

INTEGRATED DEVICE TECHNOLOGY INC

Form 4

January 17, 2014

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Feld Peter A

2. Issuer Name **and** Ticker or Trading  
Symbol  
INTEGRATED DEVICE  
TECHNOLOGY INC [IDTI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/15/2014

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

C/O INTEGRATED DEVICE  
TECHNOLOGY, INC., 6024  
SILVER CREEK VALLEY ROAD

(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 95138

(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					20,775	D <sup>(1)</sup>	
Common Stock	01/15/2014		S	167,636 D \$ 10.6183	6,848,350	I	Starboard V&O MF <sup>(2)</sup>
Common Stock	01/15/2014		S	65,897 D \$ 10.6183	2,692,063	I	Managed Account <sup>(3)</sup>
Common Stock	01/15/2014		S	42,067 D \$	1,718,544	I	Starboard

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Stock					10.6183				V&O SLLC <sup>(4)</sup>
Common Stock	01/16/2014	S	217,300	D	\$ 10.5747	6,631,050	I		Starboard V&O MF <sup>(2)</sup>
Common Stock	01/16/2014	S	85,419	D	\$ 10.5747	2,606,644	I		Managed Account <sup>(3)</sup>
Common Stock	01/16/2014	S	54,530	D	\$ 10.5747	1,664,014	I		Starboard V&O SLLC <sup>(4)</sup>
Common Stock	01/17/2014	S	425,111	D	\$ 11.0209	6,205,939	I		Starboard V&O MF <sup>(2)</sup>
Common Stock	01/17/2014	S	167,110	D	\$ 11.0209	2,439,534	I		Managed Account <sup>(3)</sup>
Common Stock	01/17/2014	S	106,678	D	\$ 11.0209	1,557,336	I		Starboard V&O SLLC <sup>(4)</sup>

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 displays a currently valid OMB control number.**

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feld Peter A C/O INTEGRATED DEVICE TECHNOLOGY, INC. 6024 SILVER CREEK VALLEY ROAD SAN JOSE, CA 95138			X	

## Signatures

/s/ Peter A. Feld                      01/17/2014

\_\_\_\_\_  
Signature of                      Date  
Reporting Person

## 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 sum of (i) 8,834 vested restricted stock units and (ii) 11,941 restricted stock units which vests 100% on the earlier of either
- (1) September 17, 2014, or if Mr. Feld is not standing for re-election, or fails to get re-elected at the 2014 Annual Meeting of Stockholders, then on the date of such Annual Meeting.
- Shares owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O MF"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O MF, and as a member and member of the Management Committee of Starboard Principal Co GP LLC, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard V&O MF for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2)
- Shares held in an account (the "Managed Account") managed by Starboard Value LP. The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Starboard Principal Co GP LLC, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3)
- Shares owned directly by Starboard Value and Opportunity S LLC ("Starboard V&O SLLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard V&O SLLC, and as a member and member of the Management Committee of Starboard Principal Co GP LLC, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard V&O SLLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4)

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.