

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  
burden hours per  
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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 below) \_\_\_\_ Other (specify 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 <sup>(1)</sup>	16,000 A	\$ 5.55 36,843	D	
Common Stock	10/31/2016		S <sup>(1)</sup>	16,000 D	\$ 54.3028 20,843	D	
Common Stock	10/31/2016		M <sup>(1)</sup>	6,381 A	\$ 16.25 27,224	D	
Common Stock	10/31/2016		S <sup>(1)</sup>	6,381 D	\$ 54.3537 20,843	D	
	10/31/2016		M <sup>(1)</sup>	18,619 A	\$ 16.25 39,462	D	

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Common  
Stock

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 <sup>(1)</sup>		6,381		<sup>(7)</sup>	10/06/2020	Common Stock	6,381
Non-Qualified Stock Option (right to buy)	\$ 5.55	10/31/2016		M <sup>(1)</sup>		16,000		<sup>(8)</sup>	10/07/2019	Common Stock	16,000
Non-Qualified Stock Option (right to buy)	\$ 15.41	10/31/2016		M <sup>(1)</sup>		25,000		<sup>(9)</sup>	10/05/2021	Common Stock	25,000
Non-Qualified Stock Option	\$ 16.25	10/31/2016		M <sup>(1)</sup>		18,619		<sup>(7)</sup>	10/06/2020	Common Stock	18,619

(right to buy)

Non-Qualified

Stock Option	\$ 20.37	10/31/2016	M <sup>(1)</sup>	10,062	<sup>(10)</sup>	10/01/2024	Common Stock	10,
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(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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