

CYPRESS

2 0 1 3 A N N U A L R E P O R T

"By year-end 2013, the word 'losing' will be erased from our investors' vocabulary."
-T.J. Rodgers, 2012 Annual Report

INFOTAINMENT

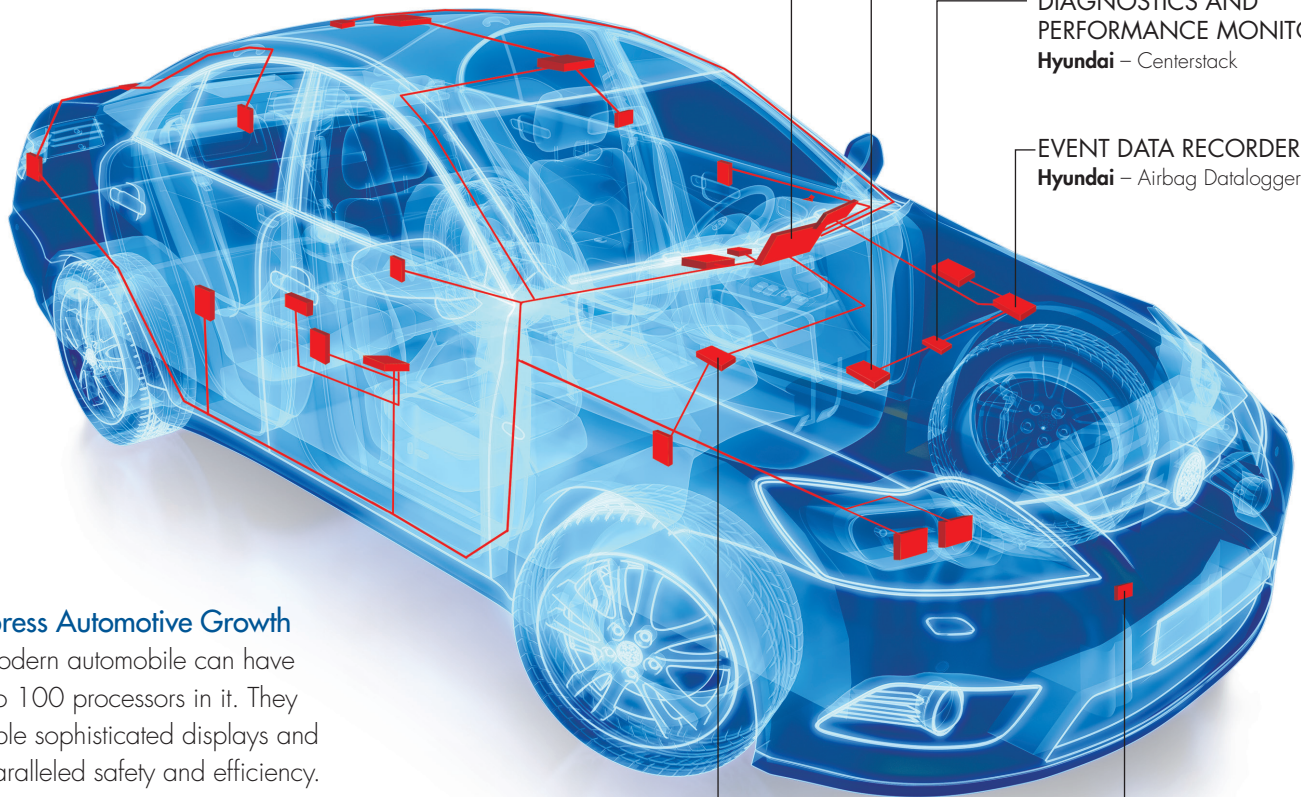
BMW – iDrive Controller
Honda – Touchscreen
Mercedes – Trackpad
Tesla – Touchscreen
Nissan – Touchscreen
Volkswagen – Touchscreen
Infiniti – Touchscreen

POWERTRAIN

Audi – Engine Management
BMW – Engine Management
Volkswagen – Engine Management

DIAGNOSTICS AND PERFORMANCE MONITORING
Hyundai – Centerstack

EVENT DATA RECORDERS
Hyundai – Airbag Datalogger



BODY ELECTRONICS

General Motors – HVAC Control
Toyota – HVAC Control

DRIVER ASSISTANCE

Audi – Lane Departure Warning
BMW – Lane Departure Warning
General Motors – Lane Departure Warning
Volkswagen – Lane Departure Warning

Cypress Automotive Growth

A modern automobile can have up to 100 processors in it. They enable sophisticated displays and unparalleled safety and efficiency. Our Automotive Business Unit, launched in 2006, has some spectacular design wins (see above), and will be a solid source of growth for Cypress in 2014 and beyond.



CYPRESS STARTUPS: DISRUPTIVE TECHNOLOGIES FOR EMERGING MARKETS

Deca Technologies and **AgigA Tech** are part of Cypress's Emerging Technologies Division (ETD). Their solutions have been designed to create significant growth opportunities for Cypress, as did former ETD companies such as **SunPower**, one of the world's largest solar companies, and Cypress Microsystems, which created Cypress's PSoC programmable system-on-chip.

AgigA Tech AGIGARAM®: Becoming the Standard for Next-Gen Servers and Storage

AgigA Tech's AGIGARAM Nonvolatile Dual In-Line Memory Module (NVDIMM) protects mission-critical data during power outages in servers, storage systems and other applications – unlike the ordinary DIMMs it replaces. AGIGARAM combines the speed, density (up to 8 GBytes) and endurance of a DRAM with full nonvolatility. NVDIMM technology is supported on all next-generation Intel server/storage platforms. The NVDIMM market is growing very rapidly and is projected to reach **\$500 million by 2016**.*

NVDIMM Market: \$500 Million in 2016*

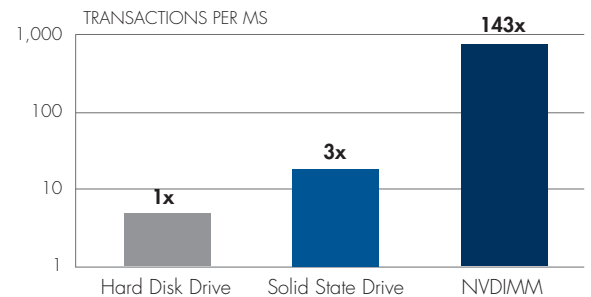


AgigA's AGIGARAM fits into a PC server in the standard DIMM slot – but, unlike normal high-volume DIMMs, it retains data on power loss.



AgigA Tech's PowerGEM® supercapacitors replace unreliable batteries in a variety of applications, including the NVDIMM.

Unmatched Performance



Source: McObject

In a test of In-Memory Database performance, NVDIMMs enabled data access up to 44 times faster than Solid State Drives (SSDs), which, in turn, run three times faster than traditional disk drives.

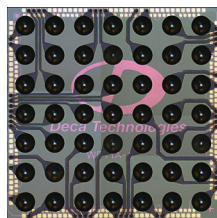
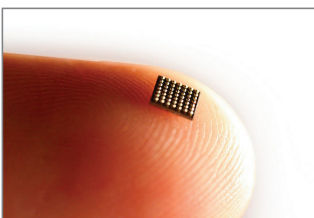
Deca Technologies: Entering a Multibillion-Dollar Market with SunPower Technology

The market for Wafer-Level Packaging (WLP) will exceed **\$2 billion in 2014** and grow at a 12% CAGR to \$4 billion by 2017.** Historically, however, WLP solutions – which shrink the footprint of component ICs in portable consumer products by 3x to 6x – have been too expensive to manufacture, slowing growth.

Deca Technologies offers a unique approach to WLP manufacturing that leverages processes pioneered by SunPower Corp., including WLP autoline technology to create factories 5x lower in capital investment than traditional WLP factories.

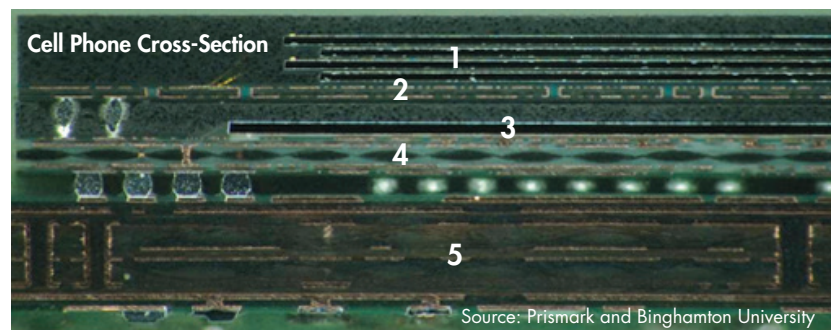
Deca Tech's Wafer-Level Packaging

3x to 6x smaller than conventionally packaged chips, WLP chips are required for smartphones.



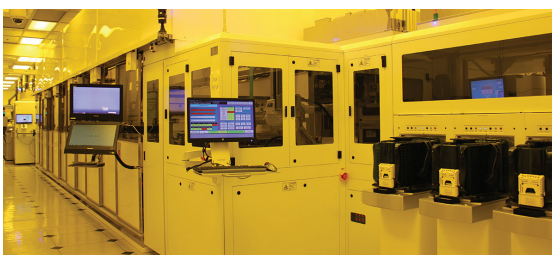
Smartphone Growth Is Driving the Demand for WLP

In the future, electronic products will be small, portable and battery-powered, like the cell phone cross-sectioned below, which is a solid "brick" of electronics. Traditional chip packages cannot even fit into this advanced product.



Source: Prismark and Binghamton University

1. Four Stacked Memory Chips
2. Memory Package Board
3. Application Processor Chip
4. Application Processor Board
5. OEM System Board



Deca Tech's WLP Autoline The robotic Deca Tech manufacturing facility in the Philippines

*Source: Gartner and company information

**Source: Yole Development, TechSearch International Inc. and company information

FELLOW SHAREHOLDERS: *

INTRODUCTION

In the last sentence of every Shareholder Letter, I always make a statement that represents our aspirations for the next year. It is also carefully worded so as to be very likely to happen. That last statement then appears as a quote at the top of the front cover of the next Annual Report. Last year, I referred to the first sentence of Cypress's Core Values, written in 1994, to underscore how I felt about our 2012 performance: "We do not tolerate losing."

When I made that statement, our 2013 revenue was on track to beat our 2012 revenue of \$770 million handily, based on hard backlog. We were also confident that we would regain market share in the TrueTouch® (cell-phone touchscreen) market. Thus, I used this macho ending to my 2012 Shareholder Letter: "By year-end 2013, the word 'losing' will be erased from our investors' vocabulary." Every Cypress EVP endorsed that statement.

In reality, we neither grew nor gained TrueTouch market share.

Our current revenue model, as I will explain in detail, points to renewed revenue growth in the second half of 2014—and to consistent growth thereafter. The data behind that model will be presented in this Shareholder Letter. Our revenue model is based on three underlying trends: the ending or significant mitigation of the SRAM market decline after over a decade of relentless decreases, a return to growth of our TrueTouch (and hence PSoC®) revenue, and finally, significant revenue growth from our startup companies.

This report details each of those trends and integrates them into a five-year revenue model. (Of course, I would be disingenuous not to point out that we missed our *annual* revenue plan in 2013, let alone our five-year plan. However, we have put significant energy into two new systems at Cypress to improve our forecasting capability.)

FINANCIALS

Cypress's revenue over the last four years is shown in *Figure 1*. The 2013 revenue results are similar to those of 2012 in that they were down from our peak revenue of 2011, and that we maintained profitability in every quarter, albeit not to our standard of 20% pretax profit.

* This report is designed so the reader can go through only the figures and captions and understand a majority of its content.

REVENUE AND PROFIT BEFORE TAX

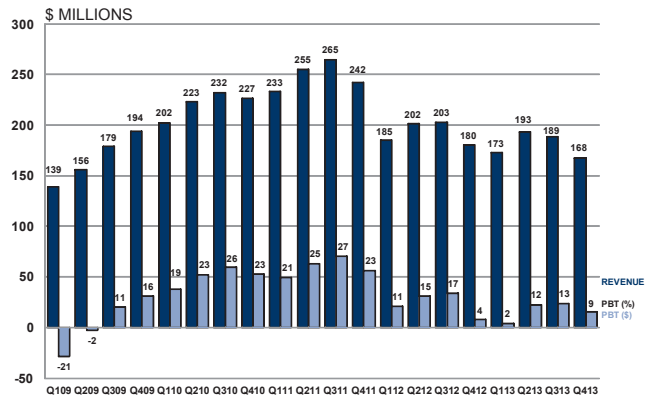


Figure 1. Cypress's 2009-2013 quarterly revenue trend shows a revenue decline in 2013 vs. 2012—the second weak year in a row after two years of growth. The company did remain profitable in every quarter of 2013 and reported 9.1% profit before taxes (PBT) for the year. Our model for long-term revenue growth will be a major topic of this Shareholder Letter. **(This Shareholder Letter is designed so that the reader can go through only the figures and captions and understand a majority of its content.)**

Cypress's annual revenue trend (*Figure 2*) shows a \$47 million decline from \$770 million in 2012 to \$723 million in 2013.

REVENUE

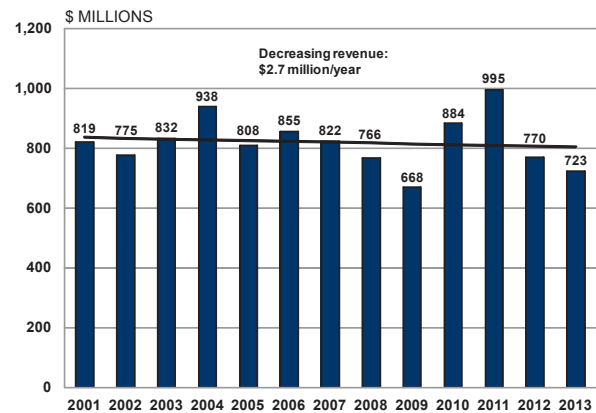


Figure 2. Cypress's 2013 revenue declined to \$723 million from \$770 million in 2012. The revenue decline was caused by ongoing but milder versions of two of last year's problems: a failure to reverse 2011 cell-phone revenue declines, and an SRAM market decline. We also divested or made end-of-life shipments in four businesses (\$24 million). Those revenue declines were offset by acquiring and integrating an F-RAM™ business unit (\$49 million).

The least-squares trend line shows that over the 2001-2013 period, Cypress's revenue has been just about flat, averaging \$820 million per year. Obviously, this trend raises the question: When will growth resume?

The root causes of this revenue drop were similar to those reported last year and are, in order of importance: first, a loss of market share in cell-phone touch-screen chips (\$43 million, improved from \$103 million in 2012); second, a decline in the Static Random Access Memory (SRAM) market (\$31 million, improved from \$55 million in 2012); and third, the divestiture or end-of-life shipments of four businesses (\$24 million). These declines were offset by the successful acquisition and integration of the former Ramtron Corp. as our F-RAM Business Unit (\$49 million).

This revenue trend, of course, raises the question: When will revenue growth resume? Over the last 13 years, Cypress's revenue has been flat, averaging \$820 million, flirting with \$1 billion in good years and disappointing with \$750 million in poor years. This long-term revenue trend reflects a balance between a systematic market-based decline in our core SRAM revenue, offset by rapid growth in our Programmable System-on-Chip (PSoC) revenue. The revenue peaks and valleys were caused by semiconductor market fluctuations combined with the volatility of high-volume PSoC design wins in consumer products.

During the same 13-year period, Cypress has relentlessly driven down operating expenses (opex), as shown in *Figure 3*.

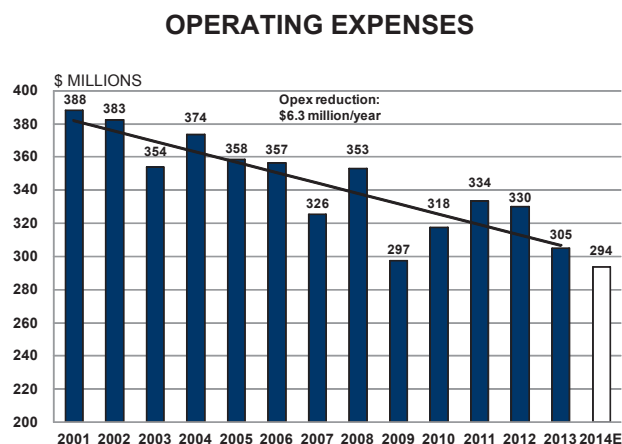


Figure 3. Cypress's operating expenses (opex) have fluctuated, but the trend line for 2001-2013 shows that opex has been driven down at the rate of \$6.3 million per year (about 1.8% per year) for more than a decade. We expect another significant opex reduction in 2014.

During the 2001-2013 timeframe, we reduced our headcount from 4,160 to approximately 3,381. This was one component of reducing our operating expenses by \$6.3 million per year, or about \$85 million

over the period. We have thus been able to reduce our expenses at a rate that is equivalent to an EPS increase of about \$0.035 per year, about 4x higher than the negative EPS effect of our slow revenue decline.

We expect to reduce opex significantly again in 2014, as driven by two companywide initiatives. In the first initiative, the World Class Cost (WCC) program, a senior executive, who is focused solely on WCC, drives 166 managers to analyze and reduce 590 cost line items. WCC will save a planned \$22 million in annualized cost in 2014. The second initiative is an HR effort to flatten our worldwide organization to reduce cost and improve efficiency.

The EPS improvement resulting from these ongoing cost reduction efforts, combined with the repurchase of 99.8 million shares at a cost of \$1.2 billion over the last 5¼ years, has produced significant long-term EPS gains, as shown in *Figure 4*.

EARNINGS PER SHARE

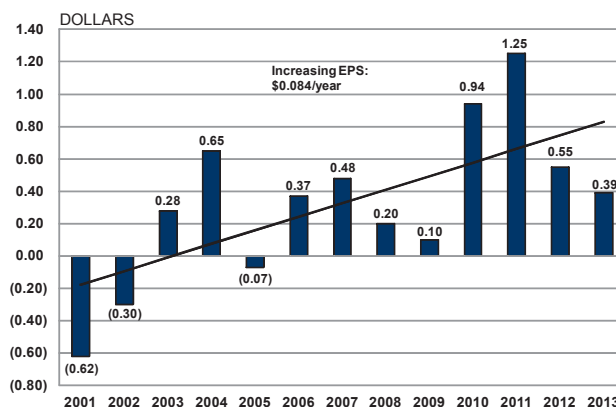


Figure 4. Cypress's 2013 EPS was \$0.39, down from our 2011 peak EPS of \$1.25, due primarily to our 27% revenue decline since 2011. The revenue-driven EPS decline was mitigated significantly by our 2013 World Class Cost (WCC) opex cost-reduction program, which saved \$40 million in annualized cost during the year. WCC is the system we use to reduce both opex and manufacturing costs. The long-term EPS trend line for 2001-2013 shows an increase of \$0.084 in EPS per year, but that is cold comfort to investors who endured EPS declines in 2012 and 2013.

The long-term, least-squares EPS trend line shows that Cypress has improved its profitability from a period of losses starting with the 2001 dot-com bust to the current period, in which Cypress has been profitable in every year for eight years. Obviously, there have been significant deviations from the long-term EPS trend that matter to investors, such as the boom of 2011 and the poor years of 2012 and 2013.

The good news for the future is that the leaner Cypress of today produces higher profits in good years (e.g., \$1.25 in 2011 vs. \$0.65 in 2004) and no losses in poor years. Furthermore, revenue now falls through to the bottom line with very high leverage. Again, revenue growth is the key to our future.

2014 REVENUE

The SRAM was invented by Intel in 1971, just one year after I arrived in Silicon Valley to work on my Ph.D. at Stanford. Gordon Moore had already published his first papers on how the number of bits on memory chips had quadrupled every two years, the earliest version of what is now known as Moore's Law.

As it remains today, high-performance SRAM has always been the favored choice for the memory that feeds data directly to the processor, and hence controls overall system performance. I ran the SRAM businesses at two Silicon Valley alphabet companies, AMI and AMD, before founding Cypress, whose first product was—an SRAM.

