

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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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

(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 or Price		
Common Stock	05/05/2015		M <sup>(1)</sup>		50,000 A \$ 5.55	148,873	D
Common Stock	05/05/2015		S <sup>(1)</sup>		50,000 <sup>(2)</sup> D \$ 34.9927	98,873	D
Common Stock	05/05/2015		S <sup>(1)</sup>		23,318 <sup>(2)</sup> D \$ 34.9927	75,555	D
Common Stock	05/05/2015		S <sup>(1)</sup>		17,500 <sup>(3)</sup> D \$ 34.9977	58,055	D
Common Stock	05/05/2015		G		5,700 <sup>(4)</sup> D <u>(4)</u>	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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(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 <sup>(6)</sup> 10/01/2018	Common Stock	
Incentive Stock Option (right to buy)	\$ 5.55	05/06/2015		M	18,018	10/07/2010 <sup>(5)</sup> 10/07/2019	Common Stock	
Incentive Stock Option (right to buy)	\$ 7.87	05/06/2015		M	21,500	06/06/2008 <sup>(7)</sup> 06/06/2017	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 5.55	05/05/2015		M	50,000	10/07/2010 <sup>(5)</sup> 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.

(2) 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.

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

(4) 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.

(5) 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.

(6) 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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