

RAMTRON INTERNATIONAL CORP  
Form 3  
October 12, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CYPRESS			(Month/Day/Year)	RAMTRON INTERNATIONAL CORP [RMTR]	
SEMICONDUCTOR CORP			10/10/2012		
/DE/			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Last)	(First)	(Middle)			
198 CHAMPION COURT			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
SAN JOSE,Â CAAÂ 95134-1599					
(City)	(State)	(Zip)			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	24,958,250	I <u>(1)</u>	See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CYPRESS SEMICONDUCTOR CORP /DE/ 198 CHAMPION COURT SAN JOSE, CA 95134-1599	X	X	X	X

## Signatures

/s/ Neil Weiss, Senior Vice President, Cypress Semiconductor Corporation 10/12/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Reporting Person is filing this Form 3 on behalf of itself and Rain Acquisition Corp. ("Rain"), a Delaware corporation and a wholly owned subsidiary of the Reporting Person, with principal executive offices located at 198 Champion Court, San Jose, California 95134-1599. Of the shares of common stock of Ramtron International Corporation ("Ramtron") to which this Form 3 relates, 1,667,584 were previously owned by the Reporting Person, and 23,290,666 were acquired by Rain for \$3.10 per share in a tender offer for all outstanding shares of common stock of Ramtron upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 21, 2012, which was annexed to and filed with the Schedule TO filed by the Reporting Person with the Securities and Exchange Commission on June 21, 2012, as amended and supplemented from time to time (the "Offer"). An additional 559,785 shares were tendered in the Offer pursuant to guaranteed delivery procedures.
- (2) Pursuant to the Agreement and Plan of Merger dated as of September 18, 2012 (the "Merger Agreement"), by and among the Reporting Person, Rain and Ramtron, Rain was entitled, after consummation of the Offer, to designate such number of directors of Ramtron, rounded up to the next whole number, as would give Rain representation on the board of directors of Ramtron equal to the product of the total number of Ramtron's directors (after giving effect to any increase in the number of directors pursuant to the Merger Agreement) multiplied by the percentage that the aggregate number of shares of common stock of Ramtron purchased by Rain in the Offer bears to the total number of shares of common stock outstanding. (Continued in Footnote 3)
- (3) On October 10, 2012, immediately following the closing of the Offer, all of the directors of Ramtron resigned from the board of directors of Ramtron, other than Theodore J. Coburn, William G. Howard, Jr. and William L. George, and such remaining directors of Ramtron appointed T.J. Rodgers, Brad W. Buss, Dana C. Nazarian, Neil Weiss, Cathal Phelan and Thomas Surrette, each of whom was designated by Rain, to the board of directors of Ramtron.

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.