

CIRRUS LOGIC INC
Form 10-K/A
December 14, 2005

Table of Contents

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

**FORM 10-K/A
Amendment No. 2**

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

For The Fiscal Year Ended March 26, 2005

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

For the Transition Period from ____ to ____

**Commission File Number 0-17795
CIRRUS LOGIC, INC.**

**DELAWARE
(State of incorporation)**

**77-0024818
(I.R.S. ID)**

**2901 Via Fortuna, Austin, TX 78746
(512) 851-4000**

**Securities registered pursuant to Section 12(b) of the Act:
None**

**Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$0.001 Par Value
Preferred Stock Purchase Rights**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). YES NO

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the registrant's voting and non-voting stock held by non-affiliates was approximately \$245 million based upon the closing price reported on the NASDAQ National Market as of September 25, 2004.

As of May 20, 2005, the number of outstanding shares of the registrant's Common Stock, \$0.001 par value, was 85,227,441.

DOCUMENTS INCORPORATED BY REFERENCE

No documents are incorporated by reference into this Form 10-K/A. Certain information contained in the registrant's proxy statement for its annual meeting of stockholders to be held July 28, 2005 is incorporated by reference

in Part III of the Annual Report on Form 10-K filed on May 27, 2005.

TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE

Explanatory Note

Signature

Exhibit Index

Certification of CEO Pursuant to Section 302

Certification of CFO Pursuant to Section 302

Certification of CEO Pursuant to Section 906

Certification of CFO Pursuant to Section 906

Table of Contents

Explanatory Note

On May 27, 2005, Cirrus Logic, Inc. (the Company) filed its Annual Report on Form 10-K for its fiscal year ended March 26, 2005 (the 2005 Form 10-K). On June 22, 2005, the Company filed Amendment No. 1 to our 2005 Form 10-K solely to file additional certifications of the Chief Executive Officer and the Chief Financial Officer as Exhibits 31.3 and 31.4, respectively. The Company is filing this Amendment No. 2 to our 2005 Form 10-K solely to file additional certifications of the Chief Executive Officer and the Chief Financial Officer as Exhibits 31.5 and 31.6, respectively. The additional certifications are being filed to correct typographical errors in the certifications previously filed as Exhibits 31.3 and 31.4, respectively, and to conform those Exhibits to the exact language set forth in Item 601(b)(31) of Regulation S-K.

Rule 12b-15 under the Exchange Act provides that any amendment to a report required to be accompanied by the certifications specified in Rule 13(a)-14(b) or 15d-14(b) must be accompanied by new certifications of the principal executive officer and principal financial officer. These certifications, which are unchanged from the certifications as originally filed with the 2005 Form 10-K, are therefore also included as Exhibits 32.1 and 32.2.

This Amendment No. 2 does not reflect events occurring after the filing of the original 2005 Form 10-K, and, other than the filing of additional certifications as Exhibits 31.5 and 31.6, and Exhibits 32.1 and 32.2, does not modify or update the disclosure in the original 2005 Form 10-K in any way.

Signature

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned; thereunto duly authorized.

Date: *December 14, 2005*

CIRRUS LOGIC, INC.

By: */s/ John T. Kurtzweil*

John T. Kurtzweil
Senior Vice President, Chief Financial
Officer and Principal Accounting
Officer

Table of Contents

Exhibit Index

The following exhibits are filed as part of this Report:

- 31.5 Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.6 Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.