

CYPRESS SEMICONDUCTOR CORP /DE/
Form 8-K/A
March 24, 2015

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

March 12, 2015

Date of Report (Date of Earliest Event Reported)

CYPRESS SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1- 10079

(Commission File Number)

94-2885898

(I.R.S. Employer Identification
No.)

198 Champion Court

San Jose, California 95134

(Address of principal executive offices and zip code)

(408) 943-2600

(Registrant's telephone number, including area code)

(Former name or former address, 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))

This Form 8-K/A amends the Current Report on Form 8-K filed by Cypress Semiconductor Corporation (the "Company") on March 12, 2015, to provide additional information in connection with the merger by the Company with Spansion Inc. which was completed on the same date.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statement of Business Acquired

The Audited Financial Statements of Spansion Inc. as of December 28, 2014 and December 29, 2013 and for the years ended December 28, 2014, December 29, 2013 and December 30, 2012 are attached to this Form 8-K/A as Exhibit 99.1.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined financial statements of the Company as of December 28, 2014 and for the year ended December 28, 2014 related to the Company's acquisition of Spansion Inc. are attached as Exhibit 99.2 to this Form 8-K/A.

(c) Exhibits

Exhibit #	Description
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
99.1	Audited Financial Statements of Spansion Inc. as of December 28, 2014 and December 29, 2013 and for the years ended December 28, 2014, December 29, 2013 and December 30, 2012
99.2	Unaudited pro forma condensed combined financial statements of the Company as of December 28, 2014 and for the year ended December 28, 2014

SIGNATURE

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.

CYPRESS SEMICONDUCTOR CORPORATION

Date: March 24, 2015 By: /s/ Thad Trent

Thad Trent
Executive Vice President, Finance and Administration and
Chief Financial Officer

INDEX TO EXHIBIT

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