

CIRRUS LOGIC INC
Form S-8
December 16, 2015

As filed with the Securities and Exchange Commission on December 16, 2015

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CIRRUS LOGIC, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

800 W. 6th Street

Austin, Texas 78701

77-0024818
(I.R.S. Employer
Identification No.)

(Address of principal executive offices, including zip code)

CIRRUS LOGIC, INC. 2006 STOCK INCENTIVE PLAN

(Amended and Restated as of May 26, 2015)

(Full title of the plan)

Scott Thomas

800 W. 6th Street

Austin, Texas 78701

(512) 851-4000

(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large Accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller Reporting Company ☐
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share (Common Stock)	6,125,000 shares	\$ 32.82 (2)	\$ 200,991,875 (2)	\$20,239.88

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional shares of Common Stock as may become issuable pursuant to the adjustment provisions of the Cirrus Logic, Inc. 2006 Stock Incentive Plan, amended and restated as of May 26, 2015 (the

Plan).

- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act. The price for the 6,125,000 shares of Common Stock being registered hereby is based on a price of \$32.82, which is the average of the high and low trading prices per share of Common Stock of Cirrus Logic, Inc. (the Company or the Registrant) as reported on the Nasdaq Global Select Market on December 14, 2015.

EXPLANATORY NOTE

On August 1, 2006, the Registrant filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the Commission) to register 17,000,000 shares of Common Stock for issuance pursuant to the Plan. The Registrant filed a second Registration Statement on Form S-8 with the Commission on December 15, 2014 to register an additional 5,000,000 shares of Common Stock for issuance under the Plan. This Registration Statement registers an additional 6,125,000 additional shares of Common Stock for issuance under the Plan. Accordingly and pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 filed on August 1, 2006 (File No. 333- 136219) and the contents of the Registration Statement on Form S-8 filed on December 15, 2014 (File No. 333-200968) are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents, which previously have been filed by the Registrant with the Commission, are incorporated herein by reference and made a part hereof:

The Registrant's Annual Report on Form 10-K filed on May 27, 2015 (for the year ended March 28, 2015);

The Registrant's Quarterly Reports on Form 10-Q filed on July 22, 2015 (for the quarter ending June 27, 2015) and October 28, 2015 (for the quarter ending September 26, 2015);

The Registrant's Current Reports on Form 8-K filed on April 28, 2015 (solely with respect to Item 9.01); June 26, 2015; July 22, 2015 (solely with respect to Item 9.01); August 3, 2015; September 25, 2015 and October 28, 2015 (solely with respect to Items 5.02, 8.01 and 9.01);

The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, originally filed with the Commission on June 16, 1997, including any amendment or report filed for the purpose of updating such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Registrant has filed the exhibits listed on the accompanying Exhibit List filed with this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, the State of Texas, on December 16, 2015.

CIRRUS LOGIC, INC.

By: /s/ Thurman K. Case
 Name: Thurman K. Case
 Title: Vice President, Chief Financial
 Officer and Principal Accounting Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below authorizes and appoints Thurman K. Case as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities to sign any and all amendments (including pre- and post-effective amendments) to this Registration Statement and any additional registration statement pursuant to Rule 462(b) under the Securities Act, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on December 16, 2015. This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

Signature	Title
/s/ Jason P. Rhode	President, Chief Executive Officer and Director (Principal Executive Officer)
Jason P. Rhode	
/s/ Thurman K. Case	Vice President, Chief Financial Officer and Principal Accounting Officer
Thurman K. Case	(Principal Financial and Accounting Officer)
/s/ John C. Carter	Director
John C. Carter	
/s/ Alex Davern	Director
Alex Davern	
/s/ Timothy R. Dehne	Director

Timothy R. Dehne

/s/ Christine King

Director

Christine King

/s/ Alan R. Schuele

Director

Alan R. Schuele

/s/ William D. Sherman

Director

William D. Sherman

/s/ David J. Tupman

Director

David J. Tupman

EXHIBIT INDEX

Exhibit Number	Description
4.1	Certificate of Incorporation of Registrant, filed with the Delaware Secretary of State on August 26, 1998 (incorporated by reference to Registrant's Report on Form 10-K for the fiscal year ended March 31, 2001, filed with the SEC on June 22, 2001).
4.2	Amended and Restated Bylaws of Registrant (incorporated by reference to Registrant's Report on Form 8-K filed with the Commission on September 20, 2013).
4.3	Cirrus Logic, Inc. 2006 Stock Incentive Plan, amended and restated as of May 26, 2015 (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on May 2, 2015).
5.1*	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of this Registration Statement).

* Filed herewith.