

CIRRUS LOGIC INC
 Form 4
 November 06, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ANDERSON SCOTT ARNOLD

(Last) (First) (Middle)
 800 WEST 6TH STREET
 (Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CIRRUS LOGIC INC [CRUS]

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & GM Mixed Signal Audio

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/04/2015		M		17,366	A	\$ 5.55
Common Stock	11/04/2015		S		17,366	D	\$ 31.2364

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Only vested shares can be exercised under this option. 25% of the shares will vest on 11/4/16; the remaining shares will vest monthly over the following 36 months so that the option will be fully vested and exercisable on 11/4/19.

- (3) Only vested shares can be exercised under this option. 25% of the shares vested and became exercisable on 10/07/10. The remaining shares vested monthly over the following 36 months so that the option was fully vested and exercisable on 10/07/13.

Each Performance-based Restricted Stock Unit ("RSUs") represents the right to receive, following vesting, up to 200% of one share of

- (4) Cirrus Logic, Inc. common stock. The resulting number of shares of common stock acquired upon vesting of the performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on November 4, 2015, and ending on November 4, 2018.

- (5) Each restricted stock unit represents a contingent right to receive one share of Cirrus Logic common stock.

- (6) 100% of the restricted stock units will vest on 11/4/18, the 3-year anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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