

CYPRESS SEMICONDUCTOR CORP /DE/

Form 8-K

June 18, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 17, 2015**

**CYPRESS SEMICONDUCTOR CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-10079**  
**Commission**  
**File Number**

**94-2885898**  
**IRS Employer**  
**Identification Number**

**198 Champion Court**

**San Jose, California**  
**(Address of Principal Executive Offices)**

**95134**  
**(Zip Code)**  
**(408) 943-2600**

**(Registrant's Telephone Number, Including Area Code)**

**(Former name, former address, and formal fiscal year, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On May 13, 2015, Cypress Semiconductor Corporation (the Company) issued a press release announcing that it delivered to the Board of Directors of Integrated Silicon Solution, Inc. (ISSI) a letter dated May 13, 2015 setting forth the Company's proposal to acquire for cash all of the outstanding shares of ISSI for \$19.75 per share.

On May 29, 2015, the Company issued a press release announcing that it had delivered to the Board of Directors of ISSI a letter dated May 29, 2015 setting forth the Company's non-binding proposal to acquire all of the outstanding shares of ISSI for \$20.25 per share. The Company also provided ISSI with a copy of a proposed agreement and plan of merger and related side agreement.

On June 10, 2015, the Company issued a press release announcing that it had delivered to the Board of Directors of ISSI a letter dated June 9, 2015 setting forth revised terms to the proposed agreement and plan of merger providing for revised regulatory language in response to certain regulatory concerns raised by ISSI.

On June 18, 2015, the Company issued a press release announcing that it had delivered to the Board of Directors of ISSI a letter dated June 17, 2015 setting forth the Company's non-binding proposal to acquire all of the outstanding shares of ISSI for \$21.25 per share. The Company also provided ISSI with a copy of a proposed agreement and plan of merger.

A copy of the revised proposed agreement and plan of merger is attached hereto as Exhibit 99.1, and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed with this Current Report on Form 8-K:

Exhibit 99.1 - Proposed Revised Agreement and Plan of Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 18, 2015

**CYPRESS SEMICONDUCTOR CORPORATION**

By: /s/ Neil H. Weiss  
Neil H. Weiss  
Senior Vice President and Treasurer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Proposed Revised Agreement and Plan of Merger.