In 1995, Cypress enjoyed a great year shipping SRAMs to support Intel microprocessors (see the share price result in *Figure 14*). However, in 1996, Intel integrated the SRAM memory into its microprocessors, eliminating the market for PC SRAMs. Although more SRAM bits are shipped every year (even today) than in the prior year, more of those bits are now found in SRAMs that are integrated into large system chips, such as microprocessors and cell phone applications processors. The consequence has been a declining worldwide SRAM market, as shown in *Figure 5*. To wax biblical, Moore's Law giveth, and Moore's Law taketh away.

As can be seen in *Figure 5*, the exponential decline of the SRAM market is flattening, as measured in dollars. We believe our SRAM revenue will stop declining within the next few years for two reasons: first, SRAMs that cannot be easily integrated into other chips (e.g., SRAMs that run on tiny batteries or that are radiation tolerant) will form a smaller but stable market; and second, our new SRAMs will grow, offsetting the decline of traditional SRAMs. At that point, our SRAM business will become a solid revenue base on which our growth businesses will add to the top line, rather than compensating for SRAM declines.

SRAM MARKET

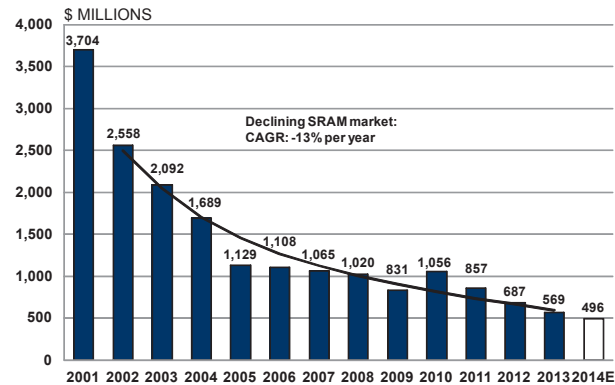


Figure 5. The SRAM Total Available Market (TAM) has declined with a -13% CAGR over the 2002-2013 period, because Moore's Law has allowed the integration of ever-larger SRAMs into system chips, such as microprocessors and cell phone applications processors. This structural change eliminated the market for many standalone SRAMs. The integration of SRAMs has been the biggest barrier to Cypress's revenue growth.

Meanwhile, our SRAM group has addressed its fate and succeeded in mitigating the SRAM market decline to a great extent, as shown in *Figure 6*.

CYPRESS SHARE* OF SRAM MARKET

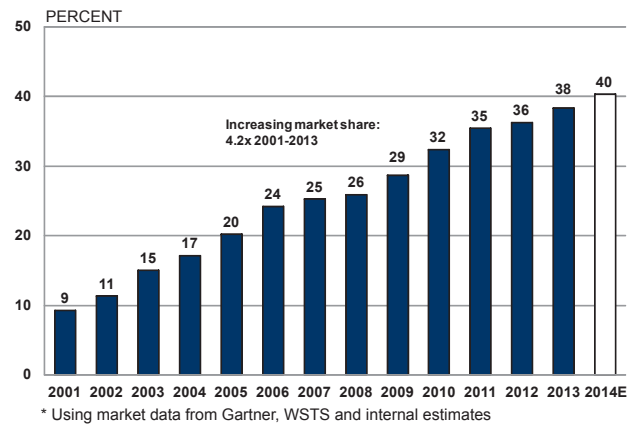


Figure 6. Cypress continued to be No. 1 in the SRAM market in 2013 with 38% market share—about 14 percentage points higher than the estimated market share of the No. 2 SRAM supplier, Renesas (the merged entity of the Hitachi, Mitsubishi and NEC semiconductor divisions), and 24 percentage points ahead of the No. 3 SRAM supplier. Our 4.2x gain in SRAM market share during the 2001-2013 timeframe significantly offset the 6.5x SRAM market decline during the same period.

In the 2001-2013 timeframe, our SRAM group increased its market share by 4.2x, from 9% to 38%. That gain offset about two-thirds of the 6.5x SRAM market decline during the same period.

The net result of our increasing market share in a decreasing market is shown in *Figure 7*.

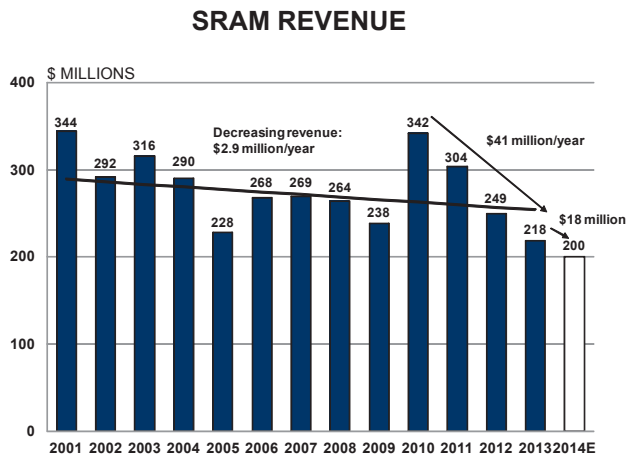


Figure 7. Cypress’s SRAM revenue declined from \$249 million in 2012 to \$218 million in 2013, solely due to a decline in the SRAM market. Over the long term, Cypress’s SRAM revenue has trended downward at a rate of \$2.9 million per year. Revenue over the last three years has declined at the much higher rate of \$41 million per year, partially due to the resumption of a normal market after the 2010 SRAM boom. Our models show SRAM revenue dropping more modestly (\$18 million) in 2014, and less than that after 2014, as will be described later.

Over the 2001-2013 timeframe, our SRAM revenue declined at the rate of \$2.9 million per year. However, over the last three years, our SRAM revenue has declined at the much higher rate of \$41 million per year, partly due to a return to normal from the 2010 SRAM boom. Based on a backlog and account analysis, we believe that our SRAM revenue will decline \$18 million in 2014, at a rate about 2x slower than the recent trend. The SRAM revenue trend after 2014 will be presented later.

In the long term, our PSoC product line has provided the greatest growth for Cypress, averaging \$29 million per year in revenue growth over the 2005-2013 timeframe. That company-changing growth has gone dormant over the last two years, as shown in *Figure 8*.

As in 2012, our 2013 PSoC revenue declined as a result of our underperformance in the cell-phone market. Our TrueTouch Gen 4 touchscreen (TSG4) chip, a product that we declared successful in 2011, has just started shipping in volume, after a one-year delay in getting our software together, followed by a three-quarter delay in ramping production on our design wins. The TSG5 chip that we announced last year is also currently ramping in production. I believe that the software engineering problems in our TrueTouch business unit will no longer delay product introductions, although I still meet with the group

PSoC REVENUE

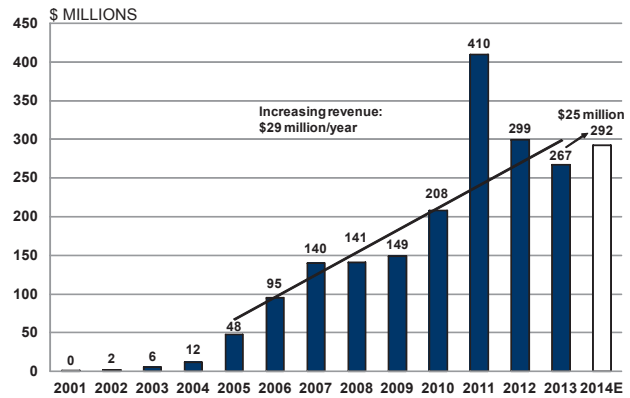


Figure 8. This lifetime PSoC revenue trend shows that overall 2013 PSoC revenue (TrueTouch, CapSense, General Purpose) dropped to \$267 million from \$299 million in 2012. This was due to a product mix (price) change, since the unit volume was the same in these two years. When PSoC revenue stalls and fails to offset declines in SRAM revenue, as it did in 2007-2008 and 2012-2013—overall Cypress revenue suffers. Over the long term, PSoC has increased Cypress revenue by about \$29 million per year.

We expect to see significant growth in the cell phone market in 2014 **based on existing design wins**. Overall PSoC revenue, including that of our new PSoC 4 family, is expected to grow \$25 million in 2014 to \$292 million.

weekly. With resumed growth in our TrueTouch business, overall PSoC revenue should increase \$25 million in 2014.

In my 1992 book, *No Excuses Management*, I outlined our philosophy of starting new companies by treating them exactly like Silicon Valley startups, but funded in rounds by Cypress, not traditional venture capitalists. We have funded 14 startups, including our two biggest entrepreneurial successes, Cypress Microsystems, which invented PSoC, and SunPower, now one of the world’s largest solar companies. Today, our portfolio of five new ventures, which we call our Emerging Technologies Division (ETD), is starting to produce significant revenue for us, as shown in *Figure 9*.

Last year, ETD produced \$39.7 million in revenue, slightly above my forecast of \$37.3 million in the Shareholder Letter last year. This year we are forecasting \$54.1 million in ETD revenue, which will “move the needle” for Cypress. Two-thirds of ETD revenue will come from our two independent startup companies, Deca Technologies and AgigA Tech, by 2016.

Deca Technologies (see its story on the inside front cover) was founded in 2009 to apply SunPower technology to Wafer Level Packaging (WLP), in which chips are packaged at the wafer level, before they are separated.

EMERGING TECHNOLOGIES DIVISION REVENUE

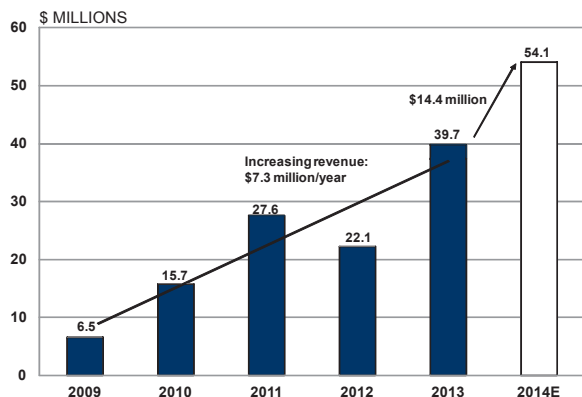


Figure 9. The revenue of our Emerging Technologies Division, or ETD, grew to \$39.7 million in 2013 from \$22.1 million in 2012, as our startup companies and new business units started to produce significant revenue. Cypress launches startup companies and new business units to enter new markets. ETD now includes AgigA Tech (very-large nonvolatile memories for PCs and servers), Deca Technologies (chip scale packaging that it manufactures using repurposed SunPower technology), the Foundry Services and Intellectual Property business units (monetization of our wafer process investments) and our Module Solutions business unit (optical and trackpad modules for automotive and PC applications). Over the next two years, our startup companies, AgigA Tech and Deca Technologies, will account for two-thirds of ETD's revenue.

Today, the vast majority of chips are packaged in epoxy plastic packages, which have a footprint area that is 3x to 6x bigger than the chip itself. These packaged chips are too big to be used in most smartphones, which are now essentially solid cubes of chips (see the cell phone cross section on the inside front cover). Chip Scale Packages (CSPs) are the solution of choice to reduce the size of cell phones and other handheld and wearable electronic products because they are the same size as the chip itself. CSP chips are attached to circuit boards using solder balls attached to the chip (see the photograph on the inside front cover). The CSP is then mounted face down directly onto the circuit board without a package. The formation of these solder balls is performed at the wafer level, before the chips are separated.

Given the ultra-small size of chips with Wafer-Level Chip Scale Packages (WLCSPs), one would think that they should already have dominated the industry. However, WLCSP chips are actually more expensive today than chips in conventional packages, despite the extra materials and operations required to make them. This anomaly is due to the fact that WLP solder balls are fabricated in a classic wafer fabrication plant (fab)

environment that contains equipment much more expensive than conventional packaging equipment.

Today, a complete six-inch semiconductor wafer costs about \$350 to manufacture, despite the fact that six-inch wafers are legacy products. SunPower's advanced manufacturing technology produces six-inch solar cells on "Autolines" (robotic manufacturing lines), which use equipment that is much less expensive than fab equipment and are capable of fabricating a six-inch solar wafer for under \$5. That's why Deca Tech's plan to bring SunPower technology to bear on the WLP industry is fairly called a disruptive strategy in the rapidly growing WLP market, which is projected to grow at a 12% CAGR and reach \$4 billion by 2017.

SunPower's incredibly low manufacturing cost derives not only from the low capital cost of its Autolines, but also from their speed, which make wafers at a rate that is more than 10x faster than a conventional fab. Today, SunPower manufactures about one million wafers per day!

The concept of the Autoline came, in turn, from Cypress (I hold the patent), which has used Autolines since 2000 in its conventional assembly and test operations.

Deca Technologies' current revenue is only a few million dollars per quarter, but the company just put its first Autoline into production and it is ready to ramp up manufacturing. One Deca Tech Autoline, running at 50% of theoretical output, will generate \$100 million in revenue per year.

AgigA Tech makes large nonvolatile memories that are plug-compatible with standard Dual Inline Memory Module (DIMM) memories used in PCs and servers throughout the industry today (see AgigA Tech's story on the inside front cover). DIMMs are an ultra-high-volume commodity product with one big drawback: when the power goes down, they lose data. Nonetheless, the price of conventional DIMMs is so attractive that system designers work their way around this problem by reloading the DIMM memories each time the PC or server is turned on (that's the "boot-up" time beloved by PC owners). DIMM volatility becomes more than a nuisance in high-reliability servers that must perform complex computations in the cloud with virtually zero errors. Your bank really does not want to deal with "data loss on power outage" problems.

To solve the DIMM volatility problem, AgigA Tech has invented a nonvolatile DIMM (NVDIMM) that uses two

bits of memory to create one storage site. One bit is a conventional DRAM bit, exactly like the bits used in conventional DIMMs. The other bit is a nonvolatile memory bit that retains data during power outages. AgigA Tech uses a patented super-capacitor energy source to keep its NVDIMM running for a typical 30-60 seconds after a power outage occurs. In this short timeframe, AgigA Tech's proprietary NVDIMM memory processor stores all of the DRAM bits at-risk in nonvolatile memory. When power is recovered, the reverse operation moves the bits back from the nonvolatile memory to DRAM—exactly the way they were when the power outage occurred.

AgigA Tech is also on the knee of its revenue curve, which depends more on industry acceptance than its ability to manufacture products. Intel has modified its server and storage platforms to allow for the replacement of DIMMs with NVDIMMs. NVDIMMs have another advantage in PCs and servers in that they are 40 times faster than solid state drives, currently the fastest nonvolatile storage systems commonly available. Gartner forecasts for the server market predict that the NVDIMM market will grow to \$500 million by 2016, given a 14% conversion from DIMMs to NVDIMMs.

Simply put: our investments in ETD are now starting to pay off.

FIVE-YEAR REVENUE

In order to determine when Cypress will resume growth, we must judge when our SRAM revenue will stabilize. In an effort to identify this inflection point, we analyzed the revenue stream of each of our SRAM business units using the revenue of current customers, products and backlog for a 2014 revenue model. We added new product revenue to that base revenue in our 2015-2018 models. The overall revenue model for our SRAM business is shown in *Figure 10*.

Our SRAM revenue model for 2014 is a single-point estimate. For 2015 and beyond, we created two revenue models, a 75th percentile model (hereafter 75%-ile) and a 25%-ile model.

In the favorable 75%-ile model, our SRAM revenue will drop once more in 2014—and then stop declining, as shown in *Figure 10*. In 2015 and beyond, the model indicates that the synchronous SRAM router market decline will have slowed down and been offset by new revenue initiatives within the SRAM group itself.

SRAM REVENUE (5 YR)

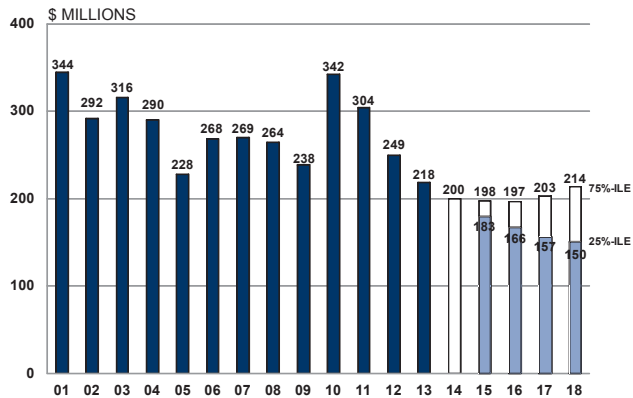


Figure 10. We used a statistical analysis to create a five-year SRAM revenue model to answer the question: When will our SRAM revenue stop shrinking? Our analysis modeled the 25th percentile (hereafter 25%-ile) SRAM revenue and the 75%-ile SRAM revenue over the next five years.

In the 75%-ile (favorable) case, the model shows that SRAM revenue erosion will continue through 2014, and then end, due to the stabilization of the SRAM market and the growth of our new SRAM businesses.

In the 25%-ile (unfavorable) case, our SRAM revenue will shrink for two more years at the current rate, then flatten.

In the unfavorable 25%-ile case, SRAM revenue will decline at its current rate for two more years, then slow down to a manageable level.

We then created similar models for our PSoC and ETD revenue streams. The PSoC revenue model is shown in *Figure 11*.

PSoC REVENUE (5 YR)

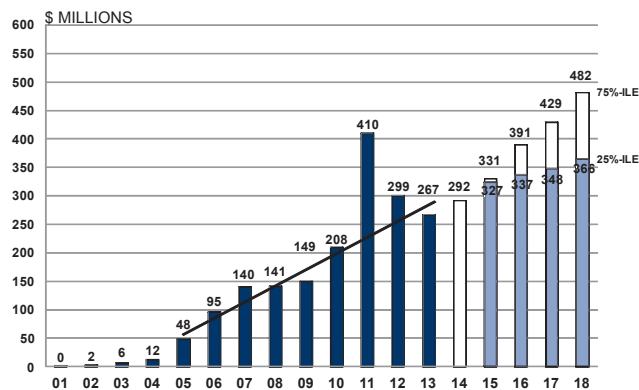


Figure 11. Modeling PSoC five-year revenue is difficult because PSoC serves several very different markets, including profitable, slow-growth markets (microcontroller, analog, automotive); big consumer markets (CapSense buttons); and very large, chaotic markets (cell phone touchscreens). After analyzing each market, we created the 25%-ile and 75%-ile PSoC revenue models shown above. The trend line is a conservative least-squares fit of actual 2005-2013 PSoC revenue because it excludes the big year of 2011. Our 25%-ile and 75%-ile models straddle the historical growth trend line.

A similar five-year model of ETD revenue is given in *Figure 12*.

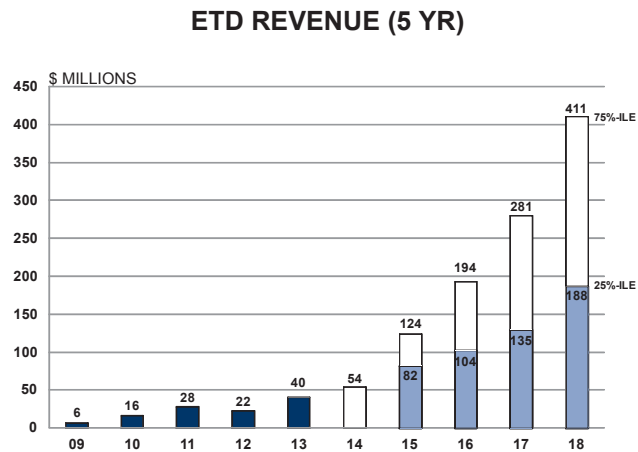


Figure 12. Our ETD startups have begun to produce significant revenue growth for Cypress, and they have plans to grow very rapidly—like startups. AgigA Tech and Deca Technologies will account for about two-thirds of ETD revenue in two years. Each has a 25%-ile (stay-alive) plan that misses their internal plans, and a 75%-ile plan that they aspire to. I can see a clear path to our 2014 and 2015 estimates, but our estimates for 2016-2018 remain speculative.

The statistical revenue models for SRAMs, PSoC and ETD (along with our other business units) were then statistically combined to produce the Cypress overall five-year revenue model shown in *Figure 13*.

