

**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): **January 28, 2010**

CIRRUS LOGIC, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

0-17795

(Commission
File Number)

77-0024818

(IRS Employer
Identification No.)

2901 Via Fortuna, Austin, TX

(Address of Principal Executive Offices)

78746

(Zip Code)

Registrant's telephone number, including area code: **(512) 851-4000**

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))

Item 2.02 Results of Operations and Financial Condition.

On January 28, 2010, the Company issued a press release announcing its third quarter fiscal year 2010 results. The full text of the press release is attached as Exhibit No. 99.1 to this Current Report on Form 8-K. The press release contains forward-looking statements regarding the Company and cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

The information contained in Items 2.02 and 9.01 in this Current Report on Form 8-K and the exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Use of Non-GAAP Financial Information

To supplement Cirrus Logic's financial statements presented on a GAAP basis, Cirrus has provided non-GAAP financial information, including non-GAAP operating expenses, non-GAAP net income, non-GAAP net income from operations, and non-GAAP diluted earnings per share. A reconciliation of the adjustments to GAAP results is included in the tables below. Non-GAAP financial information is not meant as a substitute for GAAP results, but is included because management believes such information is useful to our investors for informational and comparative purposes. In addition, certain non-GAAP financial information is used internally by management to evaluate and manage the company. As a note, the non-GAAP financial information used by Cirrus Logic may differ from that used by other companies. These non-GAAP measures should be considered in addition to, and not as a substitute for, the results prepared in accordance with GAAP.

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits**

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---|
| Exhibit 99.1 | Cirrus Logic, Inc. press release dated January 28, 2010 |

SIGNATURES

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

CIRRUS LOGIC, INC.

Date: January 28, 2010

By: /s/ Thurman K. Case
Name: Thurman K. Case
Title: Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Registrant's press release dated January 28, 2010. |

Cirrus Logic Reports Fiscal Q3 2010 Financial Results***Forecasts Over 60 Percent Year-Over-Year Revenue Growth for Q4***

AUSTIN, Texas--(BUSINESS WIRE)--January 28, 2010--Cirrus Logic, Inc. (Nasdaq: CRUS), a leader in high-precision analog and digital signal processing components, today announced financial results for the third quarter of fiscal year 2010, which ended Dec. 26, 2009.

Revenue for the quarter was \$65.2 million, up 49 percent compared to \$43.8 million during the third quarter of fiscal year 2009 and \$55.7 million in the previous quarter. Gross margin for the quarter was 54 percent, down from 55 percent in the quarter a year ago and up sequentially from 52 percent for the previous quarter.

Total GAAP operating expenses for the quarter were approximately \$24.0 million, up from \$22.5 million in the previous quarter. GAAP operating expenses in the third quarter included a net benefit of \$500,000 in proceeds from the sale of non-marketable securities that had been previously written off, as well as an additional \$289,000 in net facility related credits. GAAP operating expenses also include charges of \$1,342,000 for stock-based compensation, \$404,000 in acquisition-related amortization of intangibles, and \$135,000 related to a litigation settlement taken during the quarter. Non-GAAP operating expenses for the quarter were approximately \$22.9 million, compared to \$22.4 million for the September quarter.

Income from operations on a GAAP basis was approximately \$10.9 million or 17 percent operating margin. Excluding the items noted above, non-GAAP income from operations was \$12.1 million, or 19 percent operating margin.

Cirrus Logic reported third quarter GAAP net income of approximately \$11.1 million, or \$0.17 per share based on 65.6 million average diluted shares outstanding. Excluding the items noted above, on a non-GAAP basis the company reported net income of \$12.2 million, or \$0.19 per diluted share.

“We are extremely pleased with our Q3 results. Continued market share gains in portable audio drove our overall year-over-year growth, and strength across many of our product lines allowed revenue to exceed our initial projections for the quarter. We shipped more than a million units of our newest power meter family for the first time, and a general recovery of our traditional industrial business contributed to our improved margins,” said Jason Rhode, president and chief executive officer, Cirrus Logic. “We expect this progress to continue through FY11, and we are now focusing on our plans to drive growth in FY12 and beyond.”

Outlook for Fourth Quarter FY 2010 (ending March 27, 2010):

- Revenue is expected to range between \$55 million and \$59 million;
- Gross margin is expected to be between 54 percent and 56 percent; and
- Combined R&D and SG&A expenses are expected to range between \$24 million and \$26 million, which include approximately \$1.5 million in share-based compensation and amortization of acquisition-related intangibles expenses.

