

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

March 19, 2015

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KISPERT JOHN H**

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)  
**C/O CYPRESS  
SEMICONDUCTOR  
CORPORATION, 198 CHAMPION  
COURT**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/17/2015**

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

(Street)  
**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	03/17/2015		M	Amount (1) 1,133,801	(A) or (D) A \$ 0	1,748,338 (2)	D
Common Stock	03/17/2015		S	316,941 (3)	\$ 15.317 (4)	1,431,397	D
Common Stock	03/18/2015		S	303,059 (3)	\$ 15.195 (5)	1,128,338	D

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Restricted Stock Units	<u>(6)</u>	03/17/2015		M	66,339	<u>(6)</u> <u>(6)</u>	Common Stock 66,339
Restricted Stock Units	<u>(6)</u>	03/17/2015		M	229,319	<u>(6)</u> <u>(6)</u>	Common Stock 229,319
Performance Stock Units	<u>(6)</u>	03/17/2015		M	197,788	<u>(6)</u> <u>(6)</u>	Common Stock 197,788
Performance Stock Units	<u>(6)</u>	03/17/2015		M	515,970	<u>(6)</u> <u>(6)</u>	Common Stock 515,970
Performance Stock Units	<u>(6)</u>	03/17/2015		M	124,385	<u>(6)</u> <u>(6)</u>	Common Stock 124,385

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KISPert JOHN H  
C/O CYPRESS SEMICONDUCTOR CORPORATION  
198 CHAMPION COURT  
SAN JOSE, CA 95134

X

## Signatures

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

03/19/2015

\_\_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).

Represents the aggregate number of Issuer common stock acquired upon settlement of the restricted stock unit awards and performance stock unit awards received by the Reporting Person pursuant to the Agreement and Plan of Merger and Reorganization dated as of December 1, 2014, by and among the Issuer, Mustang Acquisition Corporation (a wholly owned subsidiary of the Issuer) and Spansion Inc. (the transactions contemplated therein, the "Merger").

(1) Includes 614,537 shares of Issuer common stock received by the Reporting Person in the Merger.

(3) Represents the aggregate number of shares of Issuer common stock sold to cover taxes due upon vesting and settlement of the RSU's (as defined below) and PSU's (as defined below).

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$15.03 to \$15.59 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(4) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$14.91 to \$15.37 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(5) Represents a contingent right to receive Issuer common stock on a one-for-one basis. These Restricted Stock Units (the "RSU's") and Performance Stock Units (the "PSU's") are fully vested, being subject to the same terms and conditions as were applicable to the Spansion Inc. RSU's and PSU's from which they converted in connection with the Merger.

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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