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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of the earliest event reported): **June 3, 2019**

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**Cypress Semiconductor Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**1-10079**  
(Commission File Number)

**94-2885898**  
(I.R.S. Employer Identification Number)

**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)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading symbol:	Name of each exchange on which registered:
Common Stock, \$0.01 par value	CY	The Nasdaq Global Select Market

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. ☐

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## Item 8.01 Other Events

On June 3, 2019, in connection with the announcement of the proposed acquisition of Cypress Semiconductor Corporation (“Cypress”) by Infineon Technologies AG, a stock corporation (*Aktiengesellschaft*) organized under the laws of the Federal Republic of Germany (“Infineon” and, the proposed acquisition, the “Merger”), Hassane El-Khoury, the President and Chief Executive Officer of Cypress, sent a Welcome Letter from Infineon by email to Cypress’s employees (the “Welcome Letter”). The Welcome Letter was first used or made available on June 3, 2019. A copy of the Welcome Letter is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

### Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, including statements with respect to the proposed transaction and the Merger of IFX Merger Sub Inc. (“Merger Sub”), a wholly owned subsidiary of Infineon, with and into Cypress on the terms and subject to the conditions set forth in the Agreement and Plan of Merger, dated as of June 3, 2019 (the “Merger Agreement”), by and among Cypress, Infineon and Merger Sub, the benefits of the proposed transaction and the anticipated timing of the proposed transaction. Forward-looking statements can be generally identified by the use of words such as “anticipate,” “believe,” “plan,” “project,” “estimate,” “forecast,” “expect,” “should,” “intend,” “may,” “could,” “will,” “would,” “outlook,” “future,” “trend,” “goal,” “target,” and similar expressions or expressions of the negative of these terms. These statements reflect only Cypress’s current expectations and are not guarantees of future performance or results. Forward-looking information involves risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such statements. Specific factors that could cause actual results to differ from results contemplated by forward-looking statements include, among others, the occurrence of any event, development, condition, state of facts, change, effect or other circumstances that could give rise to the termination of the Merger Agreement, the inability to complete the Merger due to the failure to obtain stockholder approval for the Merger or the failure to satisfy other conditions to completion of the Merger, including that a governmental authority may prohibit, delay or refuse to grant approval for the consummation of the transaction; risks regarding the failure of Infineon to obtain the necessary financing to complete the Merger; risks related to disruption of management’s attention from Cypress’s ongoing business operations due to the transaction; the effect of the announcement of the Merger on Cypress’s relationships, operating results and business generally; the risk that certain approvals or consents will not be received in a timely manner or that the Merger will not be consummated in a timely manner; the risk of exceeding the expected costs of the Merger; adverse changes in U.S. and non-U.S. governmental laws and regulations; adverse developments in Cypress’s relationships with its employees; capital market conditions, including availability of funding sources for us; changes in our credit ratings; risks related to our indebtedness, including our ability to meet certain financial covenants in our debt instruments; the risk of litigation, including stockholder litigation in connection with the proposed transaction,

and the impact of any adverse legal judgments, fines, penalties, injunctions or settlements; and volatility in the market price of our stock.

Therefore, caution should be taken not to place undue reliance on any such forward-looking statements. We assume no obligation (and specifically disclaim any such obligation) to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. For additional discussion of potential risks and uncertainties that could impact our results of operations or financial position, refer to Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 30, 2018 and Part II, Item 1A. Risk Factors in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 and any subsequent filings with the U.S. Securities and Exchange Commission (the “SEC”).

#### **Additional Information and Where to Find It**

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the proposed Merger. This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy our securities or the solicitation of any vote or approval. The proposed Merger will be submitted to Cypress’s stockholders for their consideration. In connection with the proposed transaction, Cypress intends to file a proxy statement and other relevant materials with the SEC in connection with the solicitation of proxies in connection with the proposed transaction. The definitive proxy statement will be mailed to Cypress’s stockholders. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, INVESTORS AND STOCKHOLDERS OF CYPRESS SEMICONDUCTOR CORPORATION ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER RELEVANT MATERIALS CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The proxy statement, any amendments or supplements thereto and other relevant materials, and any other documents filed by Cypress with the SEC, may be obtained once such documents are filed with the SEC free of charge at the SEC’s website at [www.sec.gov](http://www.sec.gov).

In addition, Cypress’s stockholders may obtain free copies of the documents we file with the SEC through the Investors portion of Cypress’s website at [investors.cypress.com](http://investors.cypress.com) under the link “Financials & Filings” and then under the link “SEC Filings” or by contacting Cypress’s Investor Relations Department by (a) mail at Cypress Semiconductor Corporation, Attention: Investor Relations, 198 Champion Ct., San Jose, CA 95134, (b) telephone at (408) 943-2600, or (c) e-mail at [investorrelations@cypress.com](mailto:investorrelations@cypress.com).

#### **Participants in Solicitation**

Cypress and certain of its executive officers, directors, other members of management and employees, may under the rules of the SEC, be deemed to be “participants” in the solicitation of proxies from Cypress’s stockholders in connection with the proposed transaction. Information regarding the persons who may be considered “participants” in the solicitation of proxies will be set forth in Cypress’s preliminary and definitive proxy statements when filed with the SEC and other relevant documents to be filed with the SEC in connection with the proposed transaction, each of which can be obtained free of charge from the sources indicated above when they become available. Information regarding certain of these persons and their beneficial ownership of Cypress’s common stock is also set forth in Cypress’s definitive proxy statement on Schedule 14A for its 2019 annual meeting of stockholders filed on March 15, 2019 with the SEC, which can be obtained free of charge from the sources indicated above.

