

1

WILSON, SONSINI, GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
TWO PALO ALTO SQUARE  
PALO ALTO, CALIFORNIA 94306  
TELEPHONE: (415) 493-9300

March 17, 1994

The Securities and Exchange Commission  
450 Fifth St. NW  
Washington, D.C. 20549  
Re: Cypress Semiconductor Corporation  
CIK NUMBER - 0000791915  
Current Report on Form 8-K

Ladies and Gentlemen:

On behalf of Cypress Semiconductor Corporation (the "Company") and in accordance with Regulation S-T, we have submitted herewith in electronic format via EDGAR one copy of a Current Report on Form 8-K of the Company including the Exhibit thereto.

Pursuant to Rule 901(d) of Regulation S-T, by copy of this correspondence the Company has submitted to the Commission on conforming paper format copy of this electronic filing.

Please direct all questions concerning the enclosed materials to the undersigned.

Very truly yours,

WILSON, SONSINI, GOODRICH & ROSATI  
Professional Corporation

/s/ DON S. WILLIAMS

Don S. Williams

2

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): March 4, 1994  
-----

CYPRESS SEMICONDUCTOR CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Delaware	1-10079	94-2885898
-----		
(State or other jurisdiction of Identification incorporation	(Commission	(IRS Employer File Number)  No.)

3901 North First Street, San Jose, California 95134-1599  
-----

(Address of principal executive offices)

Registrant's telephone number, including area code (408)943-2600  
-----

Not Applicable  
-----

(Former name or former address, if changed since last report)

3

ITEM 5. OTHER EVENTS

On March 4, 1994, Cypress Semiconductor Corporation (the "Registrant") gave public notice of its intention, subject to market and other conditions, to raise up to \$1000,000,000 through an offering of convertible subordinated notes not registered or required to be registered under the Securities Act of 1933, as amended. Attached as Exhibit 99.1 to this Current Report on Form 8-K is the text of the notice of the proposed offering given by the Registrant on March 4, 1994.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99.1 Text of Press Release dated March 4, 1994.

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.

Date: March 17, 1994                    CYPRESS SEMICONDUCTOR CORPORATION

/s/ EMMANUEL HERNANDEZ

-----  
Emmanuel Hernandez, Vice President,  
Finance and Administration, and  
Chief Financial Office

INDEX TO EXHIBITS

Exhibit

- - - - -

99.1           Text of Press Release dated March 4, 1994.

## NEWS RELEASE

-----  
Analyst contact:  
Manny Hernandez  
VP, Finance & Administration  
(408) 943-2754  
Press contact:  
John Hamburger  
Director, Corp. Communications  
(408) 943-2902

## CYPRESS SEMICONDUCTOR CORPORATION

## CYPRESS RULE 144 PLACEMENT

SAN JOSE, CALIFORNIA, MARCH 4, 1994 . . . CYPRESS SEMICONDUCTOR CORP. (NYSE: CY) announced today that it intends, subject to market and other conditions, to raise up to \$100 million in the private placement of convertible subordinated debentures. The company said that it intends to use the proceeds to add needed capacity by adding its fourth water fabrication plant to its Bloomington, Minnesota facility which currently houses its third water fabrication plant. It is contemplated that the debentures will be convertible into Cypress Common Stock. No other terms were disclosed.

The securities to be offered will not be registered under the Securities Act of 1933, as amended, or applicable state securities laws, and may not be offered or sold absent registration under the Securities Act and applicable state securities laws or available exemptions from registration requirements.

Cypress Semiconductor Corporation designs and manufactures a broad range of high-performance integrated circuits, including programmable logic devices (PLDs), field-programmable gate arrays

(FPGAs), static RAM and PROM memories, data communications products, programmable clock oscillators, high-speed logic and multichip modules. Cypress shares are traded on the New York Stock Exchange. Corporate headquarters are located in San Jose, California.