

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WISHART MICHAEL S</u>  (Last) (First) (Middle) <u>198 CHAMPION COURT</u>  (Street) <u>SAN JOSE CA 95134</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYPRESS SEMICONDUCTOR CORP</u> <u>/DE/ [ CY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/16/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock	04/16/2020		D		90,276	D	\$23.85 <sup>(1)</sup>	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$4.98	04/16/2020		D			34,398	(2)	12/02/2020	Common Stock	34,398	\$18.87 <sup>(3)</sup>	0	D	
Restricted Stock Units	(4)	04/16/2020		D			11,383	(5)	(5)	Common Stock	11,383	\$23.85 <sup>(6)</sup>	0	D	

**Explanation of Responses:**

- On April 16, 2020 (the "Effective Time"), pursuant to the Agreement and Plan of Merger, dated as of June 3, 2019 (the "Merger Agreement"), by and among Cypress Semiconductor Corporation (the "Issuer"), Infineon Technologies AG ("Infineon") and IFX Merger Sub Inc. ("Merger Sub"), Merger Sub merged with and into the Issuer, with the Issuer as the surviving entity and a wholly owned subsidiary of Infineon. Pursuant to the Merger Agreement, each outstanding share of the Issuer's common stock ("Common Stock") was converted into the right to receive \$23.85 per share in cash (the "Per Share Merger Consideration"), without interest.
- These stock options were originally scheduled to vest quarterly over three years from December 2, 2013. These stock options were fully vested and exercisable.
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding stock option, whether vested or unvested, was cancelled and converted into the right to receive a cash payment equal to the product of (i) the number of shares of Common Stock subject to such option immediately prior to the Effective Time multiplied by (ii) the excess, if any, of the Per Share Merger Consideration over the applicable per share exercise price of such option immediately prior to the Effective Time.
- Restricted stock units convert into common stock on a one-for-one basis upon settlement.
- On May 3, 2019, the Reporting Person was granted 11,383 restricted stock units that vest on the day before the Issuer's 2020 annual meeting of stockholders.
- Pursuant to the Merger Agreement, immediately prior to the Effective Time, each outstanding restricted stock unit award, whether vested or unvested, was cancelled and converted into the right to receive a cash payment equal to the product of (i) the number of restricted stock units subject to such award immediately prior to the Effective Time multiplied by (ii) the Per Share Merger Consideration. Such payment is to be made at the times and subject to any vesting and acceleration conditions set forth in the Merger Agreement.

**Remarks:**

/s/ Pamela L. Tondreau, 04/17/2020  
attorney-in-fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.