The 25%-ile model shows Cypress overall revenue growing at a CAGR of 5% per year, somewhat faster than the current growth rate of the semiconductor industry. In the 75%-ile model, Cypress grows rapidly and breaks through the \$1 billion revenue mark for the third time in its history in 2016.

The revenue model for 2017 and 2018 depends upon the success of ETD. Despite its rapid growth model, ETD's 75%-ile revenue of \$281 million in 2017 is only about 10% of one SunPower, an achievable objective. If either AgigA Tech or Deca Technologies fails

CYPRESS REVENUE (5 YR)

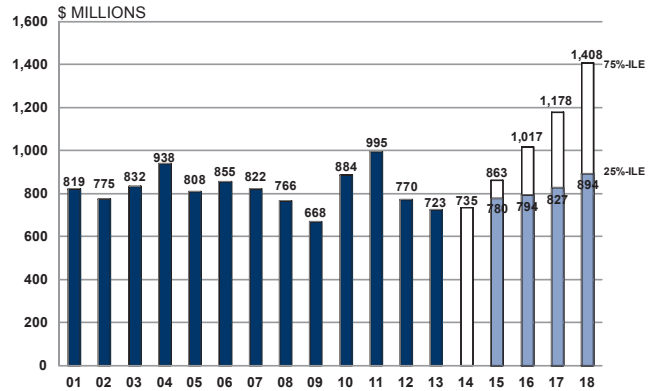


Figure 13. The Cypress overall five-year revenue model statistically combines the models for our five startups and new businesses with the models of Cypress's other existing business units. The individual models were combined using Monte Carlo analysis to allow for the fact that success and failure could simultaneously occur in different groups (even the 75%-ile revenue estimate has a few failures in it, and vice-versa). The 25%-ile model shows an overall Cypress revenue CAGR of 5.0%, with only 1.0% core semiconductor growth. The 75%-ile case shows 17.6% overall CAGR, with 10.0% core semiconductor growth.

completely, it would reduce ETD's (and Cypress's) 75%-ile revenue model for 2017 by approximately \$100 million, a problem that would still leave an attractive 75%-ile scenario.

Overall, this five-year revenue model leads us to believe that our rapid revenue decline in 2012 and 2013 will end in 2014 and give way to modest growth in 2014. After that, the combined 25%-ile and 75%-ile models show our revenue growing at or above the semiconductor market rate with a 75% probability.

Finally, since we have already slimmed down Cypress to be profitable at a revenue level of only about \$170 million per quarter (\$680 million per year), we would expect any incremental revenue to fall through to the bottom line with high leverage, as we demonstrated in the 2009-2011 timeframe.

SHAREHOLDER VALUE

Cypress has delivered a compound annual share price growth rate of 10.2% per year since its IPO in 1986, as shown in the graph of our lifetime share price in *Figure 14*.

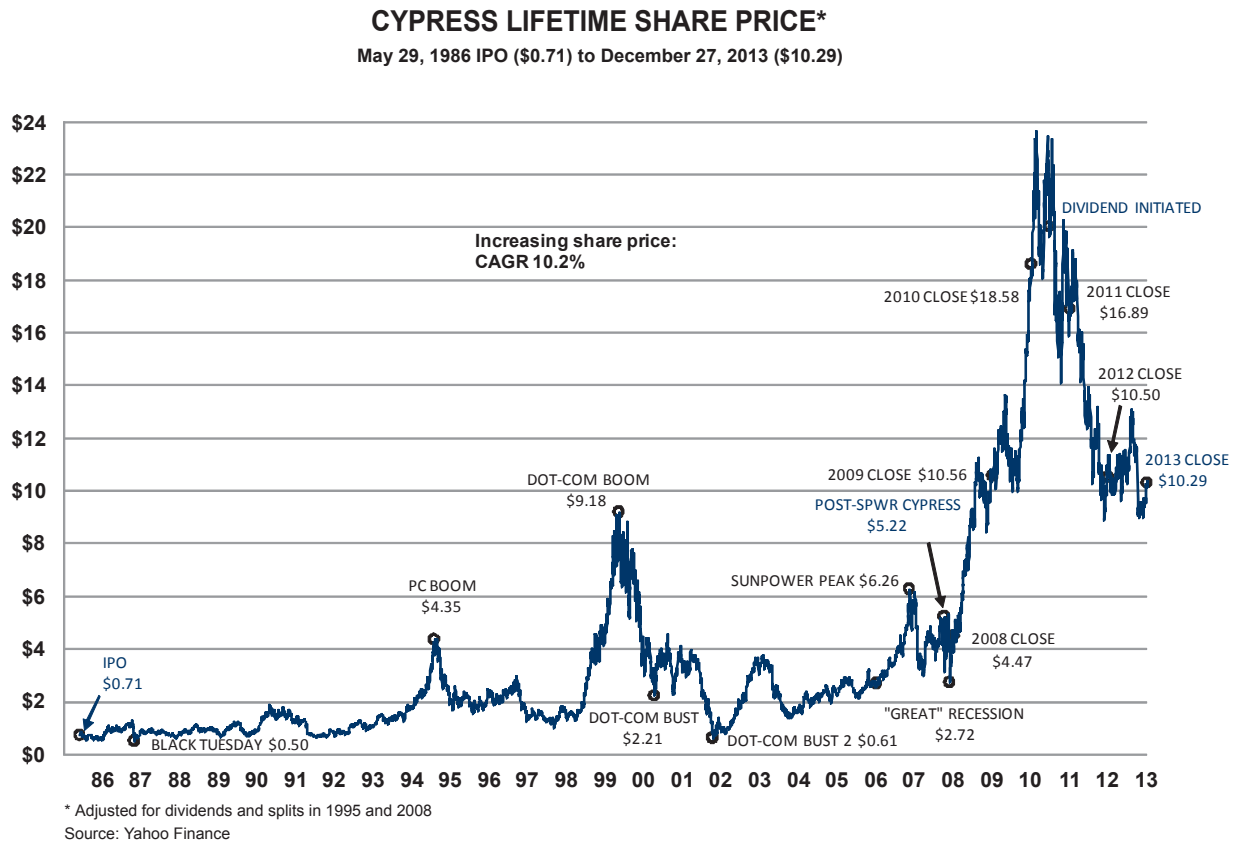


Figure 14. Cypress Semiconductor became a public company on May 29, 1986 at a share price of \$0.71, adjusted for splits and the SunPower spinout. Our share price at the end of 2013 was \$10.29, giving us a lifetime share-price CAGR of 10.2% per year. The major events that drove the peaks and valleys over our 27.6 years as a public company are given as annotations. The “Post-SPWR” label identifies the \$5.22 closing price of Cypress stock on the day after the September 30, 2008 SunPower spinout. This was our initial share price as a “new” pure-play semiconductor company.

Despite the long-term share price appreciation, there is an ugly two-year decline at the end of our share price curve from \$18.58 in 2010 to \$10.29 in 2013. As one who holds 8.3 million shares in Cypress (well over half of my net worth), I understand that this performance must change, and I know that revenue growth is the key.

Cypress’s share price performed poorly in 2013, where a revenue miss to Street estimates in the third quarter led us to underperform the SOX index, as shown in *Figure 15*.

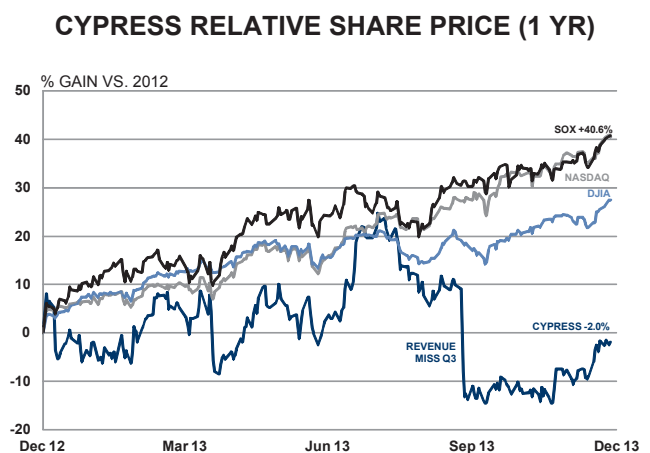


Figure 15. Cypress’s share price dropped 2.0% in 2013. This was directly attributable to revenue growth issues, particularly the failure to meet Q3 “Street” revenue estimates. However, our Total Shareholder Return was 2.2% due to the 4.2% dividend payment. The SOX semiconductor index appreciated 40.6% in 2013.

The five-year share-price trend shows that Cypress came out of the blocks quickly after the SunPower spinout and handily outperformed every index for 2½ years. After that, we gave back most of those relative share price gains, as shown in *Figure 16*.

The initiation of a dividend effective June 22, 2011 improved a key share price index. Cypress's price-to-sales (P/S) ratio has improved as shown in *Figure 17*.

The statistical limits that characterize our P/S ratio have changed favorably since the dividend was declared. While the 90%-ile and 50%-ile P/S ratios remain about the same, the 10%-ile (low) P/S ratio has risen 47% to 2.18 from the pre-dividend value of 1.48. We believe the dividend has put a floor under Cypress's share price during bad times.

CYPRESS RELATIVE SHARE PRICE SINCE SPWR SPOFF



Figure 16. Cypress's share price has increased 97% since the SunPower spinout at the end of Q3 2008. Over its 5¼-year lifetime, post-SunPower, Cypress shares have generated a 13.8% CAGR (97% total return). During the same period, the SOX generated an 11.0% CAGR (73% total return).

P/S RATIO

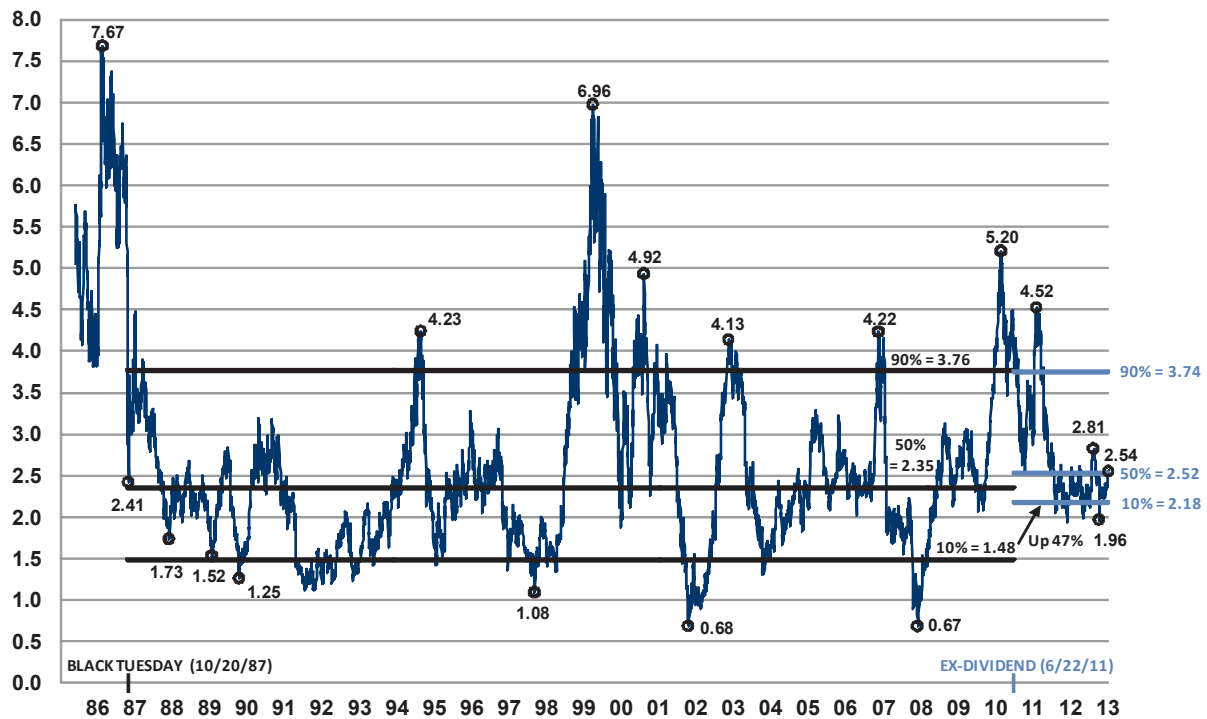


Figure 17. Cypress's price-to-sales (P/S) ratio has improved dramatically since we declared a dividend (currently about 4.4%) with an ex-dividend date of June 22, 2011. Over most of Cypress's trading history, since October 1987, our P/S ratio has been characterized as having a median of 2.35, a 90%-ile point of 3.76 and a 10%-ile point of 1.48. Since June 22, 2011, our 10%-ile P/S ratio has risen to 2.18, up 47% from the pre-dividend value of 1.48. The dividend appears to have put a higher floor under Cypress's share price.

Despite its favorable impact on share price and total shareholder return, the dividend accounted for only \$157 million of the \$2.711 billion delivered as dividends to shareholders in the 5¼ years since the SunPower spinout, as shown in *Figure 18*.

CAPITAL RETURN TO SHAREHOLDERS

YEAR	SHARES BOUGHT (MILLIONS)	COST/SHARE	COST (MILLIONS)	DIVIDEND (MILLIONS)
2013	0.4	\$10.47	\$5	\$65 ¹
2012	18.0	\$12.88	\$232	\$63 ²
2011	36.0	\$18.08	\$651	\$29 ³
2010	12.6	\$12.29	\$155	N/A
2009	7.7	\$8.03	\$62	N/A
2008 (POST SPWR)	25.1	\$4.17	\$105	\$2,554 ⁴
TOTAL	99.8	\$12.11	\$1,209	\$2,711

¹ Cash dividend at \$0.44 per share.
² Cash dividend at \$0.42 per share.
³ Cash dividend at \$0.36 per share (partial year).
⁴ SPWR stock dividend

Figure 18. Cypress has prioritized returning capital to shareholders through share repurchases and dividends. Since the \$2.55 billion SunPower spinout, Cypress has repurchased 99.8 million shares for \$1.21 billion and started paying cash dividends in 2011 that now amount to a cumulative \$157.0 million. The total return of capital to shareholders has been \$3.92 billion over the 5¼ years since the spinout.

In addition to the \$2.711 billion paid in dividends, Cypress has also repurchased 99.8 million shares of stock at a cost of \$1.209 billion for a total of \$3.920 billion returned to shareholders in 5¼ years.

CONCLUSION

Cypress revenue was weak in 2013, due to declines in both our SRAM and TrueTouch businesses. We did achieve 9.1% pretax profit for the year.

A new five-year statistical model of Cypress revenue growth, which contains favorable and unfavorable

scenarios, shows Cypress revenue growth resuming in 2015 and continuing thereafter. This model assumes normal semiconductor market growth and would thus leave us subject to revenue decline in a poor market year. Our 2014 revenue estimate of modest revenue growth to \$735 million is a 50th percentile estimate.

We expect to exit 2014 having demonstrated revenue growth, led by a recovery in TrueTouch revenue and growth in our Emerging Technologies Division.

WSTS* SEMICONDUCTOR MARKET GROWTH RATE

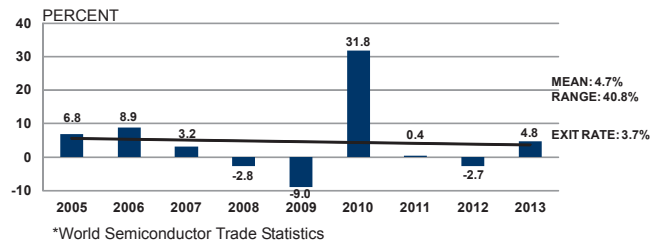


Figure 19. Semiconductor market growth has averaged 4.7% over the last eight years and demonstrated extraordinary volatility.

We have put significant effort into our five-year revenue model, but it is subject to the wild volatility of the semiconductor market, shown in *Figure 19*, but...

We know we need to grow.

T.J. Rodgers
 President and CEO

This is the 28th Annual Report I've written for our public shareholders. I thank the Cypress employees who helped to create the report, often after-hours and over the weekends. We tell our own story without the use of ad agencies or PR firms. *TJR*

All financial comments relate to our non-GAAP financial reporting unless otherwise noted.

The preceding letter contains several forward-looking statements made subject to the safe harbor provisions of the Private Litigation Reform Act of 1995, regarding, among other things, our future financial performance in the current economy; our expected revenue and growth in 2014 and beyond for our Emerging Technology Division (ETD), as well as our TrueTouch, SRAM and PSOC product lines; our plans to again significantly reduce our operating expenses in 2014; the ability of a "leaner Cypress" to produce greater profits in good times and no losses in bad times; our expected ability to turn SRAM into a stable source of revenue for Cypress, the expected rate of SRAM revenue decline based on our revenue modeling for 2014 and beyond; our belief that our software engineering problems will no longer delay product introductions; our expected growth in the cell phone market in 2014; our expectations regarding the growth of the WLP and NVDIMM markets; our expected revenue growth based on 75%-ile and 25%-ile growth assumptions; our belief that our dividend has created a floor for our stock price, our timing assumptions regarding the decline, flattening and eventual growth of the SRAM market; the speculative nature of our ETD forecasts in 2015 and beyond; our expectations regarding our future revenue growth and our belief in the underlying assumptions and our expectations of achieving at least \$1 billion in revenue by 2016. Readers are cautioned that these forward-looking statements are not guarantees and may differ materially from actual future events or results due to a variety of factors, including but not limited to: the economic conditions and growth trends in the semiconductor industry and the markets served by Cypress and its Emerging Technology Division (ETD); whether or not our ETD startups achieve their expected revenue on our expected timeline, operate profitably and gain market acceptance of their product offerings; whether our expected return to growth in TrueTouch is achieved; how the SRAM market behaves and whether or not our new SRAM revenue outgrows the expected decline of our legacy SRAM, whether our new SRAM does resist integration into other chips; the accuracy of our "Monte Carlo" revenue modeling, including our underlying assumptions; our ability to convert design wins into revenue; our ability to once again reduce our operating expenses through our WCC and HR initiatives, whether or not the WLP (wafer level packaging) and NVDIMM markets achieve our expected revenue levels, whether the DecaTech autoline produces revenue as expected as well as other risks identified in Cypress's most recent reports on Form 10-K and 10-Q, including in this Annual Report. We use words such as "anticipates," "believes," "expects," "forecast," "future," "intends," "look forward," "plans," "should," and similar expressions to identify such forward-looking statements. All forward-looking statements included in the preceding letter are based upon information available to, and the expectations of, Cypress management as of the date of the letter, which may change. We assume no obligation to update any such forward-looking statement. Such information speaks only as of the date of this release.

CONTENTS

To supplement its consolidated financial results presented in accordance with GAAP, Cypress uses non-GAAP financial measures which are adjusted from the most directly comparable GAAP financial measures to exclude certain items, as described in the following reconciliation tables. Management believes that these non-GAAP financial measures reflect an additional and useful way of viewing aspects of Cypress's operations that, when viewed in conjunction with Cypress's GAAP results, provide a more comprehensive understanding of the various factors and trends affecting Cypress's business and operations.

Cypress uses each of these non-GAAP financial measures for internal managerial purposes, when providing its financial results and business outlook to the public, and to facilitate period-to-period comparisons. Management believes that these non-GAAP measures provide meaningful supplemental information regarding Cypress's operational and financial performance of current and historical results. Management uses these non-GAAP measures for strategic and business decision making, internal budgeting, forecasting and resource allocation processes. In addition, these non-GAAP financial measures facilitate management's internal comparisons to Cypress's historical operating results and comparisons to competitors' operating results.

Cypress believes that providing these non-GAAP financial measures, in addition to the GAAP financial results, are useful to investors because they allow investors to see Cypress's results "through the eyes" of management as these non-GAAP financial measures reflect Cypress's internal measurement processes. Management believes that these non-GAAP financial measures enable investors to better assess changes in each key element of Cypress's operating results across different reporting periods on a consistent basis. Thus, management believes that each of these non-GAAP financial measures provides investors with another method for assessing Cypress's operating results in a manner that is focused on the performance of its ongoing operations.

