

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 7, 2022

ALLEGRO MICROSYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-39675 (Commission File Number)	46-2405937 (I.R.S. Employer Identification No.)
955 Perimeter Road Manchester, New Hampshire (Address of principal executive offices)		03103 (Zip Code)

(603) 626-2300
(Registrant's telephone number, including area code)
N/A
(Former Name or Former 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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ALGM	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On January 7, 2022, Paul Walsh notified Allegro MicroSystems, Inc. (the “Company”) that he would retire from his position as Senior Vice President, Chief Financial Officer and Treasurer of the Company, effective January 10, 2022. On January 10, 2022, the Board of Directors (the “Board”) of the Company appointed Derek P. D’Antilio to serve as Senior Vice President, Chief Financial Officer and Treasurer of the Company, effective January 10, 2022 (the “Effective Date”). Mr. Walsh will work closely with Mr. D’Antilio until February 4, 2022 (the “Separation Date”) and after that will be available to consult with the Company for a period of one year after the Separation Date (the “Consulting Period”) to ensure a smooth and orderly transition of responsibilities, pursuant to a Consulting Agreement and General Release (the “Consulting Agreement”) that Mr. Walsh entered into with the Company effective January 10, 2022. The Company and the Board express their appreciation to Mr. Walsh for his dedicated and outstanding service to the Company and wish him well in his retirement.

In connection with Mr. D’Antilio’s appointment as Senior Vice President, Chief Financial Officer and Treasurer of the Company, the Company entered into an offer letter with Mr. D’Antilio (the “Offer Letter”), as well as a severance agreement (the “Severance Agreement”). The material terms and conditions of the Offer Letter, Severance Agreement and Consulting Agreement are summarized below.

Mr. D’Antilio, age 49, most recently served as Chief Financial Officer of Harvey Performance Company. From July 2019 through April 2021, he was Chief Financial Officer of IDEX Biometrics ASA, a publicly traded, Norwegian global fabless semiconductor company, where he helped guide their initial public offering in the United States. Before joining IDEX Biometrics, Mr. D’Antilio spent eight years at MKS Instruments, Inc., a global equipment and service provider to semiconductor and industrial markets and held numerous leadership roles including Vice President & Corporate Controller. Earlier in his career, Mr. D’Antilio was a CPA in public accounting and served as an audit manager at PwC. Mr. D’Antilio holds a B.S.B.A in Accounting from Salem State University and an M.B.A. from Babson College.

Under the Offer Letter, Mr. D’Antilio’s annual base salary will be \$400,000, and his annual target bonus will equal 75% of his annual base salary (pro-rated for fiscal 2022 based on the partial year served). In addition to any pro-rated target annual bonus that Mr. D’Antilio receives in 2022, under the Offer Letter, Mr. D’Antilio is entitled to receive a \$125,000 signing bonus within 30 days of the Effective Date (the “Signing Bonus”). In the event that Mr. D’Antilio voluntarily resigns within 12 months following the Effective Date, Mr. D’Antilio will be required to repay the Signing Bonus. In the event that Mr. D’Antilio voluntarily resigns between 12 and 24 months following the Effective Date, Mr. D’Antilio will be required to repay a pro-rated amount of the Signing Bonus.

The Offer Letter also provides that, on the third trading day following the Company’s first quarterly earnings announcement following the Effective Date, the Company will grant to Mr. D’Antilio restricted stock units representing a number of shares of common stock having a grant date fair value of \$1.5 million divided by the closing price of a share of the Company’s common stock on the applicable grant date (the “RSUs”). The RSUs will vest as to 60% of the underlying shares on the first anniversary of the grant date and as to the remaining 40% of the underlying shares on the second anniversary of the grant date, in each case, subject to Mr. D’Antilio’s continued employment with the Company through each vesting date. In addition, Mr. D’Antilio will be eligible to participate in the Company’s 2020 Omnibus Incentive Compensation Plan (the “2020 Plan”) with an annual target value of \$1.5 million. Awards granted to Mr. D’Antilio under the 2020 Plan will be subject to the approval of the Compensation Committee of the Board. The Offer Letter provides that Mr. D’Antilio’s awards under the 2020 Plan will be granted in the form of time-based and performance-based RSUs.

