

CADENCE DESIGN SYSTEMS INC

Form 8-K

June 17, 2008

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**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): **June 17, 2008**
CADENCE DESIGN SYSTEMS, INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|---|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 000-15867 (Commission File Number) | 77-0148231 (I.R.S. Employer Identification No.) |
| 2655 Seely Avenue, Building 5 San Jose, California (Address of Principal Executive Offices) | (408) 943-1234 (Registrant's telephone number, including area code) | 95134 (Zip 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))
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Item 8.01. Other Events.

On June 17, 2008, Cadence Design Systems, Inc. (Cadence) issued a press release announcing its proposal to acquire Mentor Graphics Corporation (Mentor Graphics). The proposal was communicated on June 17, 2008 in a letter from Michael J. Fister, Cadence s President and Chief Executive Officer, to Walden C. Rhines, Chairman of the Board of Directors and Chief Executive Officer of Mentor Graphics. The press release announcing the proposal, including the full text of the letter delivered to Mr. Rhines, is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release issued by Cadence Design Systems, Inc. on June 17, 2008. |

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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.

Dated: June 17, 2008

CADENCE DESIGN SYSTEMS, INC.

By: /s/ James J. Cowie

James J. Cowie

Senior Vice President, General Counsel

and Secretary

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