

POWER INTEGRATIONS INC
Form SC TO-C
August 13, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): August 13, 2007

Power Integrations, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-23441
(Commission File Number)
5245 Hellyer Avenue

94-3065014
(IRS Employer Identification No.)

San Jose, California 95138-1002

(Address of principal executive offices)

(408) 414-9200

(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 (see General Instruction A.2. below):

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- .. 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))
- x Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On August 13, 2007, Power Integrations, Inc. ("Power Integrations") sent an email (the "Preliminary Communication") from Rafael Torres, the Chief Financial Officer of Power Integrations, to Power Integrations employees reminding them of a proposed tender offer pursuant to which Power Integrations would offer to amend, at the election of the applicable current employee-optionholder, specified portions of certain stock options granted under certain Power Integrations stock option plans (the "Affected Options"). In the email Mr. Torres informs the recipient that Power Integrations currently expects the tender offer to commence on August 14, 2007, and that those persons eligible to participate in the tender offer would be receiving information regarding which of the options they hold may be Affected Options once the tender offer commences. The Preliminary Communication does not constitute an offer to Power Integrations optionholders to amend their Affected Options. The email is filed as Exhibit 99.1 hereto.

Tender offer statement

This Current Report on Form 8-K is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any shares. The full details of any tender offer, including complete instructions on how to tender shares, will be included in the offer to purchase, the letter of transmittal and related materials, which would be mailed to optionholders promptly following commencement of the offer. Optionholders should read carefully the offer to purchase, the letter of transmittal and other related materials when they are available because they will contain important information. Optionholders may obtain free copies, when available, of the offer to purchase and other related materials that will be filed by Power Integrations with the Securities and Exchange Commission at the Commission's website at www.sec.gov. When available, optionholders also may obtain a copy of these documents, free of charge, from Laura Bright at Power Integrations.

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|-------------|---------------------------------------|
| 99.1 | Email to Power Integrations Employees |

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.

Power Integrations, Inc.

By: /s/ Rafael Torres

Name: Rafael Torres

Title: Chief Financial Officer

Dated: August 13, 2007

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---------------------------------------|
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