

CIRRUS LOGIC INC
Form 8-K
July 27, 2016

**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): **July 27, 2016**

CIRRUS LOGIC, INC.

(Exact name of Registrant as
specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 0-17795 | 77-0024818 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|--------------|
| 800 W. 6th Street, Austin, TX | 78701 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: **(512) 851-4000**

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))

Item 2.02 Results of Operations and Financial Condition.

On July 27, 2016, the Company issued a press release announcing its results for its first quarter fiscal year 2017. The full text of the press release is furnished as Exhibit No. 99.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Cirrus Logic, Inc. (the “Company”) was held on July 26, 2016. At the Annual Meeting, the Company’s stockholders voted on the following proposals described in detail in the Company’s Proxy Statement, dated May 31, 2016. Final voting results for each of the matters voted on at the meeting are set forth below.

Proposal One: Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------------|------------------|-----------------------|-------------------------|
| John C. Carter | 48,663,955 | 267,608 | 8,223,297 |
| Alexander M. Davern | 48,642,526 | 289,037 | 8,223,297 |
| Timothy R. Dehne | 48,562,599 | 368,964 | 8,223,297 |
| Christine King | 46,391,676 | 2,539,887 | 8,223,297 |
| Jason P. Rhode | 48,805,726 | 125,837 | 8,223,297 |
| Alan R. Schuele | 48,563,573 | 367,990 | 8,223,297 |
| William D. Sherman | 48,326,490 | 605,073 | 8,223,297 |
| David J. Tupman | 48,808,519 | 123,044 | 8,223,297 |

Proposal Two: Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the Company’s 2017 fiscal year.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------------|----------------------|------------------------|-------------------------|
| 55,868,559 | 1,213,301 | 73,000 | |

Proposal Three: Advisory vote to Approve the Compensation of the Company’s Named Executive Officers as described in the proxy statement.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------------|----------------------|------------------------|-------------------------|
| 48,267,234 | 349,309 | 315,020 | 8,223,297 |

Proposal Four: Approval of the Material Terms of the Amended 2007 Management and Key Individual Contributor Plan to Comply with the Requirements of Section 162(m) of the Internal Revenue Code.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------------|----------------------|------------------------|-------------------------|
| 48,109,791 | 757,977 | 63,795 | 8,223,297 |

Item 7.01 Regulation FD.

On July 27, 2016, in addition to issuing a press release, the Company posted on its website a shareholder letter to investors summarizing the financial results for its first quarter of fiscal year 2017. The full text of the shareholder letter is furnished as Exhibit No. 99.2 to this Current Report on Form 8-K.

Use of Non-GAAP Financial Information

To supplement Cirrus Logic's financial statements presented on a GAAP basis, Cirrus has provided non-GAAP financial information, including gross margins, operating expenses, net income, operating profit and income, tax expenses and diluted earnings per share. A reconciliation of the adjustments to GAAP results is included in the tables to the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K. Non-GAAP financial information is not meant as a substitute for GAAP results, but is included because management believes such information is useful to our investors for informational and comparative purposes. In addition, certain non-GAAP financial information is used internally by management to evaluate and manage the company. The non-GAAP financial information used by Cirrus Logic may differ from that used by other companies. These non-GAAP measures should be considered in addition to, and not as a substitute for, the results prepared in accordance with GAAP.

The information contained in Items 2.02, 7.01, and 9.01 in this Current Report on Form 8-K and the exhibits furnished hereto contain forward-looking statements regarding the Company and cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated. In addition, this information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits**

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---|
| Exhibit 99.1 | Cirrus Logic, Inc. press release dated July 27, 2016 |
| Exhibit 99.2 | Cirrus Logic, Inc. shareholder letter dated July 27, 2016 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CIRRUS LOGIC, INC.

Date: July 27, 2016 By: /s/ Thurman K. Case
Name: Thurman K. Case
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

| | |
|------|---|
| 99.1 | Registrant's press release dated July 27, 2016 |
| 99.2 | Cirrus Logic, Inc. shareholder letter dated July 27, 2016 |

Exhibit 99.1
Exhibit 99.2