Pursuant to the Severance Agreement, Mr. D’Antilio’s employment is terminable by either the Company without cause or by Mr. D’Antilio for good reason. In the event that Mr. D’Antilio’s employment is terminated by the Company without “cause” or by Mr. D’Antilio for “good reason,” in each case as defined in the Severance Agreement, then in addition to payment of any accrued amounts and subject to Mr. D’Antilio’s timely executing a release of claims and continuing to comply with his restrictive covenant obligations, he will be entitled to receive an amount equal to the sum of two times his then current base salary plus two times his then current target bonus, payable in a lump sum within 15 days following the date of his termination, and reimbursement for additional costs he incurs for continued coverage under the Company’s group health insurance under the Consolidated Budget

Reconciliation Act of 1985 (“COBRA”) for up to 24 months. In the event that the Company needs to include such COBRA reimbursements in Mr. D’Antilio’s income, the Company will make gross-up payments to Mr. D’Antilio for the taxes imposed on him for up to 18 months following his termination date.

Pursuant to Mr. Walsh’s Consulting Agreement, and subject to Mr. Walsh’s continued compliance with the restrictive covenants in any written agreements between Mr. Walsh and the Company and his execution of a general release of claims, Mr. Walsh will be entitled to receive (i) a single, lump-sum payment equal to a prorated portion of his annual bonus for the 2022 fiscal year; (ii) reimbursement for additional costs Mr. Walsh incurs for continued coverage under the Company’s group health insurance under COBRA for up to 12 months; and (iii) a one-time grant of RSUs with a grant date value equal to the value attributable to an additional 12 months of vesting of Mr. Walsh’s equity awards under the 2020 Plan, which would otherwise be forfeited as of the Separation Date.

Item 7.01. Regulation FD Disclosure.

On January 10, 2022, the Company issued a press release announcing the appointment of Mr. D’Antilio as Senior Vice President, Chief Financial Officer and Treasurer of the Company. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

The information set forth in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Item 7.01, including Exhibit 99.1, shall not be deemed incorporated by reference into 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
Exhibit 99.1	Press Release issued by Allegro MicroSystems, Inc. on January 10, 2022
Exhibit 104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

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.

ALLEGRO MICROSYSTEMS, INC.

Date: January 10, 2022

By: /s/ Sharon S. Briansky
Sharon S. Briansky
Senior Vice President, General Counsel and Secretary

FOR IMMEDIATE RELEASE

January 10, 2022



Contact: Katherine Blye
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Allegro MicroSystems Appoints Derek D’Antilio as Chief Financial Officer

--Company thanks retiring CFO Paul Walsh for 7 years of service --

Manchester, NH – Allegro MicroSystems, Inc. (Nasdaq: ALGM) (“Allegro”), a global leader in sensing and power semiconductor technology, today announced that Paul Walsh, current Senior Vice President Chief Financial Officer (CFO) and Treasurer, will be retiring. He will be succeeded by Derek D’Antilio, who was selected after an extensive search and will be joining the Allegro management team effective January 10, 2022. Mr. Walsh will remain in an advisory capacity until February 4, 2022, to ensure a smooth and orderly transition of responsibilities.

Mr. D’Antilio will report to Ravi Vig, President and Chief Executive Officer, and will oversee the company’s global finance team. He joins Allegro with more than 20 years of financial and operating experience in semiconductor and high technology companies and is an accomplished CFO who brings a broad range of financial experience, including a background with global public companies in corporate finance, strategic planning, M&A, capital raising efforts and investor relations.

Prior to joining Allegro, Mr. D’Antilio most recently served as the Chief Financial Officer of a Summit Partners Portfolio Company and helped lead the recent sale and recapitalization of the company. From Feb 2019 to March 2021, he served as the Chief Financial Officer of IDEX Biometrics, a publicly traded and global fabless semiconductor company, where he played an instrumental role in leading a Nasdaq listing and preparing the company to scale its production. Prior to IDEX Biometrics, Mr. D’Antilio spent eight years at MKS Instruments, a global equipment and service provider to semiconductor and industrial markets and held numerous leadership roles including Vice President & Corporate Controller, where he oversaw global accounting and reporting, FP&A, and treasury. Earlier in his career, Mr. D’Antilio was a CPA in public accounting and served as an audit manager at PwC. Mr. D’Antilio holds a B.S.B.A in Accounting from Salem State University and an M.B.A. from Babson College.

“Derek has the right mix of business acumen and expertise to continue where Paul left off and help us reach new heights in terms of our financial objectives and long-term goals,” said Ravi Vig, President and Chief Executive Officer of Allegro. “We expect he will hit the ground running.”