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Consolidated Statements of Operations (Annual)

(In millions, except per-share data)

	Year Ended		
	Dec 29, 2013	Dec. 30, 2012	Jan. 1, 2012
Revenues	\$ 723	\$ 770	\$ 995
Costs and expenses (credits):			
Cost of revenues	384	377	448
Research and development	191	190	190
Selling, general and administrative	183	212	228
Amortization of acquisition-related intangible assets	8	4	3
Restructuring costs	15	4	6
Gain (loss) on divestiture	-	2	(34)
Total costs and expenses, net	781	789	841
Operating income (loss)	(58)	(19)	154
Interest and other income (expense), net	2	(3)	2
Income (loss) before income taxes and noncontrolling interest	(56)	(22)	156
Income tax provision (benefit)	(8)	2	(11)
Income (loss), net of taxes	(48)	(24)	167
Loss attributable to noncontrolling interest, net of income taxes	2	2	1
Net income (loss) attributable to Cypress	\$ (46)	\$ (22)	\$ 168
Net income (loss) per share attributable to Cypress:			
Basic	\$ (0.31)	\$ (0.15)	\$ 1.02
Diluted	\$ (0.31)	\$ (0.15)	\$ 0.90
Cash dividend declared per share	\$ 0.44	\$ 0.44	\$ 0.27
Weighted-average shares outstanding:			
Basic	149	149	164
Diluted	149	149	187

Reconciliation of GAAP to Non-GAAP Financial Measures (Annual)

(In millions, except per-share data)

	Year Ended		
	Dec. 29 2013	Dec. 30, 2012	Jan. 1, 2012
GAAP gross margin	\$ 339	\$ 393	\$ 546
Stock-based compensation expense	13	19	24
Impairment of assets and others	-	4	-
Patent license fee	-	7	-
Acquisition-related expense	25	3	-
Divestiture expenses	-	1	-
Non-GAAP gross margin	\$ 377	\$ 427	\$ 570
GAAP research and development expenses	\$ 191	\$ 190	\$ 190
Stock-based compensation expense	(26)	(20)	(24)
Acquisition-related expense	-	(3)	-
Impairment of assets and other	(1)	-	-
Changes in value of deferred compensation plan (1)	(2)	(1)	-
Non-GAAP research and development expenses	\$ 162	\$ 166	\$ 166
GAAP selling, general and administrative expenses	\$ 183	\$ 212	\$ 228
Stock-based compensation expense	(34)	(36)	(53)
Impairment of assets and other	(1)	-	(4)
Acquisition-related expense	(1)	(9)	-
Divestiture expenses	-	(1)	-
Changes in value of deferred compensation plan (1)	(4)	(2)	1
Building donation	-	-	(4)
Non-GAAP selling, general and administrative expenses	\$ 143	\$ 164	\$ 168
GAAP operating income (loss)	\$ (58)	\$ (19)	\$ 154
Stock-based compensation expense	73	74	101
Impairment of assets and other	2	4	4
Patent license fee	-	7	-
Acquisition-related expenses	34	20	3
Gain (loss) on divestiture and expenses	-	3	(34)
Changes in value of deferred compensation plan (1)	6	3	(1)
Non-cash compensation	-	1	-
Restructuring costs	15	4	6
Building donation	-	-	4
Non-GAAP operating income	\$ 72	\$ 97	\$ 237
GAAP net income (loss) attributable to Cypress	\$ (46)	\$ (22)	\$ 168
Stock-based compensation expense	73	74	101
Impairment of assets and other	1	4	4
Patent license fee	-	7	-
Acquisition-related expenses	34	20	3
Gain (loss) on divestiture and expenses	-	3	(34)
Changes in value of deferred compensation plan (1)	-	(1)	-
Non-cash compensation	-	1	-
Restructuring costs	15	4	6
Building donation	-	-	4
Investment-related losses (gains)	(2)	3	-
Tax effects	(12)	(2)	(14)
Non-GAAP net income attributable to Cypress	\$ 63	\$ 91	\$ 238
GAAP net income (loss) per share attributable to Cypress - diluted	\$ (0.31)	\$ (0.15)	\$ 0.90
Stock-based compensation expense	0.45	0.45	0.53
Impairment of assets and other	0.01	0.02	0.02
Patent license fee	-	0.04	-
Acquisition-related expenses	0.21	0.12	0.02
Gain (loss) on divestiture and expenses	-	0.02	(0.18)
Restructuring costs	0.10	0.03	0.04
Building donation	-	-	0.02
Investment-related losses (gains)	(0.01)	0.02	-
Tax effects	(0.08)	(0.01)	(0.08)
Non-GAAP share count adjustment	0.02	0.01	(0.02)
Non-GAAP net income per share attributable to Cypress - diluted	\$ 0.39	\$ 0.55	\$ 1.25

(1) Consistent with the current presentation, all prior periods have been recast to reflect changes in deferred compensation plan as a Non-GAAP adjustment.

Consolidated Statements of Operations (Quarterly)

(In millions, except per-share data)

	Quarter Ended							
	Dec. 29, 2013	Sep. 29, 2013	Jun. 30, 2013	Mar. 31, 2013	Dec. 30, 2012	Sep. 30, 2012	Jul. 1, 2012	Apr. 1, 2012
GAAP revenues	\$ 168	\$ 189	\$ 193	\$ 173	\$ 180	\$ 203	\$ 202	\$ 185
Costs and expenses (credits):								
Cost of revenues	91	97	102	94	96	93	95	93
Research and development	42	50	49	49	47	47	48	48
Selling, general and administrative	44	46	48	46	53	47	52	60
Amortization of acquisition-related intangible assets	2	2	2	2	1	1	1	1
Restructuring costs	-	4	-	11	3	-	1	-
Gain on (loss) divestiture	-	-	-	-	2	-	-	-
Total costs and expenses, net	179	199	201	202	202	188	197	202
Operating income (loss)	(11)	(10)	(8)	(29)	(22)	15	5	(17)
Interest and other income (expense), net	(1)	1	2	-	(2)	(1)	-	-
Income (loss) before income taxes and noncontrolling interest	(12)	(9)	(6)	(29)	(24)	14	5	(17)
Income tax provision (benefit)	2	(1)	(9)	-	-	-	-	2
Income (loss), net of taxes	\$ (14)	\$ (8)	\$ 3	\$ (29)	\$ (24)	\$ 14	\$ 5	\$ (19)
Loss attributable to noncontrolling interest, net of income taxes	-	-	1	1	2	-	-	-
Net income (loss) attributable to Cypress	\$ (14)	\$ (8)	\$ 4	\$ (28)	\$ (22)	\$ 14	\$ 5	\$ (19)
Net income (loss) per share - basic	\$ (0.09)	\$ (0.06)	\$ 0.03	\$ (0.19)	\$ (0.15)	\$ 0.10	\$ 0.03	\$ (0.13)
Net income (loss) per share - diluted	\$ (0.09)	\$ (0.06)	\$ 0.02	\$ (0.19)	\$ (0.15)	\$ 0.09	\$ 0.03	\$ (0.13)
Cash dividend declared per share	\$ 0.11	\$ 0.11	\$ 0.11	\$ 0.11	\$ 0.11	\$ 0.11	\$ 0.11	\$ 0.11
Weighted-average shares outstanding:								
Basic	152	150	147	146	144	148	152	154
Diluted	152	150	156	146	144	160	165	154

Reconciliation of GAAP to Non-GAAP Financial Measures (Quarterly)

(In millions)

	Quarter Ended							
	Dec. 29, 2013	Sep. 29, 2013	Jun. 30, 2013	Mar. 31, 2013	Dec. 30, 2012	Sep. 30, 2012	Jul. 1, 2012	Apr. 1, 2012
GAAP gross margin	\$ 77	\$ 92	\$ 91	\$ 79	\$ 84	\$ 110	\$ 107	\$ 92
Stock-based compensation expense	4	2	3	4	2	5	8	4
Impairment of assets and other	-	-	-	-	2	1	1	-
Patent license fee	-	-	-	-	-	-	-	7
Acquisition-related expense	6	7	8	4	3	-	-	-
Divestiture expenses	-	-	-	-	1	-	-	-
Non-GAAP gross margin	\$ 87	\$ 101	\$ 102	\$ 87	\$ 92	\$ 116	\$ 116	\$ 103
GAAP research and development expenses	\$ 42	\$ 51	\$ 49	\$ 49	\$ 47	\$ 47	\$ 48	\$ 48
Stock-based compensation expense	(7)	(7)	(7)	(5)	(2)	(5)	(6)	(7)
Acquisition-related expenses	-	-	-	-	(3)	-	-	-
Impairment of assets and other	1	(1)	-	(1)	-	-	-	-
Changes in value of deferred compensation plan (1)	-	(1)	-	(1)	(1)	-	-	-
Non-GAAP research and development	\$ 36	\$ 42	\$ 42	\$ 42	\$ 41	\$ 42	\$ 42	\$ 41
GAAP selling, general and administrative	\$ 44	\$ 46	\$ 48	\$ 45	\$ 52	\$ 47	\$ 52	\$ 61
Stock-based compensation expense	(10)	(10)	(10)	(4)	(3)	(6)	(9)	(18)
Impairment of assets and other	-	(1)	-	-	-	-	-	-
Acquisition-related expenses	-	-	-	(1)	(7)	-	(2)	-
Divestiture expenses	-	-	-	-	(1)	-	-	-
Changes in value of deferred compensation plan (1)	(1)	(1)	-	(2)	-	(1)	-	(1)
Non-GAAP selling, general and administrative	\$ 33	\$ 34	\$ 38	\$ 38	\$ 41	\$ 40	\$ 41	\$ 42
GAAP operating income (loss)	\$ (11)	\$ (10)	\$ (8)	\$ (29)	\$ (21)	\$ 15	\$ 5	\$ (18)
Stock-based compensation expense	21	19	20	13	7	16	22	29
Impairment of assets and other	-	1	1	1	3	1	-	-
Patent license fee	-	-	-	-	-	-	-	7
Acquisition related expenses	7	9	8	8	15	1	3	1
Gain (loss) on divestiture and expenses	-	-	-	-	3	-	-	-
Changes in value of deferred compensation plan (1)	1	2	-	3	(1)	2	-	2
Non-cash compensation	-	-	-	-	1	-	-	-
Restructuring costs	(1)	4	1	11	3	-	1	-
Non-GAAP operating income	\$ 17	\$ 25	\$ 22	\$ 7	\$ 10	\$ 35	\$ 31	\$ 21
GAAP net income (loss) attributable to Cypress	\$ (14)	\$ (8)	\$ 4	\$ (28)	\$ (22)	\$ 14	\$ 5	\$ (19)
Stock-based compensation expense	21	19	20	13	7	16	22	29
Impairment of assets and other	(1)	1	1	-	1	1	-	2
Patent license fee	-	-	-	-	-	-	-	7
Acquisition related expenses	7	9	8	8	15	1	3	1
Gain (loss) on divestiture and expenses	-	-	-	-	3	-	-	-
Changes in value of deferred compensation plan (1)	-	-	-	1	(1)	-	-	-
Non-cash compensation	-	-	-	-	1	-	-	-
Restructuring costs	(1)	4	1	11	3	-	1	-
Investment-related gains/losses	1	-	-	-	2	2	(1)	-
Tax and Tax-Related Items	1	(3)	(12)	-	(1)	(2)	-	1
Non-GAAP net income attributable to Cypress	\$ 14	\$ 22	\$ 22	\$ 5	\$ 8	\$ 32	\$ 30	\$ 21

(1) Consistent with the current presentation, all prior periods have been recast to reflect changes in deferred compensation plan as a Non-GAAP adjustment.

GAAP and Non-GAAP Financial Measures as a Percentage of GAAP and Non-GAAP Revenue (Quarterly)

	Quarter Ended							
	Dec. 29, 2013	Sep. 29, 2013	Jun. 30, 2013	Mar. 31, 2013	Dec. 30, 2012	Sep. 30, 2012	Jul. 1, 2012	Apr. 1, 2012
GAAP gross margin	46%	49%	47%	46%	47%	54%	53%	50%
Non-GAAP gross margin	51%	54%	53%	51%	51%	57%	57%	56%
GAAP research and development expenses	25%	27%	25%	29%	26%	23%	24%	26%
Non-GAAP research and development	22%	22%	22%	24%	23%	21%	21%	22%
GAAP selling, general and administrative	26%	24%	25%	26%	29%	23%	26%	33%
Non-GAAP selling, general and administrative	19%	18%	19%	23%	23%	20%	20%	23%
GAAP operating income (loss)	-6%	-5%	-4%	-17%	-12%	7%	2%	-10%
Non-GAAP operating income	10%	13%	12%	4%	6%	17%	15%	11%
GAAP net income (loss) attributable to Cypress	-8%	-4%	2%	-16%	-12%	7%	2%	-10%
Non-GAAP net income attributable to Cypress	9%	12%	11%	3%	4%	16%	15%	11%

Consolidated Balance Sheets

(In millions)

	As of	
	Dec. 29, 2013	Dec. 30, 2012
ASSETS		
Cash, cash equivalents and short-term investments	\$ 104	\$ 117
Accounts receivable, net	81	83
Inventories	101	128
Property, plant and equipment, net	259	275
Goodwill and other intangible assets	107	113
Other assets	114	116
Total assets	\$ 766	\$ 832
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable	\$ 48	\$ 59
Deferred income	123	131
Income tax liabilities	29	48
Long-term revolving credit facility	227	232
Other liabilities	160	185
Total liabilities	587	655
Total Cypress stockholders' equity	183	181
Non-controlling interest	(4)	(4)
Total equity [1]	179	177
Total liabilities and stockholders' equity	\$ 766	\$ 832

[1] Common stock: 650 and 650 shares authorized; 296 and 287 shares issued; 153 and 144 shares outstanding as of December 29, 2013 and December 30, 2012, respectively.

CORPORATE INFORMATION

BOARD OF DIRECTORS	W. Steve Albrecht ⁽¹⁾	Andersen Alumni Professor of Accounting, Wheatley Fellow at the Marriott School of Management, at Brigham Young University
	Eric A. Benhamou ^(1,2)	Chairman of our Board, Former Chairman of the Board of 3Com
	Lloyd Carney ⁽²⁾	CEO Brocade Communications Systems
	James R. Long ^(2,3)	Former Executive Vice President of Nortel Networks
	J. Daniel McCranie	Chairman of the Board of ON Semiconductor
EXECUTIVE MANAGEMENT	T. J. Rodgers	President and Chief Executive Officer of Cypress Semiconductor Corp.
	J.D. Sherman ⁽¹⁾	President and COO, HubSpot
	Wilbert van den Hoek ^(3,4)	Former Executive Vice President and CTO, Novellus Systems, Inc.
	T. J. Rodgers	Founder, President, Chief Executive Officer and Director
	Brad W. Buss	Executive Vice President, Finance and Administration and Chief Financial Officer
	Sabbas Daniel	Executive Vice President, Quality
	J. Augusto de Oliveria	Executive Vice President and Chief Technical Officer
	Hassane El-Khoury	Executive Vice President, Programmable Systems Division
	Alan Hawse	Executive Vice President, Software Development
	Paul Keswick	Executive Vice President, Marketing and IT
	Badri Kothandaraman	Executive Vice President, Data Communications Division
	J. Daniel McCranie	Executive Vice President, Sales and Applications
Dana Nazarian	Executive Vice President, Memory Products Division	
Minh Pham	Executive Vice President, Worldwide Manufacturing and Operations	
Thomas Surette	Executive Vice President, Human Resources	
Andrew Wright	Executive Vice President, Design Technology	
Christopher Seams	CEO, Deca Technologies, Inc. (subsidiary)	
Ron Sartore	CEO, AgigA Tech, Inc. (subsidiary)	
LEGAL MATTERS	Questions regarding legal matters should be directed to:	
	Victoria Valenzuela	General Counsel and Vice President, Legal, Corporate Secretary (408) 943-2979
OUTSIDE LEGAL COUNSEL	Wilson Sonsini Goodrich & Rosati, P.C.	
	650 Page Mill Road Palo Alto, California 94304-1050 (650) 493-9300	
INDEPENDENT ACCOUNTANTS	PricewaterhouseCoopers LLP	
	488 Almaden Blvd., Suite 1800 San Jose, California 95110 (408) 817-3700	
CORPORATE HEADQUARTERS	Cypress Semiconductor Corporation	Telephone: (408) 943-2600
	198 Champion Court San Jose, California 95134-1709	Facsimile: (408) 943-4730 Internet: http://www.cypress.com
REGISTRAR AND TRANSFER AGENT	Mail shareholder correspondence to:	Send overnight correspondence to:
	Computershare PO Box 30170 College Station, TX 77842-3170 (781) 575-2879 Toll Free: (877) 373-6374	Computershare 211 Quality Circle, Suite 210 College Station, TX 77845

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating and Governance Committee

(4) Member of the Operations Committee

The letter to Stockholders and "Management Discussion and Analysis" contain a number of forward-looking statements about the prospects for Cypress and its subsidiaries as well as the semiconductor industry more generally, which are based on our current information and expectations and could be affected by uncertainties and risk factors, including but not limited to those described in our Annual Report on Form 10-K, filed February 27, 2014. Our actual results may differ materially. We use words such as, "anticipates", "believes", "expects", "future", "planning", "intends" and similar expressions to identify forward-looking statements which include statements related to our prices, growth, supply, operations, shipments, our current and future products, profit and revenue.

Cypress, the Cypress logo, PSoC, CapSense, EZ-USB and TrueTouch are registered trademarks of Cypress Semiconductor Corp. CapSense Express, SmartSense, FX3 and F-RAM are trademarks of Cypress Semiconductor Corp. SunPower is a registered trademark of SunPower Corp. AgigA, AGIGARAM and PowerGEM are registered trademarks of AgigA Tech, Inc. Deca Technologies is a trademark of Deca Technologies, Inc. Audi is a registered trademark of Audi AG. Hyundai is a registered trademark of Hyundai Motor Company. Infiniti and InTouch are trademarks of Infiniti Motor Company Ltd. Nissan is a trademark of Nissan Motor Co. Ltd. Toyota is a trademark of Toyota Motor Corporation. Volkswagen is a registered trademark of Volkswagen AG. HP is a registered trademark of Hewlett-Packard Development Company, L.P. Kodak is a trademark of Eastman Kodak Company. Arc is a trademark of Microsoft Corporation. Samsung Galaxy Note is a registered trademark of Samsung Electronics Co. Ltd. Corp. Qualcomm is a registered trademark and Toq is a trademark of Qualcomm Incorporated. All other trademarks are the properties of their respective owners.

ANNUAL MEETING

The annual meeting of stockholders for Cypress Semiconductor Corporation will be held on Friday, May 9, 2014, 10:00 a.m., Pacific Daylight Time, at Cypress's offices at 198 Champion Court, San Jose, California 95134-1709.

COMMON STOCK

Cypress Semiconductor Corporation's common stock is traded on the NASDAQ Global Select Market under the symbol "CY."

FORM 10-K

A copy of Cypress's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission on February 27, 2014, will be made available without charge to all stockholders upon written request to Cypress. Direct requests may be made to the Attention of the Chief Financial Officer at 198 Champion Court, San Jose, Calif. 95134-1709.

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 29, 2013

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number: 1-10079

CYPRESS SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-2885898

(I.R.S. Employer
Identification No.)

198 Champion Court, San Jose, California 95134

(Address of principal executive offices and zip code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, \$.01 par value

The NASDAQ Stock Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "larger accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The market value of voting and non-voting common stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on June 30, 2013 as reported on the NASDAQ Global Select Market, was approximately \$1.6 billion. Shares of common stock held by each executive officer and director and by each person who owns 5% or more of the outstanding common stock have been excluded from the foregoing calculation in that such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 21, 2014, 154,300,659 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Definitive Proxy Statement for the registrant's Annual Meeting of Stockholders to be filed pursuant to Regulation 14A for the year ended December 29, 2013 are incorporated by reference in Items 10 - 14 of Part III of this Annual Report on Form 10-K.