Conference Call

Cirrus Logic management will hold a conference call to discuss the company’s results for the third quarter of fiscal year 2010, on Jan. 28, 2010 at 10:30 a.m. EST. Those wishing to join should call 480-629-9866, or 877-549-7750 (Conference ID: 4198207) at approximately 10:20 a.m. EST. A replay of the conference call will also be available beginning one hour after the completion of the call, until Feb. 4, 2010. To access the recording, dial 303-590-3030, or toll-free at 800-406-7325 (Conference ID: 4198207). A live and an archived webcast of the conference call will also be available via the Investor section of the company’s website at www.cirrus.com.

Cirrus Logic, Inc.

Cirrus Logic develops high-precision, analog and mixed-signal integrated circuits for a broad range of innovative customers. Building on its diverse analog and signal-processing patent portfolio, Cirrus Logic delivers highly optimized products for a variety of audio and energy-related applications. The company operates from headquarters in Austin, Texas, with offices in Tucson, Ariz., Europe, Japan and Asia. More information about Cirrus Logic is available at www.cirrus.com.

Use of non-GAAP Financial Information

To supplement Cirrus Logic's financial statements presented on a GAAP basis, Cirrus has provided non-GAAP financial information, including non-GAAP operating expenses, non-GAAP net income, non-GAAP net income from operations, and non-GAAP diluted earnings per share. A reconciliation of the adjustments to GAAP results is included in the tables below. Non-GAAP financial information is not meant as a substitute for GAAP results, but is included because management believes such information is useful to our investors for informational and comparative purposes. In addition, certain non-GAAP financial information is used internally by management to evaluate and manage the company. As a note, the non-GAAP financial information used by Cirrus Logic may differ from that used by other companies. These non-GAAP measures should be considered in addition to, and not as a substitute for, the results prepared in accordance with GAAP.

Safe Harbor Statement

Except for historical information contained herein, the matters set forth in this news release contain forward-looking statements, including our estimates of fourth quarter fiscal year 2010 revenue, year-over-year revenue growth, gross margin, combined research and development and selling, general and administrative expense levels, share-based compensation expense, and amortization of acquired intangible expenses. In some cases, forward-looking statements are identified by words such as "expect," "anticipate," "target," "project," "believe," "goals," "opportunity," "estimates," "intend," and variations of these types of words and similar expressions. In addition, any statements that refer to our plans, expectations, strategies or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements are based on our current expectations, estimates and assumptions and are subject to certain risks and uncertainties that could cause actual results to differ materially. These risks and uncertainties include, but are not limited to, the following: overall economic pressures and general market and economic conditions; overall conditions in the semiconductor market; the level of orders and shipments during the fourth quarter of fiscal year 2010, as well as customer cancellations of orders, or the failure to place orders consistent with forecasts; the loss of a key customer; pricing pressures; and the risk factors listed in our Form 10-K for the year ended March 28, 2009, and in our other filings with the Securities and Exchange Commission, which are available at www.sec.gov. The foregoing information concerning our business outlook represents our outlook as of the date of this news release, and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new developments or otherwise.

Cirrus Logic and Cirrus are trademarks of Cirrus Logic Inc.

Summary financial data follows:

CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED STATEMENT OF OPERATIONS
(unaudited)
(in thousands, except per share data)

