

CIRRUS LOGIC INC
Form 4
May 07, 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 *
Rhode Jason P

(Last) (First) (Middle)
800 WEST 6TH STREET
(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIRRUS LOGIC INC [CRUS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/05/2015 | | M ⁽¹⁾ | | 50,000 A \$ 5.55 | 148,873 | D |
| Common Stock | 05/05/2015 | | S ⁽¹⁾ | | 50,000 (2) D \$ 34.9927 | 98,873 | D |
| Common Stock | 05/05/2015 | | S ⁽¹⁾ | | 23,318 (2) D \$ 34.9927 | 75,555 | D |
| Common Stock | 05/05/2015 | | S ⁽¹⁾ | | 17,500 (3) D \$ 34.9977 | 58,055 | D |
| Common Stock | 05/05/2015 | | G | | 5,700 (4) D (4) 52,355 | | D |

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| | | | | | | | |
|--------------|------------|---|---------------|---|---------|--------|---|
| Common Stock | 05/06/2015 | M | 18,018 (5) | A | \$ 5.55 | 70,373 | D |
| Common Stock | 05/06/2015 | M | 7,048 (6) | A | \$ 5.25 | 77,421 | D |
| Common Stock | 05/06/2015 | M | 21,500 (7) | A | \$ 7.87 | 98,921 | D |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 5.25 | 05/06/2015 | | M | 7,048 | 10/01/2009 ⁽⁶⁾ 10/01/2018 | Common Stock | |
| Incentive Stock Option (right to buy) | \$ 5.55 | 05/06/2015 | | M | 18,018 | 10/07/2010 ⁽⁵⁾ 10/07/2019 | Common Stock | |
| Incentive Stock Option (right to buy) | \$ 7.87 | 05/06/2015 | | M | 21,500 | 06/06/2008 ⁽⁷⁾ 06/06/2017 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 5.55 | 05/05/2015 | | M | 50,000 | 10/07/2010 ⁽⁵⁾ 10/07/2019 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rhode Jason P 800 WEST 6TH STREET | X | | President & CEO | |

AUSTIN, TX 78701

Signatures

By: Gregory Scott Thomas, attorney in fact For: Jason P. Rhode

05/07/2015

__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) This transaction was made pursuant to a Rule 10b5-1 Plan adopted by the reporting person on November 25, 2014.

The price reported in Table I - Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.60 to \$35.56. The reporting person will provide full information regarding the number of shares bought as each separate price within the ranges set forth in this footnote to any security holder of Cirrus Logic, Inc. or the staff of the SEC upon request.

(3) The price reported in Table I - Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.60 to \$35.69. The reporting person will provide full information regarding the number of shares bought as each separate price within the ranges set forth in this footnote to any security holder of Cirrus Logic, Inc. or the staff of the SEC upon request.

(4) Charitable gift to Dr. Rhode's donor advised fund.

(5) Only vested shares can be exercised under this option. 25% of the shares were vested and exercisable on 10/7/10; the remaining shares vested monthly over the following 36 months so that the option was fully vested and exercisable on 10/7/13.

(6) Only vested shares can be exercised under this option. 25% of the shares were vested and exercisable on 10/1/09; the remaining shares vested monthly over the following 36 months so that the option was fully vested and exercisable on 10/1/12.

(7) Only vested shares can be exercised under this option. 25% of the shares were vested and exercisable on 06/06/08; the remaining shares vested monthly over the following 36 months so that the option was fully vested and exercisable on 06/06/11.

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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