

CADENCE DESIGN SYSTEMS INC
 Form 4
 February 23, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TAN LIP BU

2. Issuer Name and Ticker or Trading Symbol
 CADENCE DESIGN SYSTEMS INC [CDNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2655 SEELY AVENUE, BLDG. 5
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

SAN JOSE, CA 95134

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 31,400 | I | Held by IRA ⁽¹⁾ |
| Common Stock | | | | | 51,000 | I | Held by Child 1 |
| Common Stock | | | | | 15,000 | I | By Trust 1 ⁽²⁾ |
| Common Stock | | | | | 7,000 | I | By Trust 3 ⁽³⁾ |
| Common Stock | 02/07/2017 | | Z V | 389 ⁽⁴⁾ | D \$ 0 366,665 ⁽⁵⁾ | D | |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------------------|---|------|-----------|---|-------------------|
| Common Stock | 02/07/2017 | Z | V | 389 | A | \$ 0 | 989,847 | I | By Trust 2 (6) |
| Common Stock | 02/14/2017 | Z | V | <u>58,333</u> (4) | D | \$ 0 | 308,332 | D | |
| Common Stock | 02/14/2017 | Z | V | 58,333 | A | \$ 0 | 1,048,180 | I | By Trust 2 (6) |
| Common Stock | 02/21/2017 | A | | <u>75,000</u> (7) | A | \$ 0 | 383,332 | D | |
| Common Stock | 02/21/2017 | A | | <u>100,000</u> (7) | A | \$ 0 | 483,332 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|
| | | | | Code | V | (A) | (D) | Title |
| Non-Qualified Stock Option (right to buy) | \$ 30.79 | 02/21/2017 | | A | | <u>425,000</u> (8) | 03/21/2017 02/21/2024 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAN LIP BU 2655 SEELY AVENUE, BLDG. 5 SAN JOSE, CA 95134 | X | | President & CEO | |

Signatures

Yoonie Y. Chang, Attorney-in-Fact for Lip-Bu Tan
02/23/2017

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares held by IRA FBO Lip-Bu Tan DB Securities Inc. Custodian Rollover Account DTD 5/19/1997.
- (2) Shares held by A&E Investment LLC, the sole member of which is the Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.
- (3) Shares held by L Tan & N Lee & W Lee Trustees, Pacven Walden Inc.
- (4) Shares transferred to the Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.
- (5) The Reporting Person acquired 389 shares through the Employee Stock Purchase Plan on January 31, 2017.
- (6) Shares held by the Lip-Bu Tan and Ysa Loo Trust dated 2/3/1992.
- (7) Grant of performance-based incentive stock.
- (8) Option vests at a rate of 1/48th per month.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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