| | Three Months Ended | | | Nine Months Ended | |
|---|--------------------|------------------|------------------|-------------------|------------------|
| | Dec. 26, 2009 | Sep. 26, 2009 | Dec. 27, 2008 | Dec. 26, 2009 | Dec. 27, 2008 |
| | Q3'10 | Q2'10 | Q3'09 | Q3'10 | Q3'09 |
| Audio products | \$ 47,063 | \$ 41,271 | \$ 25,870 | \$ 113,121 | \$ 78,504 |
| Energy products | 18,099 | 14,403 | 17,963 | 45,229 | 62,618 |
| Net revenue | 65,162 | 55,674 | 43,833 | 158,350 | 141,122 |
| Cost of sales | 30,276 | 26,700 | 19,755 | 74,903 | 62,407 |
| Gross Profit | 34,886 | 28,974 | 24,078 | 83,447 | 78,715 |
| Operating expenses: | | | | | |
| Research and development | 12,834 | 12,355 | 10,896 | 37,697 | 33,365 |
| Selling, general and administrative | 11,428 | 11,746 | 11,055 | 33,245 | 34,655 |
| Restructuring and other costs | 86 | (165) | - | (79) | - |
| Proceeds from non-marketable securities | (500) | - | - | (500) | - |
| Provision for litigation expenses and settlements | 135 | - | - | (2,610) | 1,771 |
| Patent agreement, net | - | (1,400) | - | (1,400) | - |
| Total operating expenses | <u>23,983</u> | <u>22,536</u> | <u>21,951</u> | <u>66,353</u> | <u>69,791</u> |
| Operating income (loss) | 10,903 | 6,438 | 2,127 | 17,094 | 8,924 |
| Interest income, net | 269 | 376 | 679 | 1,108 | 2,252 |
| Other income (expense), net | (7) | (21) | 10 | (46) | 153 |
| Income (loss) before income taxes | 11,165 | 6,793 | 2,816 | 18,156 | 11,329 |
| Provision (benefit) for income taxes | 110 | 29 | 66 | 116 | 86 |
| Net income (loss) | \$ 11,055 | \$ 6,764 | \$ 2,750 | \$ 18,040 | \$ 11,243 |
| Basic income (loss) per share: | \$ 0.17 | \$ 0.10 | \$ 0.04 | \$ 0.28 | \$ 0.17 |
| Diluted income (loss) per share: | \$ 0.17 | \$ 0.10 | \$ 0.04 | \$ 0.28 | \$ 0.17 |
| Weighted average number of shares: | | | | | |
| Basic | 65,302 | 65,281 | 65,172 | 65,279 | 65,588 |
| Diluted | 65,632 | 65,473 | 65,274 | 65,452 | 65,927 |

Prepared in accordance with Generally Accepted Accounting Principles

CIRRUS LOGIC, INC.
RECONCILIATION BETWEEN GAAP AND NON-GAAP FINANCIAL INFORMATION
(unaudited, in thousands, except per share data)
(not prepared in accordance with GAAP)

We use these Non-GAAP financial numbers to assist us in the management of the Company because we believe that this information provides a more consistent and complete understanding of the underlying results and trends of the ongoing business due to the uniqueness of these charges.

| | Three Months Ended | | | Nine Months Ended | |
|---|--------------------|------------------|------------------|-------------------|------------------|
| | Dec. 26, 2009 | Sep. 26, 2009 | Dec. 27, 2008 | Dec. 26, 2009 | Dec. 27, 2008 |
| | Q3'10 | Q2'10 | Q3'09 | Q3'10 | Q3'09 |
| <i>Net Income Reconciliation</i> | | | | | |
| GAAP Net Income | \$ 11,055 | \$ 6,764 | \$ 2,750 | \$ 18,040 | \$ 11,243 |
| Acquisition related items | 404 | 404 | 364 | 1,212 | 400 |
| Stock based compensation expense | 1,397 | 1,383 | 1,310 | 4,133 | 4,210 |
| Facility and other related adjustments | (375) | - | (36) | (397) | 180 |
| Provision for litigation expenses and settlements | 135 | - | - | (2,610) | 1,771 |
| Restructuring and other costs, net | 86 | (165) | - | (79) | - |
| Proceeds from non-marketable securities and other | (500) | - | - | (500) | 11 |
| Patent agreement, net | - | (1,400) | - | (1,400) | - |
| Non-GAAP Net Income (Loss) | \$ 12,202 | \$ 6,986 | \$ 4,388 | \$ 18,399 | \$ 17,815 |
| <i>Earnings Per Share reconciliation</i> | | | | | |
| GAAP Diluted income per share | \$ 0.17 | \$ 0.10 | \$ 0.04 | \$ 0.28 | \$ 0.17 |
| Effect of Acquisition related items | 0.01 | 0.01 | 0.01 | 0.02 | 0.01 |
| Effect of Stock based compensation expense | 0.02 | 0.02 | 0.02 | 0.06 | 0.06 |
| Effect of Facility and other related adjustments | - | - | - | (0.01) | - |
| Effect of Provision for litigation expenses and settlements | - | - | - | (0.04) | 0.03 |
| Effect of Restructuring and other costs, net | - | - | - | - | - |
| Effect of Proceeds from non-marketable securities and other | (0.01) | - | - | (0.01) | - |
| Effect of Patent agreement, net | - | (0.02) | - | (0.02) | - |
| Non-GAAP Net income (loss) per share | \$ 0.19 | \$ 0.11 | \$ 0.07 | \$ 0.28 | \$ 0.27 |
| <i>Operating Income Reconciliation</i> | | | | | |
| GAAP Operating Income (Loss) | \$ 10,903 | \$ 6,438 | \$ 2,127 | \$ 17,094 | \$ 8,924 |
| Stock compensation expense - COGS | 55 | 43 | 55 | 150 | 300 |
| Stock compensation expense - R&D | 438 | 428 | 522 | 1,380 | 1,545 |
| Stock compensation expense - SG&A | 904 | 912 | 733 | 2,603 | 2,365 |
| Acquisition related intangibles and other | 404 | 404 | 364 | 1,212 | 400 |
| Facility and other related adjustments | (375) | - | (36) | (397) | 180 |
| Provision for litigation expenses and settlements | 135 | - | - | (2,610) | 1,771 |
| Restructuring and other costs, net | 86 | (165) | - | (79) | - |
| Proceeds from non-marketable securities and other | (500) | - | - | (500) | 11 |
| Patent agreement, net | - | (1,400) | - | (1,400) | - |
| Non-GAAP Operating Income (Loss) | \$ 12,050 | \$ 6,660 | \$ 3,765 | \$ 17,453 | \$ 15,496 |
| <i>Operating Expense Reconciliation</i> | | | | | |
| GAAP Operating Expenses | \$ 23,983 | \$ 22,536 | \$ 21,951 | \$ 66,353 | \$ 69,791 |
| Stock compensation expense - R&D | (438) | (428) | (522) | (1,380) | (1,545) |
| Stock compensation expense - SG&A | (904) | (912) | (733) | (2,603) | (2,365) |
| Amortization of acquisition intangibles | (404) | (404) | (364) | (1,212) | (1,092) |
| Facility and other related adjustments | 375 | - | 36 | 397 | (180) |
| Provision for litigation expenses and settlements | (135) | - | - | 2,610 | (1,771) |
| Restructuring and other costs, net | (86) | 165 | - | 79 | - |
| Proceeds from non-marketable securities and other | 500 | - | - | 500 | (11) |
| Patent agreement, net | - | 1,400 | - | 1,400 | - |
| Non-GAAP Operating Expenses | \$ 22,891 | \$ 22,357 | \$ 20,368 | \$ 66,144 | \$ 62,827 |

CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED BALANCE SHEET
(in thousands)

| | Dec. 26, 2009 | Mar. 28, 2009 | Dec. 27, 2008 |
|---|--------------------------|--------------------------|--------------------------|
| | (unaudited) | | (unaudited) |
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | \$ 24,831 | \$ 31,504 | \$ 28,134 |
| Restricted investments | 5,755 | 5,755 | 5,755 |
| Marketable securities | 77,636 | 79,346 | 83,647 |
| Accounts receivable, net | 25,131 | 10,814 | 15,638 |
| Inventories | 30,408 | 19,878 | 23,409 |
| Other current assets | 6,318 | 5,359 | 8,395 |
| Total Current Assets | 170,079 | 152,656 | 164,978 |
| Long-term marketable securities | 25,235 | 3,627 | - |
| Property and equipment, net | 18,499 | 19,367 | 20,063 |
| Intangibles, net | 22,654 | 23,309 | 24,573 |
| Goodwill | 6,027 | 6,027 | 6,027 |
| Other assets | 1,906 | 2,018 | 2,114 |
| Total Assets | \$ 244,400 | \$ 207,004 | \$ 217,755 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | |
| Current liabilities | | | |
| Accounts payable | \$ 25,172 | \$ 9,886 | \$ 8,295 |
| Accrued salaries and benefits | 7,609 | 6,432 | 6,183 |
| Other accrued liabilities | 5,047 | 6,004 | 7,391 |
| Deferred income on shipments to distributors | 4,033 | 3,426 | 8,038 |
| Total Current Liabilities | 41,861 | 25,748 | 29,907 |
| Long-term restructuring accrual | 492 | 931 | 1,011 |
| Other long-term obligations | 6,555 | 7,397 | 6,912 |
| Stockholders' equity: | | | |
| Capital stock | 950,023 | 945,455 | 944,369 |
| Accumulated deficit | (753,911) | (771,951) | (764,183) |
| Accumulated other comprehensive loss | (620) | (576) | (261) |
| Total Stockholders' Equity | 195,492 | 172,928 | 179,925 |
| Total Liabilities and Stockholders' Equity | \$ 244,400 | \$ 207,004 | \$ 217,755 |

Prepared in accordance with Generally Accepted Accounting Principles

CONTACT:

Cirrus Logic, Inc.

Investor Contact:

Thurman K. Case, 512-851-4125

Chief Financial Officer

InvestorRelations@cirrus.com