

Super Micro Computer, Inc.  
Form 8-K  
August 06, 2008

**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): August 5, 2008

**SUPER MICRO COMPUTER, INC.**

(Exact name of registrant specified in its charter)

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

**001-33383**  
(Commission File Number)

**77-0353939**  
(I.R.S. Employer  
Identification No.)

**980 Rock Avenue, San Jose, California 95131**  
(Address of principal executive offices, including Zip Code)

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Registrant's telephone, including area code: (408) 503-8000

**Not Applicable**

**(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))

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

On August 6, 2008, Super Micro Computer, Inc. issued a press release announcing its operating and financial results for the fourth quarter fiscal year 2008. A copy of the press release is being furnished as Exhibit 99.1 and is incorporated herein in its entirety by reference.

**Item 5.02 Compensatory Arrangements of Certain Officers**

On August 5, 2008, the Compensation Committee of the Board of Directors of the Company (the Committee ) approved the terms of an agreement (the Option Exercise Agreement ) with Charles Liang, a director and President and Chief Executive Officer of the Company, pursuant to which Mr. Liang will exercise an option previously granted to him for the purchase of 925,000 shares. He will exercise the option using a net-exercise procedure in which he will be issued a number of shares representing the spread between the option exercise price and the then current market value of the shares subject to the option (approximately 880,000 shares based upon the market value of August 6, 2008). The shares issued upon exercise of the option will be subject to vesting over a five year vesting period. Vesting of the shares subject to the award may accelerate in certain circumstances pursuant to the terms of the Option Exercise Agreement.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Super Micro Computer, Inc. dated August 6, 2008 announcing its operating and financial results for the fourth quarter fiscal year 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SUPER MICRO COMPUTER, INC.**

Date: August 6, 2008

By: /s/ Charles Liang  
President and Chief Executive Officer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Super Micro Computer, Inc. dated August 6, 2008 announcing its operating and financial results for the fourth quarter fiscal year 2008.