

CYPRESS SEMICONDUCTOR CORP /DE/  
Form 4  
March 16, 2015

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BINGHAM H RAYMOND

2. Issuer Name and Ticker or Trading Symbol  
CYPRESS SEMICONDUCTOR CORP /DE/ [CY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/12/2015

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

C/O CYPRESS SEMICONDUCTOR CORPORATION, 198 CHAMPION COURT

(Street)

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

SAN JOSE, CA 95134

(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 Ownership (Instr. 4)
Common Stock	03/12/2015		A	94,061	A (1) 94,061	D (2)	
Common Stock	03/12/2015		A	27,845	A (3) 27,845	I	By limited partnership (4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Securities (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Director Stock Option (Right to Buy) <sup>(5)</sup>	\$ 4.28 <sup>(6)</sup>	03/12/2015		A	73,710 <sup>(6)</sup>	03/12/2015 05/09/2017	Common Stock 73,710 <sup>(6)</sup>
Director Stock Option (Right to Buy) <sup>(7)</sup>	\$ 7.42 <sup>(6)</sup>	03/12/2015		A	184,275 <sup>(6)</sup>	03/12/2015 03/31/2018	Common Stock 184,275 <sup>(6)</sup>
Director Stock Option (Right to Buy) <sup>(8)</sup>	\$ 5.05 <sup>(6)</sup>	03/12/2015		A	122,850 <sup>(6)</sup>	03/12/2015 04/01/2019	Common Stock 122,850 <sup>(6)</sup>
Director Stock Option (Right to Buy) <sup>(9)</sup>	\$ 4.95 <sup>(6)</sup>	03/12/2015		A	56,511 <sup>(6)</sup>	03/12/2015 03/31/2020	Common Stock 56,511 <sup>(6)</sup>
Restricted Stock Units <sup>(10)</sup>	<sup>(11)</sup>	03/12/2015		A	4,095	<sup>(11)</sup> <sup>(11)</sup>	Common Stock 4,095
Restricted Stock Units <sup>(12)</sup>	<sup>(11)</sup>	03/12/2015		A	33,783	<sup>(11)</sup> <sup>(11)</sup>	Common Stock 33,783
Restricted Stock Units <sup>(13)</sup>	<sup>(11)</sup>	03/12/2015		A	53,452	<sup>(11)</sup> <sup>(11)</sup>	Common Stock 53,452
Restricted Stock Units <sup>(14)</sup>	<sup>(11)</sup>	03/12/2015		A	7,665	<sup>(11)</sup> <sup>(11)</sup>	Common Stock 7,665

Restricted Stock Units <u>(15)</u>	<u>(16)</u>	03/12/2015	A	11,160	<u>(16)</u>	<u>(16)</u>	Common Stock	11,160
Restricted Stock Units <u>(15)</u>	<u>(17)</u>	03/12/2015	A	1,956	<u>(17)</u>	<u>(17)</u>	Common Stock	1,956

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM H RAYMOND C/O CYPRESS SEMICONDUCTOR CORPORATION 198 CHAMPION COURT SAN JOSE, CA 95134	X			

## Signatures

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

03/16/2015

    \*\*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) Received in exchange for 38,283 shares of Spansion Inc. ("Spansion") common stock pursuant to 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, whereby each share of Spansion common stock was canceled and automatically converted into 2.457 shares of Issuer common stock (the "Exchange Ratio"), with fractional shares being paid in cash as provided in the Merger Agreement. The market value of Issuer common stock received pursuant to the Merger Agreement is \$15.68 per share, based on the trading price of Issuer common stock on March 12, 2015.
- (2) Represents shares held by the Reporting Person and by Bingham Investments, LP.
- (3) Received in exchange for 11,333 shares of Spansion Inc. ("Spansion") common stock pursuant to the Merger Agreement and the Merger described in footnote (1).
- (4) Shares held in a limited partnership. Trusts for the Reporting Person's children hold partnership interests in the limited partnership. The Reporting Person has authority to act on behalf of the limited partnership. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his beneficiary interest therein.
- (5) Received in the Merger in exchange for a stock option to purchase 30,000 shares of Spansion common stock at the exercise price of \$10.51 per share.
- (6) 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.
- (7) Received in the Merger in exchange for a stock option to purchase 75,000 shares of Spansion common stock at the exercise price of \$18.23 per share
- (8) Received in the Merger in exchange for a stock option to purchase 50,000 shares of Spansion common stock at the exercise price of \$12.40 per share
- (9) Received in the Merger in exchange for a stock option to purchase 23,000 shares of Spansion common stock at the exercise price of \$12.14 per share

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- (10) Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 1,667 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.
- (11) This RSU represents a contingent right to receive Issuer common stock on a one-for-one basis. This RSU is fully vested, being subject to the same terms and conditions as were applicable to the Spansion RSU from which it converted.
- (12) Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 13,750 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.
- (13) Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 21,755 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.
- (14) Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 3,120 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.
- (15) Received upon initial appointment to the Issuer's board of directors (the "Initial Equity Grant").
- (16) This Initial Equity Grant represents a contingent right to receive Issuer common stock on a one-for-one basis and vests in 3 equal annual installments beginning March 12, 2016.
- (17) This Initial Equity Grant represents a contingent right to receive Issuer common stock on a one-for-one basis and is 100% vested on the day before the next annual stockholders meeting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.