:

Proposal 1: Adoption of the Merger Agreement.

On August 20, 2014, the Company entered into an Agreement and Plan of Merger (as amended, modified and supplemented from time to time, the “Merger Agreement”) with Infineon Technologies AG, a stock corporation (*Aktiengesellschaft*) organized under the laws of the Federal Republic of Germany (“IFX”), and Surf Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of IFX (“Merger Sub”). Pursuant to the Merger Agreement, Merger Sub would merge with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of IFX.

At the Special Meeting, the Company’s stockholders voted upon a proposal to adopt the Merger Agreement. Approximately 84.03% of the Company’s shares outstanding were voted in favor of this proposal. The votes on this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
60,204,523	45,919	256,006	0

Proposal 2: Advisory Vote on Merger-Related Executive Compensation Arrangements.

At the Special Meeting, the Company’s stockholders, by a non-binding vote, also voted on a proposal to approve compensation that will or may become payable by the Company to its named executive officers in connection with the Merger as contemplated by the Merger Agreement. The votes on this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
29,217,879	28,508,556	2,780,013	0

Item 8.01. Other Events.

On November 4, 2014, the Company issued a press release announcing the results of its Special Meeting. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**

Description

99.1

Press release dated November 4, 2014, announcing the Special Meeting voting results.

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.

Date: November 4, 2014

INTERNATIONAL RECTIFIER CORPORATION

By: /s/ Timothy E. Bixler
Name: Timothy E. Bixler
Title: Vice President, General Counsel and Secretary

International Rectifier Announces Stockholder Approval of Merger with Infineon Technologies AG

EL SEGUNDO, CA — November 4, 2014 — At a special meeting held today, the stockholders of International Rectifier Corporation (NYSE:IRF) overwhelmingly approved the Company’s proposed merger with Infineon Technologies AG. Approximately 99.50% of the votes cast at the special meeting of the Company’s stockholders voted in favor of the approval and adoption of the Merger Agreement, which represented approximately 84.03% of the total outstanding shares of the Company’s common stock.

The transaction is progressing and subject to the satisfaction or waiver of the remaining closing conditions contained in the Merger Agreement, including remaining regulatory approvals, the merger is currently expected to close late in the calendar year 2014 or early in the calendar year 2015.

About International Rectifier

International Rectifier Corporation (NYSE:IRF) is a world leader in power management technology. IR’s analog, digital, and mixed signal ICs, and other advanced power management products, enable high performance computing and save energy in a wide variety of business and consumer applications. Leading manufacturers of computers, energy efficient appliances, lighting, automobiles, satellites, aircraft, and defense systems rely on IR’s power management solutions to power their next generation products. For more information, go to www.irf.com.

Forward-Looking Statements

This document includes statements that constitute “forward-looking statements”, which may be identified by words such as ‘will’, ‘expect’, ‘should’, ‘could’, ‘shall’ and similar expressions. These statements are subject to risks and uncertainties concerning Infineon Technologies AG’s (“IFX”) proposed acquisition of International Rectifier Corporation and actual results and events could differ materially from what presently is expected. The potential risks and uncertainties include the possibility that the transaction will not close or that the closing may be delayed; the possibility that the conditions to the closing of the transaction may not be satisfied; the risk that competing offers will be made; the transaction may involve unexpected costs, liabilities or delays; the outcome of any legal proceedings related to the transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; general economic conditions; conditions in the markets IFX and International Rectifier are engaged in; behavior of customers, suppliers and competitors (including their reaction to the transaction); and specific risk factors discussed in other releases and public filings made by International Rectifier Corporation (including its filings with the Securities and Exchange Commission (“SEC”). This list of factors is not intended to be exhaustive. Such forward-looking statements only speak as of the date of this press release, and we assume no obligation to update any written or oral forward-looking statement made by us or on our behalf as a result of new information, future events, or other factors.

Company contacts:

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