

CADENCE DESIGN SYSTEMS INC

Form 8-K

February 10, 2006

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 9, 2006**  
**CADENCE DESIGN SYSTEMS, INC.**  
(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>000-15867</b> (Commission File Number)	<b>77-0148231</b> (I.R.S. Employer Identification No.)
<b>2655 Seely Avenue, Building 5</b> <b>San Jose, California</b> (Address of Principal Executive Offices)		<b>95134</b> (Zip Code)
Registrant's telephone number, including area code: (408) 943-1234		

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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**TABLE OF CONTENTS**

Item 3.03. Material Modification to Rights of Security Holders.

SIGNATURES

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**Table of Contents**

**Item 3.03. Material Modification to Rights of Security Holders.**

The Rights Agreement, dated as of February 9, 1996, as amended and restated as of February 1, 2000 (the Rights Agreement ), between Cadence Design Systems, Inc. ( Cadence ) and Mellon Investor Services, LLC (as successor to ChaseMellon Shareholders Services, L.L.C.), expired by its terms at 5:00 p.m., New York City time, on February 9, 2006. The Rights previously issued under the Rights Agreement to holders of shares of Cadence common stock are of no further force or effect. The Board of Directors of Cadence has determined not to renew the Rights Agreement or enter into a new rights agreement at this time.

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**Table of Contents**

**SIGNATURES**

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.

Dated: February 10, 2006

CADENCE DESIGN SYSTEMS, INC.

By: /s/ William Porter

William Porter

Senior Vice President and Chief Financial  
Officer