

**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**

**March 6, 2012**

**Date of Report (Date of earliest event reported)**

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**QUALCOMM Incorporated**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**000-19528**

(Commission File Number)

**95-3685934**

(IRS Employer Identification No.)

**5775 Morehouse Drive, San Diego, CA**  
(address of principal executive offices)

**92121**  
(Zip Code)

**858-587-1121**

(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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

QUALCOMM Incorporated (the “Company”) held its 2012 Annual Meeting of Stockholders on March 6, 2012 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation that eliminated the plurality voting provision for the election of directors. Accordingly, also on March 6, 2012, the Company filed a Certificate of Amendment to its Restated Certificate of Incorporation eliminating the plurality voting provision (the “Amendment”) with the Secretary of State of the State of Delaware, and the Amendment was effective as of that date. The plurality voting provision had provided that the candidates receiving the highest number of votes of the shares entitled to be voted for them up to the number of directors to be elected by such shares shall be elected. This description of the Amendment is qualified in its entirety by reference to the Amendment filed herewith as Exhibit 3.1.

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

At the Annual Meeting, the Company’s stockholders considered four proposals, each of which is described in more detail in the Company’s definitive proxy statement dated January 19, 2012. The final voting results are set forth below.

**Proposal 1:** Election of 12 directors to hold office until the 2013 Annual Meeting of Stockholders:

	FOR	WITHHELD	BROKER NON-VOTES
Barbara T. Alexander	1,221,582,162	52,113,687	201,420,488
Stephen M. Bennett	1,225,676,534	48,019,315	201,420,488
Donald G. Cruickshank	1,227,403,576	46,292,273	201,420,488
Raymond V. Dittamore	1,226,293,351	47,402,498	201,420,488
Thomas W. Horton	1,227,276,951	46,418,898	201,420,488
Paul E. Jacobs	1,205,484,949	68,210,900	201,420,488
Robert E. Kahn	1,218,968,336	54,727,513	201,420,488
Sherry Lansing	1,225,155,925	48,539,924	201,420,488
Duane A. Nelles	1,219,523,691	54,172,158	201,420,488
Francisco Ros	1,224,268,987	49,426,862	201,420,488
Brent Scowcroft	1,214,859,172	58,836,677	201,420,488
Marc I. Stern	1,213,741,911	59,953,938	201,420,488

All of the foregoing candidates were elected and each received affirmative votes from more than a majority of the votes cast.

**Proposal 2:** The vote on a proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent public accountants for the Company’s fiscal year ending September 30, 2012 was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
1,458,859,528	14,718,419	1,538,390	0

The foregoing proposal was approved.

**Proposal 3:** The advisory vote on the compensation of the Company’s named executive officers was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
872,495,288	396,525,678	4,674,883	201,420,488

The foregoing advisory vote was approved.

**Proposal 4:** The vote on a proposal to approve an amendment to the Company's Restated Certificate of Incorporation to eliminate the plurality voting provision was as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
1,466,802,556	5,955,803	2,357,978	0

The foregoing proposal was approved.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Restated Certificate of Incorporation

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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.

**QUALCOMM Incorporated**

Date: March 9, 2012

By: /s/ William E. Keitel  
William E. Keitel,  
Executive Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit  
No.

Description

3.1 Certificate of Amendment to Restated Certificate of Incorporation

**CERTIFICATE OF AMENDMENT  
TO THE RESTATED CERTIFICATE OF INCORPORATION OF  
QUALCOMM INCORPORATED**

QUALCOMM Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: On December 5, 2011, the Board of Directors of the Corporation duly adopted resolutions approving the following amendment to the Corporation's Restated Certificate of Incorporation (the "Certificate of Incorporation"), declaring said amendment to be advisable and providing for the consideration of such amendment at the Corporation's annual meeting of stockholders.

SECOND: On March 6, 2012, the Corporation's annual meeting of stockholders was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: The first paragraph of Section A of Article VI of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted from time to time by the Board of Directors."

IN WITNESS WHEREOF, QUALCOMM Incorporated has caused this Certificate of Amendment to be signed by the undersigned, thereunto duly appointed, this 6th day of March, 2012.

By:

/s/ Donald J. Rosenberg

Donald J. Rosenberg  
Secretary