

MINDSPEED TECHNOLOGIES, INC

Form 8-K

May 16, 2005

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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): May 13, 2005

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**MINDSPEED TECHNOLOGIES, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**000-50499**  
(Commission File Number)

**01-0616769**  
(I.R.S. Employer  
Identification No.)

**4000 MacArthur Boulevard**  
**Newport Beach, California 92660-3095**  
(Address of Principal Executive Offices) (Zip Code)

**(949) 579-3000**  
(Registrant's telephone number,  
including area code)

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

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EXHIBIT 99.1

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**Item 8.01 Other Events.**

The information set forth in the Registrant's press release, dated May 13, 2005 and filed as Exhibit 99.1 hereto, regarding the adjustment of the conversion price of its outstanding 3.75% Convertible Senior Notes due 2009, is incorporated herein by reference. The information contained in this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release, dated May 13, 2005.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MINDSPEED TECHNOLOGIES, INC.**

Date: May 13, 2005

By: /s/ Simon Biddiscombe  
Simon Biddiscombe  
Senior Vice President, Chief Financial  
Officer, Treasurer and Secretary

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**EXHIBIT INDEX**

<b>Exhibit</b>		<b>Description</b>
99.1	Press Release, dated May 13, 2005.	