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FORWARD-LOOKING STATEMENTS

The discussion in this Annual Report on Form 10-K contains statements that are not historical in nature, but are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties, including, but not limited to, statements related to our external wafer foundry partners and our expectation that our business will increase with them in the future, our expectation regarding future dividend payments and stock repurchases, the increasing complexity we expect in our product design, our expectations that we will continue to enter into additional licensing arrangements in the future, our expectations regarding the timing and cost of our restructuring liabilities, expected purchases by IV, our expectations and beliefs regarding our active litigation matters, including our intent to defend or pursue those matters rigorously; the competitive advantage we believe we have with our patents as well as our proprietary programmable technologies and programmable products, our expectation that we will continue to make significant investments in our current business ventures as well as new ventures, our backlog as an indicator of future revenue, the future potential impact of environmental regulations that may impact our business, our ability to compete in our highly competitive industry and markets in the future, our expectation that our revenue from the distribution channel (as a percentage of our overall sales) will increase in the future, the risk associated with our yield investment agreements, our foreign currency exposure and the impact exchange rates could have on our operating margins, the adequacy of our cash, working capital positions and borrowing arrangements to provide sufficient liquidity and capital needs of the Company, our expectations regarding our pending appeal of our recently completed India tax audit as well as our Philippines tax audit, our ability to recognize certain unrecognized tax benefits within the next twelve months, our future investment strategy, our expectation that we will continue to investigate strategic acquisition and investment transactions, the impact of interest rate fluctuations on our investments, the volatility of our stock price, the adequacy of our real estate properties, the utility of our non-GAAP reporting, the adequacy of our audits, our expectations regarding the timing and results of our restricting activities, the potential impact of our indemnification obligations and the impact of new accounting standards on our financial statements. We use words such as “plan,” “anticipate,” “believe,” “expect,” “future,” “intend” and similar expressions to identify forward-looking statements. Such forward-looking statements are made as of the date hereof and are based on our current expectations, beliefs and intentions regarding future events or our financial performance and the information available to management as of the date hereof. Except as required by law, we assume no responsibility to update any such forward-looking statements. Our actual results could differ materially from those expected, discussed or projected in the forward-looking statements contained in this Annual Report on Form 10-K for any number of reasons, including, but not limited to, the state and future of the general economy and its impact on the markets and consumers we serve and our investments; our ability to timely deliver our proprietary and programmable technologies and products, the current credit conditions; our ability to expand our customer base, our ability to transform our business with a leading portfolio of programmable products; the number and nature of our competitors; the changing environment and/or cycles of the semiconductor industry; foreign currency exchange rates; our ability to efficiently manage our manufacturing facilities and achieve our cost goals emanating from our flexible manufacturing strategy; our ability to achieve our goals related to our restructuring activities; our success in our pending litigation matters, our ability to manage our investments and interest rate and exchange rate exposure; changes in the law, the results of our pending tax examinations; our ability to achieve liquidity in our investments, the failure or success of our Emerging Technology division and/or the materialization of one or more of the risks set forth above or in Item 1A (*Risk Factors*) in this Annual Report on Form 10-K.

PART I

ITEM 1.

General

Cypress Semiconductor Corporation (“Cypress”) delivers high-performance, mixed-signal, programmable solutions that provide customers with rapid time-to-market and exceptional system value. Cypress offerings include our flagship PSoC[®] 1, PSoC 3, PSoC 4, and PSoC 5 programmable system-on-chip families. Cypress is the world leader in capacitive user interface solutions including CapSense[®] touch sensing, TrueTouch[®] touchscreens, and trackpad solutions for notebook PCs and peripherals. Cypress is also a significant participant in Universal Serial Bus (USB) controllers, which enhance connectivity and performance in a wide range of consumer and industrial products. Cypress is also the world leader in static random access memory (SRAM) and nonvolatile RAM memories. Cypress serves numerous major markets, including industrial, mobile handsets, consumer, computation, data communications, automotive, industrial, and military.

Cypress was incorporated in California in December 1982. The initial public offering took place in May 1986, at which time our common stock commenced trading on the NASDAQ National Market. In February 1987, we were reincorporated in Delaware. Our stock is listed on the NASDAQ Global Select Market under the ticker symbol “CY”.

Our corporate headquarters are located at 198 Champion Court, San Jose, California 95134, and our main telephone number is (408) 943-2600. We maintain a website at www.cypress.com. The contents of our website are not incorporated into, or otherwise to be regarded as part of, this Annual Report on Form 10-K.

Our fiscal 2013 ended on December 29, 2013, fiscal 2012 ended on December 30, 2012, and fiscal 2011 ended on January 1, 2012.

Business Segments

As of the end of fiscal 2013, our organization included the following business segments:

Business Segments	Description
Memory Products Division (MPD)	MPD focuses on static random access memory (SRAM), nonvolatile RAMs and general-purpose programmable clocks. Its purpose is to enhance our No. 1 position in SRAMs and nonvolatile RAMs and invent new and related products.
Data Communications Division (DCD)	DCD focuses on USB controllers and WirelessUSB [™] peripheral controllers for industrial, handset, and consumer applications. It also includes module solutions such as Trackpads and Ovation [™] Optical Navigation Sensors (ONS).
Programmable Systems Division (PSD)	PSD focuses primarily on our PSoC [®] programmable system-on-chip and PSoC-based products. This business segment focuses on (1) the PSoC platform family of devices and all derivatives, (2) PSoC-based user interface products such as CapSense [®] touch-sensing and TrueTouch [®] touchscreen products, and (3) automotive products.
Emerging Technologies Division (ETD)	Also known as our “startup” division, ETD includes subsidiaries AgigA Tech Inc. and Deca Technologies Inc. and our foundry business and other development-stage activities.

For additional information on our segments, see Note 19 of Notes to Consolidated Financial Statements under Item 8.

Business Strategies

Cypress is committed to managing its expenses and to maintaining a strong balance sheet. We have successfully transitioned many of our business operations to lower-cost centers, including India, the Philippines and China. In addition, we are using foundry partners to supplement our manufacturing needs.

In 2011, Cypress introduced two important products: TrueTouch Gen4 controllers and EZ-USB[®] FX3[™] controllers for USB 3.0. Both of these families have received positive customer acceptance and continue to add incremental revenue.

In 2012, Cypress acquired Ramtron International Corporation (“Ramtron”) for a purchase price of \$109.4 million. Ramtron is a leading provider of high-speed, non-volatile memory based in Colorado Springs, Colorado. Ramtron’s ferroelectric RAM (F-RAM) based products complement Cypress’s nvSRAM product line, enabling Cypress to offer the industry’s most comprehensive high-speed, non-volatile memory offering for mission-critical applications. Cypress also introduced the PSoC[®] 5LP Programmable System-on-Chip family of low-power, precision analog devices for a wide variety of industrial, medical and consumer applications. The Company also delivered a new TrueTouch family called TrueTouch Gen4X, which offers the industry’s best touchscreen performance in the presence of noise sources such as low-cost phone chargers.

In 2013, Cypress introduced two key product platforms: the PSoC 4 programmable system-on-chip architecture and the TrueTouch Gen5 family of touchscreen controllers. PSoC 4 provides customers with a sophisticated 32-bit ARM[®] Cortex[™]-M0 processor and the high-performance analog and digital circuitry of PSoC 3 and PSoC 5, all on small chips that will sell for as little as \$1.00. The Gen5 family features patented analog sensing technology that delivers flawless touchscreen performance in the presence of electronic noise from chargers and displays. The first products from both platforms have begun ramping and are gaining traction with key customers.

In fiscal 2014, Cypress will continue to pursue the following key strategies:

- *Drive profitability.* Driving profitability and a high return on investment for our stockholders is our first priority. Toward that end, Cypress has implemented a tight, corporate wide focus on gross margin and operating expenses. Over the past several years, Cypress has continued to move its operations to low-cost centers in India, the Philippines and China and implemented a flexible manufacturing model.
- *Drive programmability.* We believe our proprietary programmable technologies and programmable product leadership, led by our flagship PSoC[®] family of devices, represents an important competitive advantage for us. Driven by current and anticipated demand, we continue to define, design and develop new programmable products and solutions that offer our customers increased flexibility and efficiency, higher performance, and higher levels of integration with a focus on analog functionality.
- *Extend technology leadership and drive PSoC proliferation.* The most important step of our programmability initiative is to drive PSoC adoption in large market segments. PSoC devices can be used in applications such as cell phones, industrial automation systems, medical equipment, tablets and e-readers, home appliances and cars. The product’s easy-to-use programming software and development kits can facilitate rapid adoption across many different platforms.
- *Focus on large and growing markets.* We will continue to pursue business opportunities in large and growing markets, including handheld and human interface/consumer devices, personal health monitoring and other wearable technologies, industrial sensing and control, mobile accessories, automotive, and system management.
- *Collaborate with customers to build system-level solutions.* We work closely with customers from initial product design through manufacturing and delivery. Our sales, customer and technical support, product marketing and development efforts are organized to optimize our customers’ design efforts, helping them achieve product differentiation and improve time-to-market. Our engineering expertise is focused on developing whole product solutions, including silicon, software and reference designs.
- *Leverage flexible manufacturing.* Our manufacturing strategy combines capacity from leading foundries with output from our internal manufacturing facilities. This initiative allows us to meet rapid swings in customer demand while lessening the burden of high fixed costs, a capability that is particularly important in high-volume consumer markets that we serve with our leading programmable product portfolio.
- *Identify and exit legacy or non-strategic, underperforming businesses.* A focused business will allow us to better achieve our current objectives. Over the past years, we have divested certain business units that were inconsistent with our future business initiatives and long-term plans. Exiting these businesses has allowed us to focus our resources and efforts on our core programmable and proprietary business model. Our recent divestiture of Cypress Envirosystems (“Envirosystems”) in 2012 is an example of this strategy. As part of our growth strategy, we will continue to review our business units to ensure alignment with our short and long-term goals.
- *Pursue complementary strategic relationships.* Complementary acquisitions can expand our markets and strengthen our competitive position. As part of our growth strategy, we continue to selectively assess opportunities to develop strategic relationships, including acquisitions, investments and joint development projects with key partners and other businesses. We also have a unique venture based start up model that is part of our Emerging Technologies Division and we expect to continue to make significant investments in current ventures as well as new ventures.

As we continue to implement our strategies, there are many internal and external factors that could impact our ability to meet any or all of our objectives. Some of these factors are discussed under Item 1A.

Product/Service Overview

Programmable Solutions Division (PSD):

The Programmable Solutions Division designs and develops solutions for many of the world’s leading end-product manufacturers. Its programmable product offerings are the linchpin of our programmable solutions strategy. This division’s products include PSoC® devices, CapSense®, and TrueTouch® touch-sensing/touchscreen products, and automotive products. PSoC products are used in various industrial applications, mass storage, household appliances, laptop computers and toys. The TrueTouch touchscreen products are used in mobile phones, tablets, e-readers, GPS, automobiles, digital cameras and other mobile systems. CapSense devices are used in any application that employs buttons or sliders, including handsets and various other consumer, industrial and automotive applications.

The following table summarizes the markets and certain applications related to our products in this segment:

Products	Markets	Applications
PSoC® 1, PSoC 3, PSoC 4 and PSoC 5	Consumer, handsets, Industrial, medical, communications, automotive	Internet of Things applications, industrial control applications, cars, digital still and video cameras, home appliances, handheld devices and accessories, notebook computers, LCD monitors, medical devices, mice, keyboards, toys, e-Bikes and many other applications.
TrueTouch®	Handsets, consumer, computation, automotive, communication, gaming	Smartphones and superphones, tablets, e-readers, portable media players, cameras, automotive infotainment systems, video games, GPS systems, and other applications.
CapSense®	Handsets, consumer, industrial, computation, white goods, communication, automotive	Notebook computers and PCs, home appliances, handheld devices, automotive control pads/media centers, digital cameras, toys, consumer products and many other applications.

PSoC® Programmable System-on-Chip products. Our PSoC products are highly integrated, high-performance mixed-signal devices with an on-board microcontroller, programmable analog and digital blocks, SRAM and flash memory. They provide a low-cost, single-chip solution for a variety of consumer, industrial, medical, and system management applications. A single PSoC device can potentially integrate as many as 100 peripheral functions saving customers design time, board space, power consumption, and system costs. Because of its programmability, PSoC allows customers to make modifications at any point during the design cycle, providing unmatched flexibility.

Cypress’s PSoC 1 device delivers performance, programmability and flexibility with a cost-optimized 8-bit M8 CPU subsystem. PSoC 3 uses an 8-bit, Intel® 8051-based microcontroller with 7.5 times more computing power than PSoC 1. The 32-bit, ARM-Cortex®M3-based PSoC 5 has 25 times more computing power than PSoC 1. The analog-to-digital converters on PSoC 3 and PSoC 5 are 256 times more accurate and 10 to 30 times faster than PSoC 1, and there are 10 times more programmable logic gates available. PSoC 4 is based on a 32-bit ARM® Cortex™-M0 processor combined with precision analog circuitry, high-performance digital blocks, fully-routable I/Os and our leading CapSense® capacitive touch technology. Platform PSoC is supported by the unique PSoC Creator™ design tool that allows engineers to use intuitive schematic-based capture and dozens of PSoC Components™, free embedded ICs represented by icons that can be dragged and dropped into a design to integrate multiple ICs and system interfaces into one PSoC. In 2013, Cypress introduced PSoC Creator 3.0, which allows designers to create reusable, customized PSoC Components and it enables export to leading ARM toolsets, including IAR, Keil and Eclipse. Cypress also announced multiple design wins with new customers. Cypress has shipped more than 1.5 billion PSoC devices, and its online community for developers of PSoC and other products (www.cypress.com/go/community) featuring technical forums, blogs and videos has grown to more than 60,000 registered users.

TrueTouch® Touchscreen Solutions. TrueTouch is a single-chip touchscreen solution that can interpret the inputs of more than 10 fingers from all areas of the screen simultaneously. This enables designers to create new usage models for products such as smartphones and superphones, tablets, e-readers, portable media players, cameras, automotive infotainment systems and other products. The TrueTouch family also includes devices that perform traditional touchscreen functions including interpreting single touches, and gestures such as tap, double-tap, pan, pinch, scroll and rotate. In 2013, Cypress introduced the Gen5 family of TrueTouch controllers, which delivers the industry’s best noise immunity performance along with a host of advanced features, including industry-leading water resistance, proximity-sensing tracking of gloved fingers and passive stylus support. We also shipped new, low-cost single-layer sensor technologies that enable manufacturers to replace resistive screens with capacitive screens. We are shipping products from the TrueTouch family into many of the world’s leading cell phone from Original Equipment Manufacturers (OEMs).

CapSense® Solutions. Our CapSense capacitive touch-sensing solutions replace mechanical switches and controls with simple, touch-sensitive controls by detecting the presence or absence of a conductive object (such as a finger) and measuring changes in capacitance. This technology lends itself equally well to buttons, sliders, touchpads, touchscreens and proximity sensors, taking industrial design possibilities to a much higher level. The CapSense family supports all different ranges of general purpose inputs/outputs, buttons and slider devices. Cypress’s CapSense devices feature SmartSense™ technology, an automatic tuning solution that dynamically detects and adjusts a system’s capacitive-sensing parameters, eliminating the need for manual tuning. In 2013, Cypress shipped its one billionth CapSense controller. The solution has replaced more than 5 billion buttons with CapSense technology and is the worldwide capacitive sensing market share leader.

Data Communications Division (DCD):

The Data Communications Division focuses on USB controllers, WirelessUSB™ and module based solutions for trackpads and other user interface applications. Its purpose is to enhance our position in USB. USB has expanded beyond PC and peripheral applications and is finding increased adoption rates in industrial automation imaging, security cameras, and in consumer devices such as mobile handsets and set-top boxes.

The following table summarizes the markets and applications related to our products in this segment:

Products	Markets	Applications
USB controllers	Industrial, handset, PC and peripherals, consumer electronics	Printers, cameras, machine vision and other industrial equipment, mice, keyboards, handheld devices, gamepads and joysticks, VoIP phones, headsets, presenter tools, dongles, point of sale devices and bar code scanners.
WirelessUSB™	PC peripherals	Mice, keyboards, wireless headsets, consumer electronics, gamepads, remote controls, toys and presenter tools.
Trackpad Solutions	PCs, consumer	Cypress has applied its capacitive sensing expertise to the trackpad market for laptop computers. Trackpads offer cursor control and other functions, and Cypress’s solution has been adopted by multiple PC manufacturers.
Optical Navigation Sensors	PC peripherals, consumer	Our OvationONS technology is used in smartphones, tablet PCs, remote controls, e-book readers, wired and wireless mice and industrial applications.

USB Controllers. Cypress is a market leader in USB with more than one billion devices shipped. USB provides the primary connection between a PC and peripherals, including keyboards, mice, printers, joysticks, scanners and modems. It is also used to connect non-PC systems, such as smartphones, handheld games, digital still cameras and portable media players. The USB standard facilitates a “plug-and-play” architecture that enables instant recognition and interoperability when a USB-compatible peripheral is connected to a system. We offer a full range of USB solutions, including low-speed (1.5 Mbps), full-speed (12 Mbps), high-speed (480 Mbps) and now “SuperSpeed” (up to 5 Gbps) USB products. We also offer a variety of USB hubs, transceivers, serial interface engines and embedded-host products for a broad range of applications.

WirelessUSB™ Solutions. Designed for short-range wireless connectivity, WirelessUSB enables personal computer peripherals, gaming controllers, remote controls, toys, and other point-to-point or multipoint-to-point applications to “cut the cord” with a low-cost, 2.4-GHz wireless solution. The WirelessUSB system acts as a USB human interface device, so the connectivity is transparent to the designer at the operating system level. WirelessUSB also operates as a simple, cost-effective wireless link in a host of other applications including industrial, consumer, and medical markets. In late 2012, Cypress introduced the PRoC™-UI (Programmable Radio-on-a-Chip-User Interface) solution, based on the WirelessUSB-NL radio. PRoC-UI combines wireless connectivity, microcontroller functionality and capacitive touch-sensing with support for Windows 8 compatible multi-touch gestures, all in a single chip. The highly-integrated PRoC-UI solution simplifies the design process while lowering bills-of-material costs.

Trackpad. We design and manufacture turnkey Trackpad sensor module solutions. By leveraging the flexibility and power of Cypress touch technologies, we provide solutions ranging from low power, two-finger gesture to feature-rich, true multi-touch solutions. Our design library contains solutions that can be used off-the-shelf; in addition, we offer custom product development for specific form factors and features based on customer requirements. These products are ideal for Windows laptop, Google Chromebook, PC peripheral, and remote control applications. Trackpad modules promote fast time-to-market and cost effective solutions for touch-enable end products.

Memory Products Division (MPD):

Our Memory Products Division designs and manufactures SRAM products and nonvolatile RAMs that are used to store and retrieve data in networking, wireless infrastructure and handsets, computation, consumer, automotive, industrial and other electronic systems. Cypress is the world's No.1 supplier of SRAMs due to its broad portfolio of high-performance, synchronous SRAMs, consolidation within the supply base and additional share gains with strategic global customers. In 2013, we reaffirmed our commitment to the SRAM market with investments in new product development for next generation of high-performance synchronous SRAMs to extend the QDR architecture. In 2012, Cypress acquired Ramtron to add F-RAM (ferroelectric RAM) products to our nvSRAM (nonvolatile SRAM) products, giving Cypress the market's leading non-volatile RAM portfolio.

Our MPD Division also includes timing technology products and specialty memory offerings.

The following table summarizes the markets and applications related to our products in this segment:

Products	Markets	Applications
Asynchronous SRAMs	Consumer, networking, industrial	Consumer electronics, switches and routers, test equipment, automotive and industrial electronics.
Synchronous SRAMs	Base station, networking	Enterprise routers and switches, wireless base stations, high bandwidth applications and industrial and defense electronics.
nvSRAMs	Servers, industrial	Redundant array of independent disk (RAID) servers, point of sale terminals, set-top boxes, copiers, industrial automation, printers, single-board computers and gaming.
F-RAMs	Automotive, medical	Smart electric meters, aerospace, medical systems, automotive, industrial controls, electronic point-of-sale terminals, printers and wireless (RFID) memory.
Dual-port Memories	Networking, telecommunication	Medical and instrumentation, storage, wireless infrastructure, military communications, image processors and base stations.
First-in, first-out (FIFO) Memories	Video, data communications, telecommunications, networking	Video, data communications, telecommunications, and network switching/routing.
Programmable clocks	Communications, computation	Set-top boxes, copiers, printers, HDTV, Industrial automation, printers, single-board computers, IP phones, storage devices, servers and routers.
RoboClock® buffers	Communications	Base stations, high-end telecom equipment (switches, routers), servers and storage.

