

CYPRESS SEMICONDUCTOR CORP /DE/  
Form 8-K  
December 08, 2005

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**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**

December 5, 2005

Date of Report (Date of earliest event reported)

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**CYPRESS SEMICONDUCTOR CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1 10079**  
(Commission File Number)

**94-2885898**  
(I.R.S. Employer  
Identification No.)

**3901 North First Street**

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**San Jose, California 95134-1599**

**(Address of principal executive offices)**

**(408) 943-2600**

**(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 (see General Instruction A.2. below):

- ..  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 2.01 Completion of Acquisition or Disposition of Assets**

On December 5, 2005, Cypress Semiconductor Corporation, a Delaware corporation ( Cypress ) acquired Cypress Microsystems, Inc., a Delaware corporation and majority-owned subsidiary of Cypress that develops and markets the expanding Programmable System-on-Chip (PSoC) product family, which are high performance, field-programmable mixed signal integration products for high-volume embedded control functions in consumer, industrial, office automation, telecom and automotive applications ( CMS ), pursuant to the merger of CMS Acquisition Corporation, a wholly-owned subsidiary of Cypress ( Merger Sub ) with and into CMS. As a result of the merger, CMS is a wholly owned subsidiary of Cypress.

The foregoing description of the Agreement and Plan of Merger does not purport to be complete and is qualified in its entirety by the terms and conditions of the Agreement and Plan of Merger, which is filed as Exhibit 2.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements of business acquired. Not applicable.
- (b) Pro forma financial information. Not applicable.
- (c) Exhibits.

Exhibit 2.1 Agreement and Plan of Merger, dated November 7, 2005, by and between Cypress Semiconductor Corporation, CMS Acquisition Corporation and Cypress Microsystems, Inc.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CYPRESS SEMICONDUCTOR CORPORATION**

Date: December 8, 2005

By: /s/ Brad W. Buss

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Brad W. Buss  
Chief Financial Officer, Executive Vice President,

Finance and Administration

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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