

MINDSPEED TECHNOLOGIES, INC  
Form 8-K  
July 01, 2008

**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): **June 30, 2008**

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**MINDSPEED TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

**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, East Tower**

**Newport Beach, California 92660-3095**

(Address of Principal Executive Offices) (Zip Code)

**(949) 579-3000**

(Registrant's telephone number,

including area code)

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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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 30, 2008, Mindspeed Technologies, Inc. (the Company ) filed a Certificate of Amendment to the Restated Certificate of Incorporation (the Certificate of Amendment ) of the Company with the Secretary of State of the State of Delaware to effect the previously approved reverse stock split of the Company s outstanding common stock by a ratio of one-for-five and to reduce the number of authorized shares of the Company s common stock by the same ratio. The Certificate of Amendment was effective at 11:59 p.m. EDT on June 30, 2008.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. A copy of the Company s press release, dated July 1, 2008, announcing the effectiveness of the reverse stock split, is furnished as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Certificate of Amendment to the Restated Certificate of Incorporation of the Company

99.1 Press Release of the Company, dated July 1, 2008

**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: July 1, 2008

By:

/s/ Brandi R. Steege  
Brandi R. Steege  
Vice President, Legal, and Secretary

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                                                   |
|----------------|--------------------------------------------------------------------------------------|
| 3.1            | Certificate of Amendment to the Restated Certificate of Incorporation of the Company |
| 99.1           | Press Release of the Company, dated July 1, 2008                                     |