Asynchronous SRAMs. We manufacture a wide selection of fast asynchronous and micropower SRAMs with densities ranging from 16 Kbits to 64 Mbits. These memories are available in many combinations of bus widths, packages and temperature ranges, and include offering for the automotive market. They are ideal for use in point-of-sale terminals, gaming machines, network switches and routers, IP phones, IC testers, DSLAM Cards and various automotive applications. Additionally, we introduced the market's first 32-bit and 64-bit fast asynchronous SRAMs targeting storage servers, switches, routers, test and military equipment.

Synchronous SRAMs. Our high-speed synchronous SRAMs include standard synchronous pipelined, No Bus Latency (NoBL), Quad Data Rate, and Double Data Rate SRAMs, and are typically used in networking applications. NoBL synchronous SRAMs are optimized for high-speed applications that require maximum bus bandwidth up to 250 MHz, including those in the networking, instrumentation, video and simulation businesses. Double Data Rate (DDR) SRAMs target network applications and servers that operate at data rates up to 633 MHz. Quad Data Rate (QDR®) products are targeted toward next-generation networking applications, particularly switches and routers that operate at data rates beyond 633 MHz and offer twice the bus bandwidth of DDR SRAMs. Cypress introduced the industry's first 65-nm QDR and DDR SRAMs. The 144-Mbit and 72-Mbit devices, developed with foundry partner UMC, feature the industry's fastest clock speeds and operate at half the power of their 90-nm predecessors. They are ideal for networking, medical imaging and military signal processing.

nvSRAMs. nvSRAMs are products that operate similar to standard asynchronous SRAM and reliably store data into an internal nonvolatile array during unanticipated power outages. The competitive advantage of an nvSRAM is infinite endurance and much faster read/write speed than a serial flash or EEPROM. Additionally, these high-speed nonvolatile SRAM devices can store data for more than 20 years without battery backup. These memories are ideal for redundant array of independent disks (“RAID”) storage arrays, metering applications, multifunction printers and other industrial applications, such as PLCs. Cypress offers parallel nvSRAMs with an integrated real-time clock, providing failsafe battery-free data backup in mission-critical applications.

F-RAMs. Cypress’s new F-RAM memories offer extremely low power with the same non-volatility as nvSRAM products. F-RAM memory cells are immune to gamma radiation and EMI, making them well-suited to certain aerospace and medical systems. Other applications include automotive, smart electric meters, industrial controls, electronic point-of-sale terminals, printers and wireless (RFID) memory.

Dual-Port Memories. Dual ports, which can be accessed by two different processors or buses simultaneously, target shared-memory and switching applications, including networking switches and routers, cellular base stations, mass-storage devices and telecommunications equipment. We offer a portfolio of more than 250 synchronous and asynchronous dual-port interconnects ranging in densities from 8 Kbits to 36 Mbits with speeds of up to 250 MHz. Our dual ports are compelling solutions for interprocessor communication in a broad range of applications. For high-volume multiprocessor applications (wireless handsets, PDAs, consumer, etc.) we offer the MoBL™ (More Battery-Life™) dual port, providing a low cost, quick time-to-market interconnect solution with the industry’s lowest power-consumption.

FIFO Memories. FIFOs are used as a buffer between systems operating at different frequencies. Our high-performance FIFO products provide the ideal solution to interconnect problems such as flow control, rate matching, and bus matching. Our FIFO portfolio is comprised of more than 100 synchronous and asynchronous memories in a variety of speeds, bus widths, densities and packages. Using industry-standard pinouts, these products are easily integrated into new and existing designs. Unidirectional, bidirectional, tri-bus and double sync configurations are available with built-in expansion logic and message-passing capabilities for various markets including video, data communications, telecommunications and network switching/routing.

Programmable Clocks. Programmable timing solutions such as our InstaClock device combine high performance with the flexibility and fast time to market of field-programmable devices at a cost that is competitive against custom clocks at equivalent volumes. Working with our easy-to-use CyberClocks™ software, designers can optimize device parameters such as drive strength, phased-lock loop bandwidth and crystal input capacitive loading. Our programmable clocks are ideal for devices requiring multiple frequencies including Ethernet, PCI, USB, HDTV, and audio applications. Additionally, the FleXO™ family of high-performance clock generators can be instantly programmed in the factory or field to any frequency up to 650 MHz, accelerating time to market and improving manufacturing quality.

RoboClock™ Clock Buffers. Our RoboClock family of clock buffers features programmable output skew, programmable multiply/divide factor, and fault-tolerant, user-selectable, redundant reference clocks. Designers can control output skew and multiply and divide factors to help accommodate last-minute design changes. RoboClock offers a high-performance timing solution for designers of communications, computation and storage networking applications.

Emerging Technologies and Other (ETD):

Cypress’s Emerging Technology Division consists of businesses outside our core semiconductor business. It includes majority-owned subsidiaries AgigA Tech, Inc., Deca Technologies, Inc., foundry services, other development stage activities and certain corporate expenses.

AgigA Tech, Inc. AgigA Tech, a majority-owned and fully independent subsidiary of Cypress, is an industry pioneer in the development of high-speed, high-density, battery-free non-volatile memory solutions. Its flagship product, AGIGARAM®, merges NAND Flash, DRAM and an ultracapacitor power source into a highly reliable non-volatile memory subsystem, delivering unlimited read/write performance at RAM speeds, while also safely backing up all data when power is interrupted. The patent pending approach couples innovations in power management, high-speed data movement and systems knowledge, while leveraging high volume readily available memory technologies to provide a unique non-volatile solution scalable to very high densities. In 2013, AGIGARAM earned an Edison Award for innovation.

Deca Technologies, Inc. ("Deca"). Deca is a majority-owned and fully independent subsidiary of Cypress. Headquartered in Tempe, AZ., and with global capabilities, Deca has pioneered a breakthrough approach to wafer level packaging and interconnect technology inspired by SunPower Corporation's unique solar wafer fabrication methodology. Deca's initial product offering includes a series of wafer level chip scale packaging (WLCSP) solutions serving several of the top 25 semiconductor producers. Deca's approach enables industry-leading cycle times, flexibility and value for WLCSP, which is one of the semiconductor industry's fastest growing electronic interconnect technologies. Sunpower Corporation is a minority investor in Deca.

Acquisition

In November 2012, we completed the acquisition of Ramtron and purchased all of Ramtron's outstanding common stock at a purchase price of \$3.10 per share for a total cash payment of \$102.4 million, equity consideration totaling \$1.8 million and incurred direct transaction costs of \$15.3 million. This \$15.3 million of acquisition related expenses includes legal, banker, severance expenses and costs related to the acceleration of terminated employee stock awards. All existing Ramtron equity based incentive plans were terminated upon the completion of the acquisition.

See Note 2 of Notes to Consolidated Financial Statements under Item 8 for further discussion.

Divestitures

On December 19, 2012, we completed the divestiture of our wholly-owned subsidiary Envirosystems and we received nominal consideration that is dependent upon future performance. Envirosystems was part of our ETD segment and as a result of the sale we recorded a loss of \$1.6 million in "(Gain) loss on divestiture," on the Consolidated Statement of Operations.

As part of Cypress's continued efforts to focus on programmable products including our flagship PSoC[®] programmable system-on-chip solutions and our TrueTouch[™] touch-sensing controllers, we divested our image sensors product families and sold them to ON Semiconductor Corporation on February 27, 2011 in an all cash transaction for a consideration of approximately \$34 million.

For additional information on these divestitures, see Note 3 of Notes to Consolidated Financial Statements under Item 8.

Manufacturing

Our core manufacturing strategy—"flexible manufacturing"—combines capacity from external foundries with output from our internal manufacturing facilities. This initiative allows us to meet rapid swings in customer demand while lessening the burden of high fixed costs, a capability that is particularly important in high-volume consumer markets that we serve with our leading programmable product portfolio.

We currently manufacture approximately 62% of our semiconductor products at our wafer manufacturing facility in Bloomington, Minnesota. External wafer foundries, mainly in Asia, manufactured the balance of our products and we expect that our wafer foundry partners will continue to increase their manufacturing as a percentage of total output.

We conduct assembly and test operations at our highly automated assembly and test facility in the Philippines. This facility accounts for approximately 32% of the total assembly output and 36% of the total test output. Various subcontractors in Asia performed the balance of the assembly and test operations.

Our facility in the Philippines performs assembly and test operations manufacturing volume products and packages where our ability to leverage manufacturing costs is high. This facility has ten fully integrated, automated manufacturing lines enabling complete assembly and test operations. These autolines require fewer people to run and have shorter manufacturing cycle times than conventional assembly/test operations, which enable us to respond more rapidly to changes in demand.

We have a strategic foundry partnership with Grace Semiconductor Manufacturing Corporation ("Grace"), located in Shanghai, China. Our agreement with them transferred certain proprietary process technologies and provided additional production capacity to augment output from our manufacturing facilities. Since 2007, when we completed the transfer of our 0.35-micron SONOS, 0.13-micron SRAM and LOGIC processes and 0.09-micron SRAM, we have been purchasing products from Grace that are manufactured using these processes. In conjunction with our partnership with Grace, we made certain prepayments to them in fiscal 2011 to secure a certain supply of wafers. As of December 29, 2013, the prepayment balance has been paid in full per terms of the agreement.

We also have a strategic foundry partnership with United Microelectronics Corporation (“UMC”), located in Taiwan. We use UMC’s 65nm process to produce our leading edge SRAM products which we have been shipping since 2008. Since 2008, we have continuously introduced higher density SRAM products up to 144Mb. Additionally, we have utilized UMC’s 65nm baseline to create derivative processes and products. These derivatives include an embedded flash process to support the next generation programmable system-on-chip and nvSRAM products as well as a derivative utilized to manufacture our USB 3.0 controller.

Manufacturing Alliances

As part of our acquisition of Ramtron, we acquired a commercial manufacturing agreement for F-RAM products with Texas Instruments (“TI”). The agreement was entered into in 2007 and amended in 2011 and 2012. Under that agreement, the Company provides certain design, testing and other activities associated with product development, and TI provides certain foundry and related services. As amended on November 30, 2012, the agreement provides for automatic renewals unless written notice of termination is given prior to the end of any renewal period. If notice of termination is given, the agreement terminates one year thereafter and the Company may place last orders and take delivery of product during the following year. The agreement contains various obligations of the parties, including our obligations regarding minimum orders and negotiated pricing of products we purchase.

Research and Development

Research and development efforts are focused on the development and design of new semiconductor products, as well as the continued development of advanced software platforms primarily for our programmable solutions. Also included are the consolidated costs of research and development associated with our ETD division. Our goal is to increase efficiency in order to maintain our competitive advantage. Our research and development organization works closely with our manufacturing facilities, suppliers and customers to improve our semiconductor designs and lower our manufacturing costs. During fiscal 2013, 2012, and 2011, research and development expenses totaled \$190.9 million, \$189.9 million, and \$190.0 million, respectively.

We have both central and division-specific design groups that focus on new product creation and improvement of design methodologies. These groups conduct ongoing efforts to reduce design cycle time and increase first pass yield through structured re-use of intellectual property blocks from a controlled intellectual property library, development of computer-aided design tools and improved design business processes. Design and related software development work primarily occurs at design centers located in the United States, Europe, India and China.

Customers, Sales and Marketing

We sell our semiconductor products through several channels: sales through global domestically-based distributors; sales through international distributors and manufacturing representative firms; and sales by our sales force to direct original equipment manufacturers and their manufacturers. Our marketing and sales efforts are organized around five regions: North Americas, Europe, Japan, Korea, and Rest of Asia. We augment our sales effort with field application engineers, specialists in our products, technologies and services who work with customers to design our products into their systems. Field application engineers also help us identify emerging markets and new products.

Outstanding accounts receivable from three of our distributors, accounted for 17%, 12% and 11%, respectively, of our consolidated accounts receivable as of December 29, 2013. Outstanding accounts receivable from three of our distributors, accounted for 12%, 12%, and 10% respectively, of our consolidated accounts receivable as of December 30, 2012.

Revenue generated through Avnet, Inc. and Macnica Inc., two of our distributors, accounted for 11% and 10% respectively, of our consolidated revenue for fiscal 2013. Samsung Electronics (“Samsung”), an end customer, purchases our products from our distributors and directly from Cypress and accounted for 12% of our consolidated revenue for fiscal 2013.

Revenue generated through Avnet, Inc., Macnica Inc., and Arkian, three of our distributors, accounted for 14%, 12% and 10% respectively, of our consolidated revenue for fiscal 2012. Shipments to Samsung accounted for 11% of our consolidated revenue for fiscal 2012.

Revenue generated through Avnet Inc. and Weikeng Industrial Co. Ltd, two of our distributors, accounted for 13% and 11%, respectively, of our consolidated revenue for fiscal 2011. Shipments to Samsung accounted for 10% of our consolidated revenue for fiscal 2011.

Backlog

Our sales typically rely upon standard purchase orders for delivery of products with relatively short delivery lead times. Customer relationships are generally not subject to long-term contracts. However, we have entered into long-term supply agreements with certain customers. These long-term supply agreements generally do not contain minimum purchase commitments. Products to be delivered and the related delivery schedules under these long-term contracts are frequently revised to reflect changes in customer needs. Accordingly, our backlog at any particular date is not necessarily representative of actual sales for any succeeding period and we believe that our backlog is not a meaningful indicator of future revenues.

Competition

The semiconductor industry is intensely competitive and continually evolving. This intense competition results in a challenging operating environment for most companies in this industry. This environment is characterized by the potential erosion of product sale prices over the life of each product, rapid technological change, limited product life cycles, greater brand recognition and strong domestic and foreign competition in many markets. Our ability to compete successfully depends on many factors, including:

- our success in developing new products and manufacturing technologies;
- delivery, performance, quality and price of our products;
- diversity of our products and timeliness of new product introductions;
- cost effectiveness of our design, development, manufacturing and marketing efforts;
- quality of our customer service, relationships and reputation;
- overall success with which our customers market their products and solutions that incorporate our products; and
- number and nature of our competitors and general economic conditions.

We face competition from domestic and foreign semiconductor manufacturers, many of which have advanced technological capabilities and have increased their participation in the markets in which we operate. We compete with a large number of companies primarily in the industrial, telecommunications, handsets, networking, data communications, computation and consumer markets. Companies who compete directly with our semiconductor businesses include, but are not limited to, Altera, Analog Devices, Atmel, Freescale, Integrated Device Technology, GSI Technology, Integrated Silicon Solution, Lattice Semiconductor, Linear Technology, Maxim Integrated Products, Microchip Technology, Renesas, Samsung, Silicon Laboratories, Synaptics, Texas Instruments and Xilinx.

Environmental Regulations

We use, generate and discharge hazardous chemicals and waste in our research and development and manufacturing activities. United States federal, state and local regulations, in addition to those of other foreign countries in which we operate, impose various environmental rules and obligations, which are becoming increasingly stringent over time, intended to protect the environment and in particular regulate the management and disposal of hazardous substances. We also face increasing complexity in our product design as we adjust to new and future requirements relating to the materials composition of our products, including the restrictions on lead and other hazardous substances that apply to specified electronic products put on the market in the European Union (Restriction on the Use of Hazardous Substances Directive 2002/95/EC, also known as the “RoHS Directive”) and similar legislation in China and California. We are committed to the continual improvement of our environmental systems and controls. However, we cannot provide assurance that we have been, or will at all times be, in complete compliance with all environmental laws and regulations. Other laws impose liability on owners and operators of real property for any contamination of the property even if they did not cause or know of the contamination. While to date we have not experienced any material adverse impact on our business from environmental regulations, we cannot provide assurance that environmental regulations will not impose expensive obligations on us in the future, or otherwise result in the incurrence of liability such as the following:

- a requirement to increase capital or other costs to comply with such regulations or to restrict discharges;
- liabilities to our employees and/or third parties; and
- business interruptions as a consequence of permit suspensions or revocations or as a consequence of the granting of injunctions requested by governmental agencies or private parties.

Intellectual Property

We have an active program to obtain patent and other intellectual property protection for our proprietary technologies, products and other inventions that are aligned with our strategic initiatives. We rely on a combination of patents, copyrights, trade secrets, trademarks and proprietary information to maintain and enhance our competitive position in the domestic and international markets we serve. As of the end of fiscal 2013, we had approximately 1,973 issued patents and approximately 822 additional patent applications on file domestically and internationally. In addition, in fiscal 2014, we are preparing to file up to 50 new patent applications in the United States and up to 40 foreign applications in countries such as China, Taiwan, Korea, Europe and India. The average remaining life of our patent portfolio is approximately 10 years.

In addition to factors such as innovation, technological expertise and experienced personnel, we believe that patents are increasingly important to remain competitive in our industry, defend our position in existing markets and to facilitate the entry of our proprietary products, such as PSoC[®], into new markets. As our technologies are deployed in new applications and we face new competitors, we will likely subject ourselves to new potential infringement claims and discover third party infringement of our intellectual property. Patent litigation, if and when instituted against us, could result in substantial costs and a diversion of our management's attention and resources. However, we are committed to vigorously defending and protecting our investment in our intellectual property. Therefore, the strength of our intellectual property program, including the breadth and depth of our portfolio, will be critical to our success in the new markets we intend to pursue.

In connection with our divestiture of unaligned and non-strategic businesses, we performed an analysis of our intellectual property portfolio to ensure we were deriving the full value of our assets. As a result, we continue to evaluate certain unaligned patents as well as other monetization models for our patent portfolio.

Financial Information about Segments and Geographic Areas

Financial information about segments and geographic area is incorporated herein by reference to Note 19 of Notes to Consolidated Financial Statements under Item 8.

International revenues have historically accounted for a significant portion of our total revenues. Our manufacturing and certain finance operations in the Philippines, as well as our sales and support offices and design centers in other parts of the world, face risks frequently associated with foreign operations, including, but not limited to:

- currency exchange fluctuations, including the weakening of the U.S. dollar;
- the devaluation of local currencies;
- political instability;
- labor issues;
- changes in local economic conditions;
- import and export controls;
- potential shortage of electric power supply; and
- changes in tax laws, tariffs and freight rates.

To the extent any such risks materialize, our business, financial condition or results of operations could be seriously harmed.

Employees

As of December 29, 2013, we had approximately 3,400 employees worldwide, down from approximately 3,600 employees as of December 30, 2012 primarily due to restructuring and centralization of certain functions. Geographically, approximately 1,200 employees were located in the United States, 1,100 employees were located in the Philippines, 600 employees were located in India and 500 employees were located in other countries. Of the total employees, approximately 1,800 employees were associated with manufacturing, 800 employees were associated with selling, general and administrative functions, and 800 employees were associated with research and development.

None of our employees are represented by a collective bargaining agreement, nor have we ever experienced organized work stoppages.

Executive Officers of the Registrant as of February 27, 2014

Certain information regarding each of our executive officers is set forth below:

Name	Age	Position
T. J. Rodgers	66	President, Chief Executive Officer and Director
Brad W. Buss	50	Executive Vice President, Finance and Administration and Chief Financial Officer
Sabbas A. Daniel	50	Executive Vice President, Quality
Alan Hawse	44	Executive Vice President, Software Development
Paul D. Keswick	55	Executive Vice President, Marketing
Badri Kothandaraman	41	Executive Vice President, Data Communications Division and Executive Director, Cypress India Limited
J. Daniel McCranie	70	Executive Vice President, Sales and Applications
Dana C. Nazarian	46	Executive Vice President, Memory Products Division
J. Augusto De Oliveira	49	Executive Vice President, Chief Technical Officer
Hassane El-Khoury	34	Executive Vice President, Programmable Systems Division
Minh Pham	54	Executive Vice President, World Wide Manufacturing and Operations
Thomas Surette	50	Executive Vice President, Human Resources
Andrew Wright	39	Executive Vice President, Design Technology

T.J. Rodgers is a founder of Cypress and has been a Director and its President and Chief Executive Officer since 1982. Mr. Rodgers sits on the board of directors of Cypress's internal subsidiaries as well as Bloom Energy, a privately held fuel cell company. Mr. Rodgers was also a member of the Board of Trustees of Dartmouth College until June 2012.

