

CIRRUS LOGIC INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 6/22/2001

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Industry	Semiconductors
Sector	Technology
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CIRRUS LOGIC, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4210 South Industrial Drive
Austin, TX 78744
(510) 623-8300
(Address of principal executive
offices)

77-0024818
(I.R.S. Employer
Identification No.)

PEAK AUDIO, INC. 2001 Stock Plan

(Full Title of Plan)

Steven D. Overly, Esq.
Senior Vice President, Administration, General Counsel and Secretary
Cirrus Logic, Inc.
4210 South Industrial Dr.
Austin, TX 78744
(512) 912-3234
(Name, address and telephone number,
including area code, of agent for service)

Copies to:
Maureen Brundage, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, New York 10036
(212) 819-8200

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common Stock, \$0.001 par value.....	61,366	\$18.66	\$1,145,089.50	\$286.27

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and 457(c) under the Securities Act of 1933, based upon the average of the bid and asked prices of the Common Stock as reported on the NASDAQ National Market System on June 20, 2001.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Corporation hereby incorporates by reference in this Prospectus the Corporation's Annual Report on Form 10-K for the year ended March 31, 2001; and the description of the Common Stock contained in the Corporation's registration statement for its Common Stock filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Corporation pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregister all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Corporation's Certificate of Incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Section 145 of the General Corporation Law of the State of Delaware authorizes and empowers each Delaware corporation to indemnify its directors, officers, employees and agents against liabilities incurred in connection with, and related expenses resulting from, any claim, action or suit brought against any such person as a result of his or her relationship with the corporation, provided that such persons acted in good faith and in a manner such person reasonably believed to be in, and not opposed to, the best interests of the corporation in connection with the acts or events on which such claim, action or suit is based. The finding of either civil or criminal liability on the part of such person in connection with such acts or events is not necessarily determinative of the question of whether such person has met the required standard of conduct and is, accordingly, entitled to be indemnified. The foregoing statements are subject to the detailed provisions of Section 145 of the General Corporation Law of the State of Delaware.

The By-Laws of the Corporation provide that each person who at any time is or was a director or officer of the Corporation, or is or was serving as director or officer of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation or was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation shall be indemnified by the Corporation in accordance with and to the full extent permitted by the General Corporation Law of the State of Delaware. Article VI of the By-Laws of the Corporation facilitates enforcement of the right of directors and officers to be indemnified by establishing such right as a contract right pursuant to which the person entitled thereto may bring suit as if the indemnification provisions of the By-Laws were set forth in a separate written contract between the Corporation and the director or officer. Article VI of the By-Laws also permits the Corporation to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the Corporation would have the power to indemnify him or her against such liability under the General Corporation Law of Delaware. The Corporation currently has secured such insurance on behalf of its officers and directors.

The Corporation has entered into agreements to indemnify its directors and officers, in addition to indemnification provided for in the Corporation's By-Laws. Subject to certain conditions, these agreements, among other things, indemnify the Corporation's directors and officers for certain expenses (including attorney's fees), judgments, fines and settlement amounts incurred by any such person in any action or proceedings, including any action by or in the right of the Corporation, arising out of such person's services as a director or officer of the Corporation, any subsidiary of the Corporation or any other company or enterprise to which the person provides services at the request of the Corporation.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

Number Description of Documents

- | | |
|------|--|
| 4.1 | Certificate of Incorporation of the Corporation, as amended, filed with the Delaware Secretary of State on August 26, 1998 (incorporated by reference to Exhibit 3.1 of the Corporation's Annual Report on Form 10-K for the year ended March 31, 2001, File No. 0-17795). |
| 4.2 | Agreement and Plan of Merger, filed with the Delaware Secretary of State on February 17, 1999 (incorporated by reference to Exhibit 3.2 of the Corporation's Annual Report on Form 10-K for the year ended March 31, 2001, File No. 0-17795). |
| 4.3 | By-Laws of the Corporation, as amended (incorporated by reference to Exhibit 3.4 of the Corporation's Annual Report on Form 10-K for the year ended March 31, 2001, File No. 0-17795). |
| 5 | Opinion of Steven D. Overly, Esq., Senior Vice President, Administration, General Counsel and Secretary of the Corporation, dated June 22, 2001, with respect to the legality of the Common Stock being registered. |
| 23.1 | Consent of Independent Auditors. |
| 23.2 | Consent of Steven D. Overly, Esq. (included in Exhibit 5 to the Registration Statement). |
| 24 | Power of Attorney of certain officers and directors (included in pages II-4 through II-5). |

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment or prospectus supplement to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and

(4) that, for purposes of determining any liability under the Securities Act of 1933, each filing of Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on the 22nd day of June, 2001.

