

CIRRUS LOGIC INC  
Form 4  
November 02, 2016

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Benson JoDee

2. Issuer Name and Ticker or Trading Symbol  
CIRRUS LOGIC INC [CRUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

800 WEST 6TH STREET

10/31/2016

VP, Chief Culture Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

AUSTIN, TX 78701

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/31/2016		M <sup>(1)</sup>		16,000	A	\$ 5.55
							36,843
Common Stock	10/31/2016		S <sup>(1)</sup>		16,000	D	\$ 54.3028
							20,843
Common Stock	10/31/2016		M <sup>(1)</sup>		6,381	A	\$ 16.25
							27,224
Common Stock	10/31/2016		S <sup>(1)</sup>		6,381	D	\$ 54.3537
							20,843
	10/31/2016		M <sup>(1)</sup>		18,619	A	\$ 16.25
							39,462

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

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(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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				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	<u>(7)</u>	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	<u>(8)</u>	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	<u>(9)</u>	10/05/2021	Common Stock	25,000
Non-Qualified Stock Option	\$ 16.25	10/31/2016		M <sup>(1)</sup>	18,619	<u>(7)</u>	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	<u>(10)</u>	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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