Brad W. Buss joined Cypress in 2005 as Executive Vice President, Finance and Administration and Chief Financial Officer. Prior to joining Cypress, Mr. Buss served as Vice President of Finance at Altera Corporation, a provider of programmable logic solutions. Mr. Buss spent seven years as a finance executive with Wyle Electronics, a provider of high tech services for aerospace, life sciences and information systems, culminating as Chief Financial Officer and Secretary of the Atlas Services division. In addition, Mr. Buss served as Senior Vice President of Finance and Chief Financial Officer and Secretary at Zaffire, a developer of optical services networking systems. Mr. Buss currently serves as a board member of certain internal subsidiaries as well as CafePress.com and Tesla Motors, both publicly listed companies.

Sabbas A. Daniel was named Executive Vice President of Quality in 2006. Prior to his current position, Mr. Daniel has held various management positions responsible for Cypress's reliability and field quality organizations. Mr. Daniel joined Cypress in 1998. Prior to joining Cypress, he worked at Samsung in Korea as director of Reliability in the System LSI, memory, LCD, and Alpha microprocessor operations.

Alan Hawse was named Executive Vice President of Software Development in October 2011. Mr. Hawse started his career with Cypress in 1991 and held several new product development management and engineering positions that involved electronic design automation, device modeling and new product information systems. Prior to his current position, Mr. Hawse served as Cypress's Vice President of Information Technology.

Paul D. Keswick was named as Executive Vice President of Marketing in 2013. Prior to his current position Mr. Keswick served as Executive Vice President of New Product Development, Engineering, and IT since 1996, and other management positions, including Vice President and General Manager for various business divisions. Mr. Keswick has been with Cypress since 1986.

Badri Kothandaraman started his career with Cypress in 1995 and was named Executive Vice President of the Data Communications Division in November 2011. In addition to managing DCD, Mr. Kothandaraman also serves as the Executive Director of Cypress Semiconductor Technology India Private Limited. Prior to assuming his current positions, Mr. Kothandaraman held various management roles in memory design, including serving as the Vice President of the Asynchronous, Specialty Memory, Clocks and Non-volatile products business units.

J. Daniel McCranie was named Executive Vice President of Sales and Applications in early 2014. Mr. McCranie previously served as the Chairman of the Board of Directors of ON Semiconductor, a position he has held since 2002, and chairman of the board of directors of Freescale Semiconductor, a position he held through most of fiscal year 2012. Mr. McCranie currently serves as a member of the board of directors of Mentor Graphics. Previously, he served as Chairman of the Board of Directors for Virage Logic, Actel Corporation, and Xicor Corporation as well as a member of the Board of Directors for California Microdevices and ASAT Corporation. Mr. McCranie served as Cypress's Executive Vice President of Sales and Marketing from 1993-2001. Prior to his initial tenure with Cypress, Mr. McCranie was the Chairman of the Board, President and Chief Executive Officer of SEEQ Technology.

Dana C. Nazarian was named Executive Vice President of Memory Products Division in February 2009. Mr. Nazarian started his career with Cypress in 1988. Prior to his current position, Mr. Nazarian held various management positions, which included oversight of significant operations in our former Round Rock, Texas facility and Vice President of our Synchronous SRAM business unit.

J. Augusto De Oliveira was named Executive Vice President and Chief Technical Officer in 2012. Mr. Oliveira has more than 25 years of experience in R&D management and technology strategy for very-large-scale systems-on-chip. From 1999 to 2005, Mr. Oliveira was Chief Architect and Innovation Manager for the consumer business of Philips Semiconductors. Mr. Oliveira joined Cypress in 2007 as Senior Vice President and CTO of Cypress's memory and data communications divisions. In late 2008, his role was expanded to include all divisions.

Hassane El-Khoury was named Executive Vice president of the Programmable Systems Division in 2012. After working as an engineer at Continental Automotive Systems, he joined Cypress's automotive business unit and expanded the Company's presence in the Human-Machine Interface and Body Electronics segments of the automotive marketplace. He currently is responsible for Cypress's PSoC, touch and automotive businesses.

Tom Surette was named Executive Vice President of Human Resources in September 2008. After working at Philips/Sigmetics in software, test and product engineering roles, Mr. Surette joined Cypress in July 1990 and has held a series of engineering, manufacturing and technical management, marketing and product development roles. Mr. Surette has served as the Business Unit Director for Micropower SRAM and Synchronous SRAM, the Vice President for Non-Volatile Memory and the Sr. Vice President of Worldwide Operations.

Minh Pham was appointed Executive Vice President of WW Manufacturing and Operations in 2012. Prior to his current position, Mr. Pham, who joined Cypress in 1995, held various management positions responsible for Cypress's manufacturing, test and assembly operations. He ran Cypress's former fabrication facility in Round Rock, Texas, its current Fab 4 in Bloomington, Minnesota, and the test and assembly operations in the Philippines. Prior to joining Cypress, Mr. Pham held management positions for Mostek Corporation and Philips Semiconductors.

Andrew Wright was appointed Executive Vice President of New Product Development in 2013. Prior to his current position, Mr. Wright has held various management positions, including Vice President of Design responsible for Cypress's worldwide design organization. Previous to that Mr. Wright was Director of a business unit and had led an extensive series of product developments at Cypress. Mr. Wright has been with Cypress since 1997.

The executive officers of our majority-owned subsidiaries are as follows:

Name	Age	Position
Christopher A. Seams	50	Chief Executive Officer, Deca Technologies Inc.
Ronald Sartore	62	Chief Executive Officer, AgigA Tech Inc.

Christopher A. Seams was named Chief Executive Officer of Deca Technologies in 2013. Prior to his current appointment, Mr. Seams was Executive Vice President of Sales and Marketing. Mr. Seams joined Cypress in 1990 and has held a variety of positions in technical and operational management in manufacturing, development and foundry.

Ronald Sartore was appointed Chief Executive Officer of AgigA Tech, Inc. in 2007. AgigA Tech, Inc. was originally a subsidiary of Simtek Corporation, a public company Cypress acquired in 2008. Mr. Sartore has over 30 years of experience in the computer and semiconductor fields. Prior to his current role, Mr. Sartore served as an Executive Vice President and director of Simtek Corporation. Prior to tenure at Simtek, Mr. Sartore served as a Vice President of several business units at Cypress, which he joined as a result of Cypress's 1999 acquisition of Anchor Chips, a company Mr. Sartore founded in 1995. Prior to Anchor Chips, Mr. Sartore held various engineering and management roles at Cheetah International, a supplier of software systems, which he co-founded in 1985.

Available Information

We make available our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, free of charge on our website at www.cypress.com, as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (“SEC”). Additionally, copies of materials filed by us with the SEC may be accessed at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or at www.sec.gov. For information about the SEC’s Public Reference Room, contact 1-800-SEC-0330.

ITEM 1A. RISK FACTORS

The trading price of our common stock has been and will likely continue to be volatile due to various factors, some of which are beyond our control, and each of which could adversely affect our stockholders’ value.

The trading price of our common stock has been and will likely continue to be volatile due to various factors, some of which are beyond our control, including, but not limited to:

- revenue fluctuations due to unforecasted shifts in customer orders, especially in the handset market;
- announcements about our earnings or the earnings of our competitors that are not in line with our prior guidance and or analyst expectations;
- quarterly variations in our results of operations or those of our competitors;
- announcements by us or our competitors of acquisitions, new products, significant contracts, design wins, commercial relationships or capital commitments;
- the perceptions of general market conditions in the semiconductor industry and global market conditions;
- our ability to develop and market new leading-edge products, software platforms, firmware and manufacturing technologies on a timely basis;
- any major change in our board or senior management;
- changes in governmental regulations or in the status of our regulatory compliance that impact our business;
- recommendations by securities analysts or changes in earnings estimates concerning us or our customers or competitors;
- the volume of short sales, hedging and other derivative transactions on shares of our common stock;
- economic conditions and growth expectations in the markets we serve;
- credit conditions; and
- changes in our policy regarding dividends or our ability to declare a dividend.

Further, the stock market in general, and the market for technology companies in particular, have experienced extreme price and volume fluctuations. These broad market and industry factors may seriously harm the market price of our common stock, regardless of our actual operating performance. In the past, following periods of volatility in the overall market and the market price of a company’s securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management’s attention and resources. Finally, although actively monitored by our Board of Directors in accordance with the Company’s written governance and trading policy, certain of our executive officers may, from time to time, pledge a portion of their holdings as collateral or include such holdings in margin accounts. In maintaining oversight over such pledging activity, the Board considers, among other things, the executives overall share holdings, the ability of the executive to repay the applicable loan without resorting to the pledged securities as well as the potential for such pledging to greater align the executive with the Company and its stockholders. It is the Board’s priority to ensure that such pledging does not pose undue risk to the Company or its stockholders; however, if our stock price were to drop suddenly, such margin accounts could be called on short notice and the shares in such accounts may be automatically sold by a third party in the open market, even during a blackout period.

We face significant volatility in supply and demand conditions for our products, and this volatility, as well as any failure by us to accurately forecast future supply and demand conditions, could materially and negatively impact our business.

The semiconductor industry has historically been characterized by wide fluctuations in the demand for, and supply of, semiconductors. Demand for our products depends in large part on the continued growth of various electronics industries that use our products, including, but not limited to:

- consumer electronics, including mobile handsets, tablets, and notebook PC's
- automotive electronics and industrial controls;
- wireless telecommunications equipment;
- computers and computer-related peripherals;
- memory products; and
- networking equipment.

Any downturn, shift in product launch schedule or reduction in the growth of these industries could seriously harm our business, financial condition and results of operations. In particular, our TrueTouch family of products is highly concentrated in consumer handset markets which are susceptible to changes in the general economy, consumer acceptance, design wins, competition and price.

We order materials and build our products based primarily on our internal forecasts, customer and distributor forecasts and secondarily on existing orders, which may be cancelled under many circumstances. Because our markets can be volatile, are based on consumer demand and subject to rapid technological and price changes, our forecasts may be inaccurate, causing us to make too many or too few of certain products.

Also, our customers frequently place orders requesting product delivery almost immediately after the order is made, which makes forecasting customer demand even more difficult, particularly when supply is abundant. If we experience inadequate demand or a significant shift in the mix of product orders that makes our existing capacity and capability inadequate, our fixed costs per semiconductor produced will increase, which will harm our financial condition and results of operations. Alternatively, if we should experience a sudden increase in demand, we will need to quickly ramp our inventory and/or manufacturing capacity to adequately respond to our customers. If we or our manufacturing partners are unable to ramp our inventory or manufacturing capacity in a timely manner or at all, we risk losing our customers' business, which could have a negative impact on our financial performance and reputation.

If we fail to compete successfully in our highly competitive industry and markets, our business, financial condition and results of operations will be seriously harmed.

The semiconductor industry is intensely competitive. This intense competition results in a difficult operating environment that is marked by erosion of average selling prices over the life of each product and rapid technological change resulting in limited product life cycles. In order to offset selling price decreases, we attempt to decrease the manufacturing costs of our products and to introduce new, higher priced products that incorporate advanced features. If these efforts are not successful or do not occur in a timely manner, or if our newly introduced products do not gain market acceptance, our business, financial condition and results of operations could be seriously harmed.

Our ability to compete successfully in the rapidly evolving, highly-competitive semiconductor industry depends on many factors, including:

- our success in developing and marketing new products, software platforms, firmware and manufacturing technologies and bringing them to market on a timely basis; especially our new touchscreen products which have been a major source of revenue growth over the last three years;

- the quality and price of our products;
- the pace at which customers incorporate our products into their systems, as is sometimes evidenced by design wins;
- the diversity of our product lines;
- the cost effectiveness of our design, development, manufacturing, support and marketing efforts, especially as compared to our competitors;
- our customer service and customer satisfaction;
- our ability to successfully execute our flexible manufacturing initiatives;
- the number, strength and nature of our competitors, the markets they target and the rate and success of their technological advances;
- the success of our Emerging Technologies business segment;
- our ability to get competitive terms with our vendors, manufacturing partners and suppliers; and
- our access to and the availability of working capital.

Although we believe we currently compete effectively in the above areas to the extent they are within our control, given the pace of change in our industry, our current abilities are not guarantees of future success. If we are unable to compete successfully in this environment, our business, financial condition and results of operations will be seriously harmed.

If we fail to develop, introduce and sell new products or fail to develop and implement new technologies, our ability to compete in our end markets will suffer and our financial results could be adversely impacted.

Like many semiconductor companies, which operate in a highly competitive, quickly changing environment marked by rapid obsolescence of existing products, our future success depends on our ability to develop and introduce new products and software platforms that customers choose to buy. Our products, such as TrueTouch™ and our Emerging Technologies companies are an important strategic focus for us and therefore, they tend to consume a significant amount of our resources. The new products the market requires tend to be increasingly complex, incorporating more functions and operating at faster speeds than old products. Increasing complexity generally requires smaller features on a chip. This makes manufacturing new generation of products substantially more difficult than prior generations.

Despite the significant amount of resources we commit to new products, there can be no guarantee that such products will perform as expected or at all, be introduced on time to meet customer schedules or gain market acceptance. If we fail to introduce new product designs or technologies in a timely manner or are unable to manufacture products according to the requirements of these designs, or if our customers do not successfully introduce new systems or products incorporating our products, or market demand for our new products does not materialize as anticipated, our business, financial condition and results of operations could be materially harmed.

We utilize debt financing and such indebtedness could adversely affect our business, financial condition, results of operations, earnings per share and our ability to meet our payment obligations.

We routinely incur indebtedness to finance our operations and from time to time we have significant amounts of outstanding indebtedness and substantial debt service requirements. On October 17, 2013, we amended our senior secured revolving credit facility with a group of lenders led by Morgan Stanley Senior Funding, Inc., to reduce the amount of the facility from \$430 to \$300 million. The credit facility contains customary affirmative, negative and financial covenants, including a maximum senior secured leverage ratio, a maximum total leverage ratio, minimum fixed charge coverage ratio, and a minimum liquidity of at least \$100 million. Our ability to meet our payment and other obligations and covenants under our indebtedness depends on our ability to generate significant cash flow. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. There is no assurance that our business will generate cash flow from operations, or that future borrowings will be available to us under our existing or any amended credit facilities or otherwise, in an amount sufficient to enable us to meet payment obligations under indebtedness we may under take from time to time. If we are not able to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under any indebtedness we owe. As of December 29, 2013, our outstanding debt included \$227 million related to our recent credit facility, \$13.1 million in capital leases, and \$8.7 million in equipment loans. See Note 14 for more information on our Senior Secured Revolving Credit Facility and equipment loans.

There can be no assurance that our cash distributions on common stock will continue to be considered a return of capital.

In the second quarter of fiscal 2011, our Board of Directors adopted a policy pursuant to which the Company would pay quarterly cash distributions on our common stock. We intend to continue to pay such distributions subject to capital availability and periodic determinations by our Board of Directors that cash distributions are in the best interest of our shareholders and are in compliance with all laws and agreements of Cypress applicable to the declaration and payment of cash distributions. Based upon our lack of current earnings and profits, in the United States, these distributions have been treated for income tax purposes as a return of capital.

Future distributions may be affected by, among other factors:

- our views on potential future capital requirements for investments in acquisitions and the funding of our research and development;
- stock repurchase programs;
- changes in federal and state income tax laws or corporate laws; and
- changes to our business model.

Our distribution payments may change from time to time, and we cannot provide assurance that we will continue to declare distributions in any particular amounts or at all. In addition, we cannot provide assurance that the cash distributions will continue to be treated for U.S. income tax purposes as a return of capital. A reduction in our distribution payments or a change in the tax treatment of future distributions could have a negative effect on our stock price.

We are increasingly dependent upon third parties to manufacture, distribute, generate a significant portion of our product sales, fulfill our customer orders and transport our product. Problems in the performance or availability of these companies could seriously harm our financial performance.

Although a majority of our products are fabricated in our manufacturing facilities located in Minnesota and the Philippines, we still rely on independent contractors to manufacture and assemble our many of our products. We expect to increase this reliance on third-party manufacturing in the future. In addition, if market demand for our products exceeds our internal manufacturing capacity and available capacity from our foundry partners, we may seek additional foundry manufacturing arrangements.

A shortage in foundry manufacturing capacity, which is more likely to occur at times of increasing demand, could hinder our ability to meet demand for our products or result in wafer price increases, both of which could adversely affect our operating results. Also, there are also only a few foundry vendors that have the capabilities to manufacture our most advanced products. If we engage alternative sources of supply, we may encounter start-up difficulties, yield or quality issues or incur additional costs. Shipments could be delayed significantly while these sources are qualified for volume production. We also rely on independent subcontractors to assemble, package and test the balance of our products. Our operations would be disrupted if any of our foundry partners or assembly and test subcontractors terminates its relationship with us or has financial issues and we are unable to arrange a satisfactory alternative to fulfill customer orders on a timely basis and in a cost-effective manner.

Our foundry partners and assembly and test subcontractors also have operations in locations that may suffer the impact of certain natural disasters, which could impact their ability to provide us with our products or their services. We monitor these events closely, but if one of our third-party manufacturing partners were to suffer significant damage to its operations as a result of a natural disaster, our ability to timely meet consumer demand would suffer which would materially harm our financial results of operation. Our channel partners include distributors and resellers. Worldwide sales through our distributors accounted for approximately 73% of our net sales in fiscal year 2013. We rely on many distributors to assist us in creating customer demand, providing technical support, filling customer orders, stocking our products and other value-added services to our customers. We face ongoing business risks due to our reliance on our channel partners to create and maintain customer relationships where we have a limited or no direct relationship. Should our relationships with our channel partners or their effectiveness decline, we face the risk of declining demand which could affect our revenue and results of operations. Our contracts with our distributor may be terminated by either party upon notice. In addition, our distributors are located all over the world and are of various sizes and financial conditions. Any disruptions to our distributors' operations such as lower sales, lower earnings, debt downgrades, the inability to access capital markets and higher interest rates could have an adverse impact on our business.

We also rely on independent carriers and freight haulers to move our products between manufacturing plants and our customers' facilities. Transport or delivery problems due to their error or because of unforeseen interruptions in their business due to factors such as strikes, political instability, terrorism, natural disasters or accidents could seriously harm our business, financial condition and results of operations and ultimately impact our relationship with our customers.

We may be unable to protect our intellectual property rights adequately and may face significant expenses as a result of ongoing or future litigation.

The protection of our intellectual property rights, as well as those of our subsidiaries, is essential to keeping others from copying the innovations that are critical to our existing and future products. It may be possible for an unauthorized third party to reverse-engineer or decompile our software products. The process of seeking patent protection can be long and expensive and we cannot be certain that any currently pending or future applications will actually result in issued patents, or that, even if patents are issued, they will be respected by third parties. Furthermore, our flexible manufacturing initiative requires us to enter into technology transfer agreements with external partners, providing third party access to our intellectual property and resulting in additional risk. In some cases, these technology transfer and/or license agreements are with foreign companies and subject our intellectual property to foreign countries which may afford less protection and/or result in increased costs to enforce such agreements or intellectual property rights. We anticipate that we will continue to enter into these kinds of licensing arrangements in the future. Consequently, we may become involved in litigation, in the United States or abroad, to enforce our patents or other intellectual property rights, to protect our trade secrets and know-how, to determine the validity or scope of the proprietary rights of others or to defend against claims of invalidity. We are also from time to time involved in litigation relating to alleged infringement by us of others' patents or other intellectual property rights.

