

CYPRESS SEMICONDUCTOR CORP /DE/
Form DEFA14A
April 16, 2002

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Soliciting Material Under Rule 14a-12

Confidential, For Use of the
Commission Only (as permitted by
Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Cypress Semiconductor Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- Fee paid previously with preliminary materials:
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

CYPRESS SEMICONDUCTOR CORPORATION

**DEFINITIVE ADDITIONAL MATERIAL
RELATED TO PROXY STATEMENT
FILED APRIL 4, 2002**

Cypress Semiconductor Corporation is amending its Definitive Proxy Statement filed on April 4, 2002 to amend the table regarding Ten-Year Option Repricings. The amended table is set forth below:

Stock Options Cancelled and Reissued

Ten-Year Option Repricings

Name	Date	Number of securities underlying options repriced or amended amendment (#)	Market price of stock at time of repricing or amendment (\$)	Exercise price at time of repricing or amendment(1)	New exercise price (\$)(2)	Length of original option term remaining at date of repricing or amendment
Ralph H. Schmitt	10/08/2001	90,000	\$13.91	\$16.73	\$16.84	9 yrs., 5 mos.
Vice President, Marketing and Sales	10/08/2001	70,000	\$13.91	\$23.19	\$16.84	9 yrs., 2 mos.
	10/08/2001	40,000	\$13.91	\$39.63	\$16.84	8 yrs., 10 mos.
	04/30/1992(3)	8,500	\$ 4.75	\$ 9.25	\$ 4.75	9 yrs., 5 mos.
Antonio R. Alvarez	10/08/2001	70,000	\$13.91	\$23.19	\$16.84	9 yrs., 2 mos.
Vice President, Memory Products Division and Research Development	10/08/2001	60,000	\$13.91	\$16.73	\$16.84	9 yrs., 5 mos.
	10/24/1996	146,930	\$11.00	\$16.19	\$11.00	9 yrs.
	04/30/1992(3)	80,000	\$ 4.75	\$ 9.25	\$ 4.75	9 yrs., 5 mos.
	04/30/1992(3)	26,398	\$ 4.75	\$ 9.25	\$ 4.75	9 yrs., 5 mos.
Emmanuel T. Hernandez	05/15/1998	200,000	\$ 8.75	\$11.56	\$ 8.75	9 yrs., 5 mos.
Vice President, Finance and Administration, and Chief	10/24/1996	116,458	\$11.00	\$16.19	\$11.00	9 yrs.

Stock Options Cancelled and Reissued

Ten-Year Option Repricings

Financial Officer

- (1) Reflects the exercise price of the options on the date of cancellation.
- (2) Reflects the exercise price of the options granted to replace the cancelled options.
- (3) Reflects the effect of the November 1, 1995 two for one stock split.