

CYPRESS SEMICONDUCTOR CORP /DE/

Form 424B3

December 30, 2003

Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-106667

**PROSPECTUS SUPPLEMENT DATED DECEMBER 30, 2003**  
**(To Prospectus Dated September 10, 2003)**

**CYPRESS SEMICONDUCTOR CORPORATION**

**\$600,000,000**  
**(aggregate principal amount)**

**1.25% Convertible Subordinated Plus Cash Notes<sup>SM</sup> due June 15, 2008 and  
the Common Stock Issuable Upon Conversion of the Notes**

This Prospectus Supplement, together with the Prospectus listed above, is to be used by certain holders of the above-referenced securities or by their transferees, pledgees, donees or their successors in connection with the offer and sale of the above referenced securities.

The table captioned "Selling Securityholders" commencing on page 40 of the Prospectus is hereby amended to reflect the following additions and changes:

| Name   | Principal Amount at   | Percentage of<br>Notes<br>Outstanding | Number of Shares of<br>Common Stock That<br>May Be Sold(1) | Percentage<br>of<br>Common<br>Stock<br>Outstanding(2) |
|--|---|---------------------------------------|--|---|
|  | Maturity of Notes<br>Beneficially Owned<br>That May Be Sold |                                       |  |   |
| UBS O'Connor LLC F/B/O O'Connor Global<br>Convertible Arbitrage Master Ltd | 4,500,000   | *                                     | 248,274  | *   |
| Victory Capital Management as Agent for<br>the Victory Convertible Fund(3) | 200,000   | *                                     | 11,034   | *   |

\* Less than 1%

- (1) Assumes conversion of all of the holder's notes at a conversion rate of approximately 55.172 shares of our common stock for each \$1,000 principal amount of notes and that we pay the \$300 in cash rather than stock. However, this conversion rate will be subject to adjustment as described under "Description of Notes—Conversion of the Notes." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 120,256,352 shares of common stock outstanding as of November 4, 2003. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's notes. However, we did not assume the conversion of any other holder's notes.
- (3) Affiliate of a broker-dealer.