

CIRRUS LOGIC INC  
Form 4  
November 04, 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  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rhode Jason P

(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)  
11/02/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President &amp; CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

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| (Instr. 3)                                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                     |                    |                 |                                     |  |
|-------------------------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|--------|-----|---------------------|--------------------|-----------------|-------------------------------------|--|
|                                                 |                                    |                  | Code       | V                                                                | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |  |
| Incentive<br>Stock Option<br>(right to buy)     | \$ 54.65                           | 11/02/2016       | A          |                                                                  | 3,239  |     | (1)                 | 11/02/2026         | Common<br>Stock | 3,239                               |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 54.65                           | 11/02/2016       | A          |                                                                  | 71,761 |     | (1)                 | 11/02/2026         | Common<br>Stock | 71,761                              |  |
| Performance<br>Shares                           | (2)                                | 11/02/2016       | A          |                                                                  | 20,000 |     | (2)                 | (2)                | Common<br>Stock | 20,000                              |  |
| Restricted<br>Stock Units                       | (3)                                | 11/02/2016       | A          |                                                                  | 25,000 |     | (4)                 | (4)                | Common<br>Stock | 25,000                              |  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                 |       |
|----------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                          | Director      | 10% Owner | Officer         | Other |
| Rhode Jason P<br>800 WEST 6TH STREET<br>AUSTIN, TX 78701 | X             |           | President & CEO |       |

## Signatures

By: Gregory Scott Thomas attorney-in-fact For: Jason P. Rhode 11/04/2016

\_\_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) Only vested shares can be exercised under this option. 25% of the shares will vest on 11/2/17; the remaining shares will vest monthly over the following 36 months so that the option will be fully vested and exercisable on 11/2/20.
- (2) Each Performance-based Restricted Stock Unit ("RSU's") represents the right to receive, following vesting, up to 200% of one share of Cirrus Logic, Inc. common stock. The resulting number of shares of common stock acquired upon vesting of the performance-based RSU's is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on November 2, 2016, and ending on November 2, 2019.
- (3) Each restricted stock unit represents a contingent right to receive one share of Cirrus Logic common stock.
- (4) 100% of the restricted stock units will vest on 11/2/19, the 3-year anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.