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

(d) Exhibits

Exhibit	Description
99.1	<a href="#">Welcome Letter from Hassane El-Khoury to Cypress employees on June 3, 2019</a>

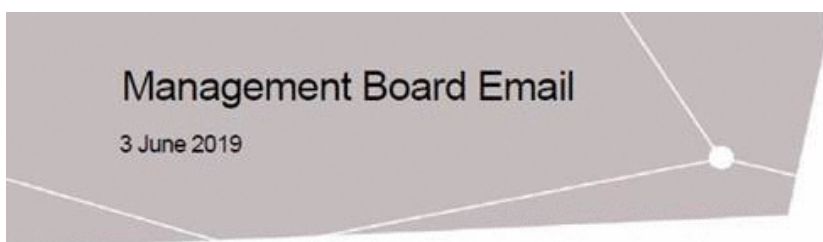
## SIGNATURES

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.

### **Cypress Semiconductor Corporation**

Date: June 3, 2019

By: \_\_\_\_\_ /s/ Thad Trent  
Name: Thad Trent  
Title: Executive Vice President, Finance and Administration and Chief  
Financial Officer

**Message from the Management Board of Infineon Technologies**

Dear employees of Cypress,

It's a pleasure for the four of us to share with you some thoughts on the important news we announced today. For us, this will be the largest deal in our history and we are looking forward to accelerating and strengthening our capabilities through the combination of our two companies.

Cypress fits in an excellent way to Infineon, forming the base for a successful transaction: We believe we complement each other well strategically and technologically. Cypress is financially healthy. And, as we learned during our intensive exchange prior to signing the deal, your company culture fits very well to ours at Infineon. We have experienced that your team is technically advanced and enthusiastic and does things differently from us — and we want to learn from you. Cypress employees strive to achieve similar goals from a different position — and we will complement each other well.

With this transaction, we as Infineon combine our leadership position in power, sensors and security with your strengths in microcontrollers, software and connectivity. Together we can offer to our customers more complete solutions in many high growth markets such as electric drives, battery-powered devices, and power supplies.

Furthermore, the combination of our security expertise with your connectivity know-how will accelerate our entry into adjacent and new IoT applications in the industrial and consumer markets.

In Automotive, we will together accelerate growth with a complementary portfolio in microcontrollers and NOR Flash, which is gaining increased relevance in Advanced Driving Assistance Systems (ADAS) and new electronic architectures in vehicles.

In addition to the benefits of a larger portfolio of products, services and capabilities (economies of scope), the transaction will increase our footprint in important geographical regions — and we as Infineon expect to add to our presence in Silicon Valley and gain presence as well as market share in the strategically important Japanese market.

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Considering our pro-forma revenue of 10 billion Euros in the fiscal year 2018, the combined company will join the world's Top 10 and rank 8th among global semiconductor companies. In addition to our current leading position in power and security, we will together also be the number 1 in automotive semiconductors.

For us, this deal is unprecedented in its size and we will together enter a new era. We have carefully and critically assessed the opportunities and risks and will finance the acquisition with an equity share of around 30 percent. We will ensure that we remain financially viable even under unfavorable market conditions. We expect the deal to be accretive to our earnings in the first full year after closing.

As you might already be aware, closing of the transaction is subject to approval from Cypress shareholders as well as regulatory bodies and is expected by end of 2019 or early 2020. Until then, Infineon and Cypress will remain independent companies. This means, that we all have to observe relevant rules when interacting with each other — we have to interact as we do with all other peers. However, we will prepare for the integration process jointly — more about the project team soon.

We are convinced that this transaction is worth all the efforts that lie ahead of us. The combination of our portfolios will accelerate and strengthen a strategy of sustainable profitable growth for our combined businesses under the Infineon brand. We would like to extend our sincerest thanks to everyone who has helped make this deal happen in a very short time.

We are very much looking forward to working with you. This is a truly historic opportunity for all of us and we invite you cordially to join us on our road of success.

Kind regards,

Reinhard Ploss (CEO), Helmut Gassel (CMO), Jochen Hanebeck (COO), Sven Schneider (CFO), Infineon Technologies AG

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Therefore, caution should be taken not to place undue reliance on any such forward-looking statements. The Company assumes no obligation (and specifically disclaim any such obligation) to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. For additional discussion of potential risks and uncertainties that could impact the Company’s results of operations or financial position, refer to Part I, Item 1A. Risk Factors in the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2018 and Part II, Item 1A. Risk Factors in the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019 and any subsequent filings with the U.S. Securities and Exchange Commission (the “SEC”).

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In addition, the Company's stockholders may obtain free copies of the documents we file with the SEC through the Investors portion of the Company's website at [investors.cypress.com](http://investors.cypress.com) under the link "Financials & Filings" and then under the link "SEC Filings" or by contacting the Company's Investor Relations Department by (a) mail at Cypress Semiconductor Corporation, Attention: Investor Relations, 198 Champion Ct., San Jose, CA 95134, (b) telephone at (408) 943-2600, or (c) e-mail at [investorrelations@cypress.com](mailto:investorrelations@cypress.com).

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