

CYPRESS SEMICONDUCTOR CORP /DE/

Form 5

January 26, 2015

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 El-Khoury Hassane

2. Issuer Name and Ticker or Trading Symbol  
 CYPRESS SEMICONDUCTOR CORP /DE/ [CY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/28/2014

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

198 CHAMPION COURT

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN JOSE, CA 95134

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	10/31/2014	Â	M4	667	A	\$ 9.91	127,704	D	Â
Common Stock	10/31/2014	Â	S4	354 <sup>(1)</sup>	D	\$ 9.9434	127,350	D	Â
Common Stock	11/14/2014	Â	M4	466	A	\$ 10.04	127,816	D	Â
Common Stock	11/14/2014	Â	S4	248 <sup>(2)</sup>	D	\$ 10.2431	127,568	D	Â

Common Stock 12/31/2014 Â J4 864 <sup>(3)</sup> A \$ 8.925 128,432 D Â

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

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**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	10/31/2014	Â	M4	Â 667	Â <sup>(4)</sup> 12/08/2018	Common Stock	667
Restricted Stock Units	\$ 0	11/14/2014	Â	M4	Â 466	Â <sup>(4)</sup> 12/01/2019	Common Stock	466

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
El-Khoury Hassane 198 CHAMPION COURT SAN JOSE, CA 95134	Â	Â	Â Executive Vice President	Â

## Signatures

Neil H. Weiss, as attorney-in-fact for Hassane El-Khoury 01/13/2015

\*\*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) Inadvertently omitted filing Form 4 for October 31, 2014 transaction, 354 shares were sold to pay tax applicable to the vesting of 667 restricted stock units.

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- (2) Inadvertently omitted filing Form 4 for November 14, 2014 transaction, 248 shares were sold to pay tax applicable to the vesting of 466 restricted stock units.
- (3) Shares acquired through the Employee Stock Purchase Plan (ESPP).
- (4) Service based grant that vests annually over five years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.