

CYPRESS SEMICONDUCTOR CORP /DE/
Form SC 13G/A
February 17, 2009
CUSIP No. 232806109

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Cypress Semiconductor Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

232806109
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Person	Kensico Capital Management Corporation	
		13-4079277	
	I.R.S. Identification Nos. of Above Persons (entities only)		
2.	Check the Appropriate Box	(a) <input type="radio"/>	
	if a Member of a Group	(b) <input type="radio"/>	
3.	SEC Use Only		
4.	Citizenship or Place of Organization	Delaware	
	Number of	5. Sole Voting Power	-0-
	Shares Beneficially	6. Shared Voting Power	
	Owned by Each		7,269,300
	Reporting Person	7. Sole Dispositive Power	-0-
	With	8. Shared Dispositive Power	
			7,269,300
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	7,269,300	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		
		<input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9)	6.3%	
12.	Type of Reporting Person	CO	

1.	Names of Reporting Person	Michael Lowenstein	
	I.R.S. Identification Nos. of Above Persons (entities only)		
2.	Check the Appropriate Box	(a) <input type="radio"/>	
	if a Member of a Group	(b) <input type="radio"/>	
3.	SEC Use Only		
4.	Citizenship or Place of Organization	United States	
	Number of	5. Sole Voting	-0-
	Shares Beneficially	Power	
	Owned by Each	6. Shared Voting	
	Reporting Person	Power	7,269,300
	With	7. Sole Dispositive	-0-
		Power	
		8. Shared Dispositive Power	
			7,269,300
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	7,269,300	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9)	6.3%	
12.	Type of Reporting Person	IN, HC	

1.	Names of Reporting Person	Thomas J. Coleman	
2.	I.R.S. Identification Nos. of Above Persons (entities only) Check the Appropriate Box	(a) <input type="radio"/>	
3.	if a Member of a Group SEC Use Only	(b) <input type="radio"/>	
4.	Citizenship or Place of Organization	United States	
	Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	-0-
		6. Shared Voting Power	
		7. Sole Dispositive Power	7,269,300
		8. Shared Dispositive Power	-0-
			7,269,300
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	7,269,300	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9)	6.3%	
12.	Type of Reporting Person	IN, HC	

Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on October 10, 2008 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership.

For each Reporting Person:

(a) Amount beneficially owned:

As of December 31, 2008, each of Kensico Capital Management, Mr. Lowenstein and Mr. Coleman may be deemed to be the beneficial owner of the 7,269,300 shares of Common Stock held for the accounts of the Funds. Of such 7,269,300 shares of Common Stock, Kensico Partners directly beneficially owns 1,456,500 shares of Common Stock, Kensico Associates directly beneficially owns 2,049,100 shares of Common Stock, Kensico Offshore directly beneficially owns 3,196,200 shares of Common Stock, and Kensico Offshore II directly beneficially owns 567,500 shares of Common Stock.

(b) Percent of class:

6.3% (based upon 114,816,080 shares of Common Stock issued and outstanding as of November 6, 2008)

(c) Number of shares to which each Reporting Person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 7,269,300

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose of or direct the disposition of: 7,269,300

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2009

KENSICO CAPITAL MANAGEMENT CORP.

BY: /s/ MICHAEL LOWENSTEIN

Signature

Michael Lowenstein, Authorized Signatory

Name/Title

/s/ MICHAEL LOWENSTEIN

Signature

/s/ THOMAS J. COLEMAN

Signature