

CIRRUS LOGIC INC

Form 4

November 02, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Benson JoDee

(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)
10/31/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, Chief Culture Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 10/31/2016 | | M ⁽¹⁾ | 16,000 A | \$ 5.55 36,843 | D | |
| Common Stock | 10/31/2016 | | S ⁽¹⁾ | 16,000 D | \$ 54.3028 20,843 | D | |
| Common Stock | 10/31/2016 | | M ⁽¹⁾ | 6,381 A | \$ 16.25 27,224 | D | |
| Common Stock | 10/31/2016 | | S ⁽¹⁾ | 6,381 D | \$ 54.3537 20,843 | D | |
| | 10/31/2016 | | M ⁽¹⁾ | 18,619 A | \$ 16.25 39,462 | D | |

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Common
Stock

| | | | | | | | |
|-----------------|------------|-------------------------|--------|---|-----------------------------|--------|---|
| Common Stock | 10/31/2016 | <u>S</u> ⁽¹⁾ | 18,619 | D | \$ 54.2979 <u>(4)</u> | 20,843 | D |
| Common Stock | 10/31/2016 | <u>M</u> ⁽¹⁾ | 25,000 | A | \$ 15.41 | 45,843 | D |
| Common Stock | 10/31/2016 | <u>S</u> ⁽¹⁾ | 25,000 | D | \$ 54.296 <u>(5)</u> | 20,843 | D |
| Common Stock | 10/31/2016 | <u>M</u> ⁽¹⁾ | 10,062 | A | \$ 20.37 | 30,905 | D |
| Common Stock | 10/31/2016 | <u>S</u> ⁽¹⁾ | 10,062 | D | \$ 54.3112 <u>(6)</u> | 20,843 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Security (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|--|--|-----|--|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 16.25 | 10/31/2016 | | M ⁽¹⁾ | | 6,381 | | ⁽⁷⁾ | 10/06/2020 | Common Stock | 6,381 |
| Non-Qualified Stock Option (right to buy) | \$ 5.55 | 10/31/2016 | | M ⁽¹⁾ | | 16,000 | | ⁽⁸⁾ | 10/07/2019 | Common Stock | 16,000 |
| Non-Qualified Stock Option (right to buy) | \$ 15.41 | 10/31/2016 | | M ⁽¹⁾ | | 25,000 | | ⁽⁹⁾ | 10/05/2021 | Common Stock | 25,000 |
| Non-Qualified Stock Option | \$ 16.25 | 10/31/2016 | | M ⁽¹⁾ | | 18,619 | | ⁽⁷⁾ | 10/06/2020 | Common Stock | 18,619 |

(right to buy)

Non-Qualified

| | | | | | | | | |
|--------------|----------|------------|------------------|--------|-----------------|------------|-----------------|-----|
| Stock Option | \$ 20.37 | 10/31/2016 | M ⁽¹⁾ | 10,062 | ⁽¹⁰⁾ | 10/01/2024 | Common Stock | 10, |
|--------------|----------|------------|------------------|--------|-----------------|------------|-----------------|-----|

(right to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benson JoDee 800 WEST 6TH STREET AUSTIN, TX 78701 | | | VP, Chief Culture Officer | |

Signatures

By: Gregory Scott Thomas attorney-in-fact For: Jo-Dee
Benson

11/02/2016

____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 August 15, 2016.

(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 \$53.87 to \$54.97. 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) The price reported in Table I - Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.86 to \$54.97. 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.

(4) The price reported in Table I - Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.86 to \$54.97. 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.

(5) The price reported in Table I - Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.86 to \$54.97. 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.

(6) The price reported in Table I - Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.86 to \$54.79. 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.

(7) The option vested on a 4-year schedule: 25% of the shares became exercisable on 10/06/2011; the remaining 75% of the shares vested at a rate of 1/36th per month over the following 36 months so that the option was fully vested and exercisable on 10/06/2014. Only vested shares can be exercised under this option.

(8) The option vested on a 4-year schedule: 25% of the shares became exercisable on 10/07/2010; the remaining 75% of the shares vested at a rate of 1/36th per month over the following 36 months so that the option was fully vested and exercisable on 10/07/2013. Only vested shares can be exercised under this option.

(9) The option vested on a 4-year schedule: 25% of the shares became exercisable on 10/05/2012; the remaining 75% of the shares vested at a rate of 1/36th per month over the following 36 months so that the option was fully vested and exercisable on 10/05/2015. Only vested shares can be exercised under this option.

(10) The option vests on a 4-year schedule: 25% of the shares became exercisable on 10/01/2015; the remaining 75% of the shares will vest at a rate of 1/36th per month over the following 36 months so that the option will be fully vested and exercisable on 10/01/2018. Only

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vested shares can be exercised under this option.

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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