

Rhode Jason P
 Form 4
 October 03, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Rhode Jason P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Street)
 AUSTIN, TX 78701

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

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

(City) (State) (Zip)

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 or (D) Price			
Common Stock ⁽¹⁾	10/01/2017		F	14,683 D \$ 53.32	141,776	D	
Common Stock	10/01/2017		M	35,000 A \$ 0	176,776	D	
Common Stock	10/01/2017		M	70,000 ⁽²⁾ A \$ 0	246,776	D	
Common Stock ⁽¹⁾	10/01/2017		F	29,365 D \$ 53.32	217,411	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares	(3)	10/01/2017		M	35,000	10/01/2017 (3)	Common Stock	35,000
Restricted Stock Units	(4)	10/01/2017		M	35,000	10/01/2017 (5)	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhode Jason P 800 WEST 6TH STREET AUSTIN, TX 78701	X		President & CEO	

Signatures

By: Gregory Scott Thomas attorney-in-fact For: Jason P. Rhode 10/03/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) No shares were sold; these shares were withheld to satisfy tax withholding requirements.

The number of performance based RSUs (PBRsUs) that vested was determined based on pre-established performance metrics over a three-year period beginning October 1, 2014 and ending October 1, 2017, as approved by the Company's Compensation Committee. A total shareholder return (TSR) measurement was made relative to the component companies of the Philadelphia Semiconductor Index, which determined a payout percentage ranging between 0-200%. The payout percentage was then multiplied by a target number of PBRsUs. Dr. Rhode's target number of PBRsUs was 35,000, and Cirrus Logic's TSR for the three-year period resulted in a 200% payout percentage. Therefore 70,000 shares of common stock vested.

(3)

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Each performance based RSU (PBRSU) represented the right to receive, following vesting, up to 200% of one share of Cirrus Logic, Inc. common stock, and the Company withheld sufficient shares for payment of required tax withholdings

- (4) Each restricted stock unit was the economic equivalent of one share of common stock. The restricted stock unit vested on October 1, 2017, and the Company withheld sufficient shares for payment of required tax withholdings.
- (5) Expiration date of 10/01/17

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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