CIRRUS LOGIC, INC.

By */s/ Steven D. Overly*

Name: *Steven D. Overly*
Title: *Senior Vice President,
Administration, General
Counsel and Secretary*

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Steven D. Overly and Stephanie Lucie his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his name and on his behalf, to do any and all acts and things and to execute any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable Cirrus Logic, Inc. (the "Corporation") to comply with the Securities Act of 1933, as amended (the "Act"), and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under the Act of up to, and including, 61,366 shares of Common Stock of the Corporation to be issued from time to time pursuant to the corporation's Peak Audio, Inc. 2001 Stock Plan, including power and authority to sign his name in any and all capacities (including his capacity as a Director and/or Officer of the Corporation) to a Registration Statement on Form S-8 or such other form as may be appropriate, and to any and all amendments, including post-effective amendments, to such Registration Statement, and to any and all instruments or documents filed as part of or in connection with such Registration Statement or any amendments thereto; and the undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ David D. French ----- David D. French	President, Chief Executive Officer and Director (Principal Executive Officer)	June 15, 2001
/s/ Robert W. Fay ----- Robert W. Fay	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 15, 2001
/s/ Michael L. Hackworth ----- Michael L. Hackworth	Chairman of the Board	June 22, 2001
/s/ Suhas S. Patil ----- Suhas S. Patil	Director	June 15, 2001
/s/ D. James Guzy ----- D. James Guzy	Director	June 15, 2001
/s/ Harold J. Raveche ----- Harold J. Raveche	Director	June 22, 2001
/s/ Walden C. Rhines ----- Walden C. Rhines	Director	June 15, 2001
/s/ Robert H. Smith ----- Robert H. Smith	Director	June 15, 2001

EXHIBIT INDEX

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- 23.1 Consent of Independent Auditors.
- 23.2 Consent of Steven D. Overly, Esq. (included in Exhibit 5 to the Registration Statement).
- 24 Power of Attorney of certain officers and directors (included in pages II-4 through II-5).

June 22, 2001

Cirrus Logic, Inc.
4210 South Industrial Drive
Austin, TX 78744

Ladies and Gentlemen:

This opinion is being rendered to you in connection with the actions taken and proposed to be taken by Cirrus Logic, Inc., a Delaware corporation (the "Company"), in connection with the registration pursuant to the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of shares of its Common Stock, \$0.001 par value (the "Common Stock"), issuable pursuant to the Company's Peak Audio, Inc. 2001 Stock Plan (the "Plan").

I have examined such documents, certificates, records, authorizations and proceedings and have made such investigations as I have deemed necessary or appropriate in order to give the opinion expressed herein. In such examination I have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as copies. In addition, I have relied, to the extent I deem such reliance proper, upon such certificates of public officials and officers of the Company with respect to the accuracy of material factual matters contained therein which were not independently established.

Based on the foregoing, it is my opinion that the shares of Common Stock referred to above have been duly authorized by the Company and, when issued and, in the case of shares to be issued upon exercise of stock options granted under the Plan, the option price therefor paid as described in the Plan, will be validly issued, fully paid and nonassessable shares of Common Stock of the Company.

I hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement.

Very truly yours,

/s/ Steven D. Overly

Steven D. Overly

Senior Vice President, Administration,

General Counsel and Secretary

EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Peak Audio, Inc. 2001 Stock Plan of our report dated April 30, 2001, with respect to the consolidated financial statements of Cirrus Logic, Inc. included in its Annual Report (Form 10-K) for the year ended March 31, 2001, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas

June 21, 2001

End of Filing

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