

CYPRESS SEMICONDUCTOR CORP /DE/
 Form 3
 May 06, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â RAUSCHMAYER JOSEPH		(Month/Day/Year)	CYPRESS SEMICONDUCTOR CORP /DE/ [CY]	
(Last)	(First)	(Middle)	04/28/2016	
198 CHAMPION COURT			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN JOSE,Â CAÂ 95134			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, Manufacturing	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	112,186	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy) <u>(1)</u>	01/31/2012 ⁽²⁾	01/31/2018	Common Stock	7 ⁽³⁾	\$ 8.1 ⁽³⁾	D	Â
Stock Option (Right to Buy) <u>(1)</u>	01/31/2013 ⁽⁴⁾	01/31/2019	Common Stock	18,017 ⁽³⁾	\$ 4.09 ⁽³⁾	D	Â
Stock Option (Right to Buy) <u>(1)</u>	01/31/2014 ⁽⁵⁾	01/31/2020	Common Stock	37,965 ⁽³⁾	\$ 4.69 ⁽³⁾	D	Â
Restricted Stock Units <u>(6)</u>	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	2,764	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAUSCHMAYER JOSEPH 198 CHAMPION COURT SAN JOSE, CA 95134	Â	Â	Â EVP, Manufacturing	Â

Signatures

/s/ Pamela Tondreau, as
attorney-in-fact

05/06/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Received as provided in the Agreement and Plan of Merger and Reorganization dated as of December 1, 2014 (the "Merger Agreement" and, the transactions contemplated therein, the "Merger"), by and among the Issuer, Mustang Acquisition Corporation (a wholly owned subsidiary of the Issuer) and Spansion Inc. ("Spansion") in exchange for a stock option to purchase shares of Spansion common stock.
- (1) The number of shares underlying this option and the exercise price thereof were adjusted to reflect the Exchange Ratio as provided in the Merger Agreement whereby each share of Spansion common stock was canceled and automatically converted into 2.457 shares of Issuer common stock.
 - (2) The option, representing a right to purchase a total of seven (7) shares, became exercisable in three (3) equal annual installments beginning on January 1, 2012, which was the first anniversary of the date on which the option was granted. The option is fully vested.
 - (3) The number of shares underlying this option and the exercise price thereof were adjusted to reflect the Exchange Ratio, as provided in the Merger Agreement. This option is subject to the same terms and conditions as were applicable to the Spansion stock option from which it converted.
 - (4) The option, representing a right to purchase a total of 37,965 shares, became exercisable in three (3) equal annual installments beginning on January 1, 2013, which was the first anniversary of the date on which the option was granted. The option is fully vested.
 - (5) The option, representing a right to purchase a total of 18,017 shares, became exercisable in three (3) equal annual installments beginning on January 1, 2014, which was the first anniversary of the date on which the option was granted. The option is fully vested.
 - (6) Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive shares of Spansion common stock. The number of shares subject to this RSU was adjusted to reflect the Exchange Ratio, as provided in the Merger Agreement.
 - (7) This RSU represents a contingent right to receive Issuer common stock on a one-for-one basis, being subject to the same terms and conditions as were applicable to the Spansion RSU from which it converted. The RSU vests in equal quarterly installments beginning

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April 30, 2015.

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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