“I am excited and honored to join Allegro at this important phase in the company’s journey to deliver innovative technologies for a safer, more sustainable future. Paul and the Allegro finance team have built a high performing finance function, and I look forward to continuing the good work with the team to execute on our strategies and deliver value to our shareholders,” commented Mr. D’Antilio.

Mr. Walsh joined the company in 2014, has a long history in the industry and helped build the company’s financial discipline and rigor, ultimately supporting a successful IPO in October 2020.

“Paul has been instrumental in guiding and supporting our strategic transformation that is now bearing fruit in terms of record growth and profitability,” continued Mr. Vig. “Paul was a great partner for me as we led Allegro through our journey to become a successful public company. I fully support his decision to retire and wish him the very best

as he begins his next chapter. He leaves us with a strong financial foundation and a commitment to strong business fundamentals that will be a lasting legacy to Allegro.”

“Being a part of the Allegro staff and seeing the fulfillment of our goal to become a public company has been a satisfying culmination to my years as a CFO. I couldn’t be prouder of this team for all that we’ve accomplished,” said Paul Walsh. “As I look forward to my retirement, I have a great deal of confidence in Allegro and Derek. I believe they have all of the right ingredients to continue to deliver on the company’s strategic objectives.”

About Allegro MicroSystems

Allegro MicroSystems is a leading global designer, developer, fabless manufacturer and marketer of sensor integrated circuits (“ICs”) and application-specific analog power ICs enabling emerging technologies in the automotive and industrial markets. Allegro’s diverse product portfolio provides efficient and reliable solutions for the electrification of vehicles, automotive ADAS safety features, automation for Industry 4.0 and power saving technologies for data centers and green energy applications.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “future,” “expect,” “should,” “plan,” “intend,” “estimate,” “may,” “will,” “would,” “should,” “could,” or the negative thereof and similar words and expressions.

Forward-looking statements are based on management’s current expectations, beliefs and assumptions and on information currently available to us. Such statements are subject to a number of known and unknown risks, uncertainties and assumptions, and actual results may differ materially from those expressed or implied in the forward-looking statements due to various important factors, including, but not limited to: downturns or volatility in general economic conditions, including as a result of the COVID-19 pandemic, particularly in the automotive market; our ability to compete effectively, expand our market share and increase our net sales and profitability; our ability to compensate for decreases in average selling prices of our products; the cyclical nature of the analog semiconductor industry; shifts in our product mix or customer mix, which could negatively impact our gross margin; our ability to manage any sustained yield problems or other delays at our third-party wafer fabrication facilities or in the final assembly and test of our products; any disruptions at our primary third-party wafer fabrication facilities; our ability to fully realize the benefits of past and potential future initiatives designed to improve our competitiveness, growth and profitability; our ability to accurately predict our quarterly net sales and operating results; our ability to adjust our supply chain volume to account for changing market conditions and customer demand; our reliance on a limited number of third-party wafer fabrication facilities and suppliers of other materials; our dependence on manufacturing operations in the Philippines; our reliance on distributors to generate sales; our indebtedness may limit our flexibility to operate our business; the loss of one or more significant end customers; our ability to develop new product features or new products in a timely and cost-effective manner; our ability to meet customers’ quality requirements; uncertainties related to the design win process and our ability to recover design and development expenses and to generate timely or sufficient net sales or margins; changes in government trade policies, including the imposition of tariffs and export restrictions; our exposures to warranty claims, product liability claims and product recalls; our ability to protect our proprietary technology and inventions through patents or trade secrets; our ability to commercialize our products without infringing third-party intellectual property rights; disruptions or breaches of our information technology systems; risks related to governmental regulation and other legal obligations, including privacy, data protection, information security, consumer protection, environmental and occupational health and safety, anti-corruption and anti-bribery, and trade controls; our dependence on international customers and operations; the availability of rebates, tax credits and other financial incentives on end-user demands for certain products; the volatility of currency exchange rates; risks related to acquisitions of and investments in new businesses, products or technologies, joint ventures and other strategic transactions; our ability to raise capital to support our growth strategy; our ability to effectively manage our growth and to retain key and highly skilled personnel; changes in tax rates or the adoption of new tax legislation; risks related to litigation, including securities

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class action litigation; and our ability to accurately estimate market opportunity and growth forecasts; and other important factors discussed under the caption “Risk Factors” in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on May 19, 2021, as any such factors may be updated from time to time in our other filings with the SEC, which are accessible on the SEC’s website at www.sec.gov and the Investors Relations page of our website at investors.allegromicro.com.

All forward-looking statements speak only as of the date of this press release and, except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

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