

# CIRRUS LOGIC INC

## FORM 8-K (Unscheduled Material Events)

Filed 5/26/2005 For Period Ending 5/24/2005

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Industry	Semiconductors
Sector	Technology
Fiscal Year	03/30

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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):

May 24, 2005

**Cirrus Logic, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

0-17795

77-0024818

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2901 Via Fortuna, Austin, Texas

78746

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

512-851-4000

Not Applicable

Former name or former address, if changed since last report

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 1.01. Entry into a Material Definitive Agreement.**

On May 24, 2005, the Board of Directors of Cirrus Logic, Inc. (the "Company") approved an amendment (the "Amendment") to the Amended and Restated Rights Agreement, dated as of February 17, 1999, between the Company and BankBoston, N.A., as Rights Agent. The Amendment accelerates the termination of the Company's preferred stock purchase rights (the "Rights") from the close of business on May 4, 2008 to the close of business on May 26, 2005. On May 27, 2005, the Company will file a Certificate of Elimination with the Secretary of State of the State of Delaware which will have the effect of eliminating from the Company's Certificate of Incorporation all references to the Series A Participating Preferred Stock of the Company and returning these shares to the status of undesignated shares of authorized Preferred Stock of the Company.

### **Item 1.02. Termination of a Material Definitive Agreement.**

The information set forth under Item 1.01 of this Current Report on Form 8 K is hereby incorporated by reference in Item 1.02.

### **Item 3.03. Material Modifications to Rights of Security Holders.**

The information set forth under Item 1.01 of this Current Report on Form 8 K is hereby incorporated by reference in Item 3.03.

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

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference in Item 5.03.

### **Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

4.1 First Amendment to Amended and Restated Rights Agreement dated as of May 25, 2005, between Cirrus Logic, Inc. and BankBoston, N.A.

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**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.

*May 26, 2005*

Cirrus Logic, Inc.

*By: John T. Kurtzweil*

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*Name: John T. Kurtzweil*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	First Amendment to Amended and Restated Rights Agreement dated as of May 25, 2005 between Cirrus Logic, Inc. and BankBoston, N.A.

**First Amendment to Amended and Restated Rights Agreement**

This First Amendment, dated as of May 25, 2005 (this "Amendment"), to the Amended and Restated Rights Agreement, dated as of February 17, 1999 (the "Rights Agreement"), is between Cirrus Logic, Inc., a Delaware corporation (the "Company"), and EquiServe, Inc. and EquiServe Trust Company, N.A. as successors in interest to BankBoston, N.A. (the "Rights Agent").

**WITNESSETH:**

WHEREAS, the Board of Directors of the Company, at a meeting held on May 24, 2005, determined that it is advisable and in the best interest of the Company to amend the Rights Agreement as set forth below; and

WHEREAS, in compliance with Section 27(a) of the Rights Agreement, the Company and the Rights Agent desire to amend the Rights Agreement as set forth below.

NOW, THEREFORE, in consideration of the Rights Agreement and the premises and mutual agreements herein set forth, the parties hereby agree as follows:

1. Section 1(r) of the Rights Agreement is hereby amended by restating the definition of the term "Final Expiration Date" contained therein so that it reads in its entirety as follows:

"Final Expiration Date" shall mean May 26, 2005.

2. The term "Agreement" as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended by this Amendment.
3. This Amendment shall be effective as of the date hereof.
4. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed with in accordance with the internal laws of Delaware applicable to contracts to be made and performed entirely within Delaware.
5. This Amendment may be executed in two or more counterparts, each of which shall for all purposes be deemed to be an original, but all such counterparts shall together constitute one and the same instrument.
6. Any capitalized term used herein without definition shall have the meaning specified in the Rights Agreement.
7. Except as otherwise expressly set forth herein, this Amendment shall not by implication or otherwise alter, modify, amend or in any other manner affect any of the terms, conditions, obligations, covenants or agreements contained in the Rights Agreement, all of which are hereby ratified and confirmed in all respects and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, all as of the day and year first above written.

CIRRUS LOGIC, INC.

By: /s/ John T. Kurtzweil  
Name: John. T. Kurtzweil  
Title: Sr. Vice President, Chief Financial Officer

RIGHTS AGENT:

EquiServe Inc. and EquiServe Trust Company, N.A.,  
as Rights Agent

By: /s/ Michael Connor  
Name: Michael Connor  
Title: Managing Director

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**End of Filing**

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