
**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): September 5, 2017

CYPRESS SEMICONDUCTOR CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-10079
(Commission
File Number)

94-2885898
(I.R.S. Employer
Identification No.)

198 Champion Court
San Jose, California 95134
(Address of principal executive offices and zip code)

(408) 943-2600
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 5, 2017, the Board of Directors (the “Board”) of Cypress Semiconductor Corporation (the “Company”) appointed Catherine P. Lego as a new member of the Board. Ms. Lego is the founder, owner and principal of Lego Ventures, LLC, a California-based firm that provides consulting services to early-stage technology companies. Ms. Lego currently serves on the boards of Lam Research Corporation and IPG Photonics Corporation, and previously served on the boards of several other publicly traded companies, including Fairchild Semiconductor International, Inc. and SanDisk Corporation. The appointment was effective September 6, 2017. The Board also appointed Ms. Lego to serve on the Audit Committee of the Board. Ms. Lego will stand for reelection at the Company’s next annual meeting of stockholders (currently scheduled for summer 2018).

In accordance with the Company’s non-employee director compensation policy, Ms. Lego received: (a) an initial equity grant of restricted stock units (with a value of approximately \$200,000), which vests in three equal annual installments, with the first tranche vesting on September 6, 2018, and (b) a pro-rated annual equity grant of restricted stock units (with a value of approximately \$166,667), which vests in full on the day before the Company’s next annual meeting of stockholders (currently scheduled for summer 2018).

A copy of the Company’s press release announcing the election of Ms. Lego is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated September 6, 2017.

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.

Date: September 7, 2017

CYPRESS SEMICONDUCTOR CORPORATION

By: /s/ Thad Trent

Thad Trent

Executive Vice President, Finance and Administration
and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated September 6, 2017.

Contacts:
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(408) 232-4552
samer.bahou@cypress.com

For Immediate Release

Cypress Appoints Catherine Lego to Board of Directors

*Experienced Technology and Semiconductor Board Member Known for
Excellent Corporate Governance Will Support Execution of Company Strategy*

SAN JOSE, Calif., September 6, 2017 - Cypress Semiconductor Corp. (Nasdaq: CY) today announced the appointment of Catherine P. Lego to its board of directors. She will serve on the company's Audit Committee. Lego brings to Cypress an established board record with public technology companies and more than a dozen private enterprises, plus invaluable experience supporting executive teams to drive the strategic growth of component, module and systems businesses.

"We are pleased to have Cathy Lego join Cypress' board," said Steve Albrecht, Cypress' chairman. "She will be an excellent addition. Cathy brings a wealth of high tech board experience that aligns well with Cypress' strategic evolution to become a high-growth leader of embedded solutions. We expect her to be an outstanding resource who will help the management team continue its strong execution of the Cypress 3.0 strategy."

Lego currently serves on the boards of Lam Research Corporation and IPG Photonics Corporation. At Lam Research, she chairs the Compensation Committee and is a member of the Nominating and Governance Committee. From 2009 until 2014, she chaired the Audit Committee. At IPG Photonics, her roles include chair of the Compensation Committee and member of the Audit Committee. She was previously on the board of Fairchild Semiconductor from 2013 until its 2016 acquisition by ON Semiconductor. In addition, she served on the boards of SanDisk Corporation and JDS Uniphase. During her tenure of more than 25 years contributing in various committee roles, Lego has been trusted as chair or member of Audit Committees for almost every public or private company board she has been affiliated with. In 2015, she received a Directors 100 award from the National Association of Corporate Directors (NACD) for her board service.

Lego previously was a partner at two venture capital funds and practiced as a certified public accountant with Coopers & Lybrand (now PwC). She is the founder, owner and principal of Lego Ventures, LLC, where she consults with early-stage technology companies, develops business plans, obtains seed and

expansion financing, and advises on strategic growth through mergers or acquisitions.

Lego, 60, holds a B.A. in economics and biology from Williams College and an M.S. in accounting from the New York University Graduate School of Business.

About Cypress

Cypress is the leader in advanced embedded system solutions for the world's most innovative automotive, industrial, home automation and appliances, consumer electronics and medical products. Cypress' programmable systems-on-chip, general-purpose microcontrollers, analog ICs, wireless and USB-based connectivity solutions and reliable, high-performance memories help engineers design differentiated products and get them to market first. Cypress is committed to providing customers with the best support and engineering resources on the planet enabling innovators and out-of-the-box thinkers to disrupt markets and create new product categories in record time. To learn more, go to www.cypress.com.

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