Moreover, a key element of our strategy is to enter new markets with our products. If we are successful in entering these new markets, we will likely be subject to additional risks of potential infringement claims against us as our technologies are deployed in new applications and face new competitors. We may be unable to detect the unauthorized use of, or take appropriate steps to enforce, our intellectual property rights, particularly in certain international markets, making misappropriation of our intellectual property more likely. Patent litigation, if necessary or if and when instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

Other companies or entities also have commenced, and may again commence, actions seeking to establish the invalidity of our patents. For example, GSI has recently filed a petition for inter-parties re-examination of five of our patents with the United States Patent and Trademark Office. We intend to defend these actions vigorously, but there is no guarantee of success, and such effort takes significant financial and time resources from the Company. In the event that one or more of our patents are challenged, a court or the USPTO may invalidate the patent(s) or determine that the patent(s) is not enforceable, which could harm our competitive position. If our patents are invalidated, or if the scope of the claims in any of these patents is limited by court or USPTO decision, we could be prevented from pursuing certain litigation matters or licensing the invalidated or limited portion of such patents. Such adverse decisions could negatively impact our future, expected revenue.

Intellectual property litigation is frequently expensive to both the winning party and the losing party and could take up significant amounts of management's time and attention. In addition, if we lose such a lawsuit, a court could find that our intellectual property rights are invalid, enabling our competitors to use our technology, or require us to pay substantial damages and/or royalties or prohibit us from using essential technologies. For these and other reasons, this type of litigation could seriously harm our business, financial condition and results of operations. Also, although in certain instances we may seek to obtain a license under a third party's intellectual property rights in order to bring an end to certain claims or actions asserted against us, we may not be able to obtain such a license on reasonable terms or at all. We believe we have meritorious defenses and claims in our current litigation and we intend to defend and pursue such claims vigorously. Unfortunately, such litigation and other claims are subject to inherent uncertainties.

We also rely on trade secret protection for our technology, in part through confidentiality and other written agreements with our employees, consultants and third parties. Through these and other written agreements, we attempt to control access to and distribution of our intellectual property documentation and other proprietary technology information. Despite our efforts to protect our proprietary rights, former employees, consultants or third parties may, in an unauthorized manner, attempt to use, copy or otherwise obtain and market or distribute our intellectual property rights or technology or otherwise develop a product with the same functionality as our technology. Policing unauthorized use of our intellectual property rights is difficult, and nearly impossible on a worldwide basis. Therefore, we cannot be certain that the steps we have taken or will take in the future will prevent misappropriation of our technology or intellectual property rights, particularly in foreign countries where we do business or where our technology is sold or used, where the laws may not protect proprietary rights as fully as do the laws of the United States or where the enforcement of such laws is not common or effective.

We face additional problems and uncertainties associated with international operations that could seriously harm us.

International revenues historically accounted for a significant portion of our total revenues. Our manufacturing, assembly, test operations and certain finance operations located in the Philippines, as well as our international sales offices and design centers, face risks frequently associated with foreign operations including but not limited to:

- currency exchange fluctuations;
- the devaluation of local currencies;
- political instability;
- labor issues;
- the impact of natural disasters on local infrastructures and economies;
- changes in local economic conditions;
- import and export controls;
- potential shortage of electric power supply;
- potential violations by our international employees or third-party agents of international or U.S. laws relevant to foreign operations (such as FCPA) and
- changes in tax laws, tariffs and freight rates.

To the extent any such risks materialize, our business, financial condition or results of operations could be seriously harmed.

We compete with others to attract and retain key personnel, and any loss of, or inability to attract, such personnel would harm us.

To a greater degree than most non-technology companies, we depend on the efforts and abilities of certain key members of management and technical personnel to execute on the strategic initiatives of our business. Our future success depends, in part, upon our ability to retain such personnel and to attract and retain other highly qualified personnel, particularly product and process engineers. We compete for these individuals with certain of our competitors, other companies, academic institutions, government entities and other organizations. Competition for such personnel is intense and we may not be successful in hiring or retaining new or existing qualified personnel. Equity awards are critical to our ability to hire and retain such key personnel. In addition, we may also need to significantly increase our cash based compensation to retain such personnel.

Our financial results could be adversely impacted if our Emerging Technologies businesses fail to develop and successfully bring to market new and proprietary products.

We have made a financial and personnel commitment to our Emerging Technologies businesses. Despite the significant amount of resources we commit to our Emerging Technologies businesses, there can be no guarantee that such Emerging Technologies businesses will perform as expected or at all, launch new products and solutions as expected or gain market acceptance. If our Emerging Technologies businesses' fail to introduce new product and solutions or successfully develop new technologies, or if our customers do not successfully introduce new systems or products incorporating the products or solutions offered by our Emerging Technologies businesses or market demand for the products or solutions offered by our Emerging Technologies businesses do not materialize as anticipated, our business, financial condition and results of operations could be materially harmed.

Unfavorable economic and market conditions, domestically and internationally, may adversely affect our business, financial condition, results of operations and cash flows.

We have significant customer sales both in the U.S. and internationally. We are also reliant upon U.S. and international suppliers, manufacturing partners and distributors. We are therefore susceptible to adverse U.S. and international economic and market conditions. If any of our manufacturing partners, customers, distributors or suppliers experiences serious financial difficulties or ceases operations, our business could be adversely affected. In addition, prices of certain commodities, including oil, metals, grains and other food products, are volatile and are subject to fluctuations arising from changes in domestic and international supply and demand, labor costs, competition, market speculation, government regulations and periodic delays in delivery. High or volatile commodity prices increase the cost of doing business and adversely affect consumers' discretionary spending. As a result of the difficulty that businesses (including our customers) may have in obtaining credit, the increasing and/or volatile costs of commodities and the decreased consumer spending that is the likely result of the weakness in the general economy, credit market crisis, unemployment and commodities' price volatility, continued global economic and market turmoil are likely to have an adverse impact on our business, financial condition, results of operations and cash flows.

System security risks, data protection or privacy breaches, cyber-attacks and systems integration issues could disrupt our internal operations and/or harm the reputation of the Company, and any such disruption or harm could cause a reduction in our expected revenue, increase our expenses, negatively impact our results of operation or otherwise adversely affect our stock price.

Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential and proprietary information, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our products or otherwise exploit any security vulnerabilities of our products. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions and delays that may impede our sales, manufacturing, distribution or other critical functions.

We manage and store various proprietary information and sensitive or confidential data relating to our business on the cloud. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or sensitive or confidential data about us, including the potential loss or disclosure of such information or data as a result of fraud, trickery or other forms of deception, could expose us to a risk of loss or misuse of this information, result in litigation and potential liability for us, damage our brand and reputation or otherwise harm our business. In addition, the cost and operational consequences of implementing further data protection measures could be significant.

Portions of our IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time consuming, disruptive and resource-intensive. Such disruptions could adversely impact our ability to fulfill orders and interrupt other processes. Delayed sales, lower margins or lost customers resulting from these disruptions have adversely affected us in the past, and in the future could adversely affect our financial results, stock price and reputation.

Any guidance that we may provide about our business or expected future results may differ significantly from actual results.

From time to time we have shared our views in press releases or SEC filings, on public conference calls and in other contexts about current business conditions and our expectations as to our future results of operation. Correctly identifying the key factors affecting business conditions and predicting future events is inherently an uncertain process, especially in these very uncertain economic times. Our analyses and forecasts have in the past and, given the complexity and volatility of our business, will likely in the future, prove to be incorrect and could be materially incorrect. We offer no assurance that such predictions or analyses will ultimately be accurate, and investors should treat any such predictions or analyses with appropriate caution. Any analysis or forecast that we make which ultimately proves to be inaccurate may adversely affect our stock price.

Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.

Our worldwide operations could be adversely affected if disrupted for any reason, including natural disasters such as earthquakes, tsunamis, floods, hurricanes, typhoons, telecommunication or information technology system failures, regulatory or political issues, power or water shortages, fires, extreme weather conditions, medical epidemics or pandemics or other man-made disasters or catastrophic events. While we maintain business interruption insurance for our primary foreign manufacturing operations, we are self-insured for any loss or damage to our primary manufacturing facility. As such, the occurrence of any of these business disruptions for us or our third-party manufacturers, partners or customers could result in significant losses, seriously harm our revenue and financial condition, adversely affect our competitive position, increase our costs and expenses, and require substantial expenditures and recovery time in order to fully resume operations. Our corporate headquarters, and a portion of our research and development activities, are located in California, and other critical business operations and some of our suppliers are located in California and Asia, near major earthquake faults known for seismic activity. The manufacture of product components, the final assembly of our products and other critical operations are concentrated in certain geographic locations, including the Philippines, China and India. We also rely on major logistics hubs primarily in Asia to manufacture and distribute our products. The ultimate impact on us, our significant suppliers and our general infrastructure of being located near major earthquake faults and being consolidated in certain geographical areas is unknown. However in the event of a major earthquake or other natural disaster or catastrophic event, our revenue, profitability and financial condition could suffer.

We maintain self-insurance for certain indemnities we have made to our officers and directors, and if a significant payment were to arise out of such liabilities, it could harm our financial condition and results of operation. .

Our certificate of incorporation, by-laws and indemnification agreements require us to indemnify our officers and directors for certain liabilities that may arise in the course of their service to us. We self-insure with respect to these indemnifiable claims. If we were required to pay a significant amount on account of these liabilities for which we self-insure, our business, financial condition and results of operations could be seriously harmed.

New regulations related to “conflict minerals” may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.

On August 22, 2012, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, the SEC adopted new requirements for companies that use certain minerals and metals, known as conflict minerals, in their products, whether or not these products are manufactured by third parties. These requirements will require companies to do diligence, disclose and report whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries. We have undertaken the necessary diligence to determine whether such minerals are used in the manufacture of our products. However, the implementation of these new requirements could adversely affect the sourcing, availability and pricing of such minerals if they are found to be used in the manufacture of our products. In addition, regardless of our findings, we will incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. Since our supply chain is complex, we may not be able to sufficiently verify the origins for these minerals and metals used in our products through the due diligence procedures that we implement, which may harm our reputation. In such event, we may also face difficulties in satisfying customers who require that all of the components of our products are certified as conflict mineral free. The first report is due on May 31, 2014 for the 2013 calendar year.

The accumulation of changes in our shares by “5-percent stockholders” could trigger an ownership change for U.S. income tax purposes, in which case our ability to utilize our net operating losses would be limited and therefore impact our future tax benefits.

Cypress is a publicly traded company whose stockholders can change on a daily basis. These changes are beyond our control. The U.S. Internal Revenue Code (Section 382) restricts a company’s ability to benefit from net operating losses if a “Section 382 Ownership Change” occurs. An ownership change for purposes of U.S. tax law Section 382 may result from ownership changes that increase the aggregate ownership of “5-percent stockholders,” by more than 50 percentage points over a testing period, generally three years (“Section 382 Ownership Change”). To our knowledge, we have not experienced a Section 382 Ownership Change. We cannot give any assurance that we will not experience a Section 382 Ownership Change in future years.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our executive offices are located in San Jose, California. The following tables summarize our primary properties as of the end of fiscal 2013:

Location	Square Footage	Primary Use
Owned:		
<u>United States:</u>		
Bloomington, Minnesota	337,000	Manufacturing, research and development
San Jose, California	171,000	Administrative offices, research and development
Colorado Springs, Colorado	70,400	Administrative offices, research and development
Lynnwood, Washington	67,000	Administrative offices, research and development
<u>Asia:</u>		
Cavite, Philippines	221,000	Manufacturing, research and development
Leased:		
<u>Asia:</u>		
Bangalore, India	193,000	Administrative offices, research and development
Shanghai, China	29,000	Administrative offices, research and development

The manufacturing facility located in Round Rock, Texas ceased operations in fiscal 2008. The net book value of the remaining restructured assets that were classified as held for sale and included in "Other current assets" in the Consolidated Balance Sheet was \$4.6 million as of December 30, 2012. In fiscal 2012, management reassessed the fair value of the assets due to the continuing unfavorable economic and market conditions. Based on this analysis, we recorded a write-down of \$2.3 million. No impairment was recognized in fiscal 2011 and 2010. We continued to incur expenses related to ongoing maintenance and upkeep of the Texas facility until the sale was completed in the fourth quarter of 2013 for \$4.7 million less selling costs.

In the fourth quarter of fiscal 2011, we sold a building located in San Jose, California, consisting of 62,688 square feet, to a third party for approximately \$5.1 million. Refer to Note 7 for more information on this transaction.

In April 2011, we sold a building located in San Jose, California consisting of 75,732 square feet to a charitable organization for \$4 million in exchange for a promissory note. Refer to Note 18 for more information on this transaction.

We have additional leases for sales offices and design centers located in the United States, Asia and Europe. We believe that our current properties are suitable and adequate for our foreseeable needs. We may need to exit facilities as we continue to evaluate our business model and cost structure.

ITEM 3. LEGAL PROCEEDINGS

Information with respect to this item may be found in Note 18 of Notes to Consolidated Financial Statements in Item 8, which is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information, Holders of Common Equity, Dividends and Performance Graph

On November 12, 2009, our common stock was listed on the NASDAQ Global Select Market under the trading symbol "CY." Prior to November 12, 2009, our common stock was listed on the New York Stock Exchange. The following table sets forth the high and low per share prices for our common stock:

	<u>Low</u>	<u>High</u>
Fiscal 2013:		
Fourth quarter	\$ 8.97	\$ 10.34
Third quarter	\$ 9.05	\$ 13.10
Second quarter	\$ 9.60	\$ 11.55
First quarter	\$ 9.84	\$ 11.37
Fiscal 2012:		
Fourth quarter	\$ 8.80	\$ 11.24
Third quarter	\$ 10.16	\$ 13.51
Second quarter	\$ 12.14	\$ 15.71
First quarter	\$ 14.90	\$ 18.68
Fiscal 2011:		
Fourth quarter	\$ 13.99	\$ 20.25
Third quarter	\$ 14.87	\$ 23.19
Second quarter	\$ 17.83	\$ 23.17
First quarter	\$ 17.94	\$ 23.38

As of February 21, 2014, there were approximately 1,139 registered holders of record of our common stock.

Dividends

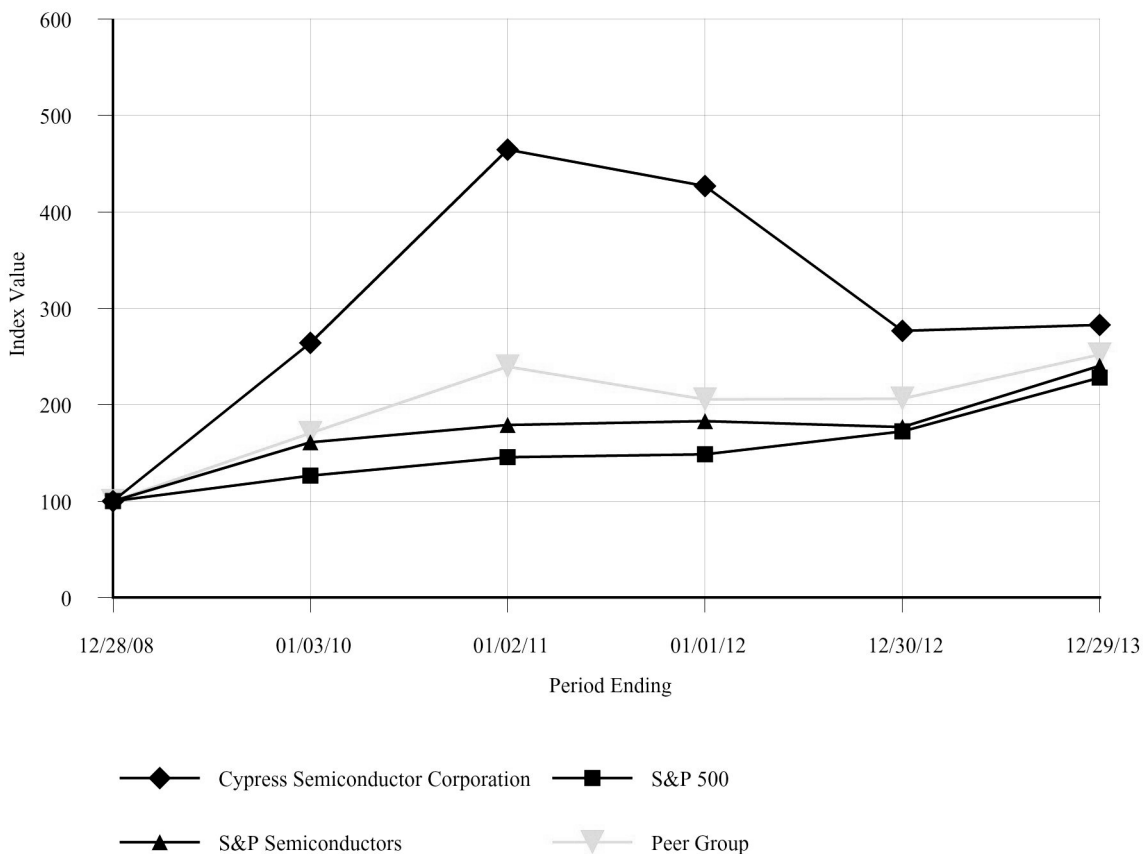
During fiscal 2013, we paid dividends of \$64.8 million, at a rate of \$0.11 per share of common stock paid in each quarter of the fiscal year.

During fiscal 2012, we paid total cash dividends of \$63.2 million, at a rate of \$0.09 per share of common stock paid in the first quarter of the fiscal year and dividends of \$0.11 per share of common stock paid in the second, third and fourth quarters of the fiscal year.

During the second quarter of fiscal 2011, we initiated our first ever dividend program and our Board of Directors declared cash dividends of \$0.09 per share paid in the third and fourth quarters of fiscal 2011. Total cash dividends paid in fiscal 2011 were approximately \$29.0 million.

The following line graph compares the yearly percentage change in the cumulative total stockholder return on our common stock against the cumulative total return of the Standard and Poor (“S&P”) 500 Index and the S&P Semiconductors Index for the last five fiscal years:

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Cypress Semiconductor Corporation, the S&P 500 Index, and the S&P Semiconductors Index, and a Peer Group



* \$100 invested on 12/28/08 in stock or index, including reinvestment of dividends.

Indexes calculated on month-end basis.

	January 3, 2010	January 2, 2011	January 1, 2012	December 30, 2012	December 29, 2013
Cypress**	\$264	\$465	\$427	\$276	\$283
S&P 500 Index	\$126	\$146	\$149	\$172	\$228
S&P Semiconductors Index	\$161	\$179	\$183	\$177	\$240
Peer Group	\$170	\$239	\$205	\$206	\$252

** All closing prices underlying this table have been adjusted for cash dividends, stock splits and stock dividends.

Securities Authorized for Issuance under Equity Compensation Plans

Equity Compensation Plan Information:

The following table summarizes certain information with respect to our common stock that may be issued under the existing equity compensation plans as of December 29, 2013:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted- Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
	(In millions, except per-share amounts)		
Equity compensation plans approved by shareholders	24.5 (1)	\$ 8.83 (3)	10.3 (2)
Equity compensation plans not approved by shareholders	3.2	\$ 5.93	—
Total	<u>27.7</u>	<u>\$ 8.33 (3)</u>	<u>10.3</u>

(1) Includes 8.7 million shares of restricted stock units and restricted stock awards granted.

(2) Includes 6.8 million shares available for future issuance under Cypress's 2013 Stock Plan and 0.8 million under the Assumed Ramtron Plan. In addition, the amount includes 2.7 million shares available for future issuance under Cypress's Employee Stock Purchase Plan.

(3) Excludes the impact of 8.7 million shares of restricted stock units and restricted stock awards which have no exercise price.

See Note 8 of Notes to Consolidated Financial Statements under Item 8 for further discussion of Cypress's stock plans.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Stock Buyback Programs:

\$400 Million Program Authorized in Fiscal 2011

On September 20, 2011, our Board of Directors (the "Board") authorized a \$400.0 million stock buyback program. The program allows us to purchase our common stock or enter into equity derivative transactions related to our common stock. The timing and actual amount expended with the new authorized funds will depend on a variety of factors including the market price of our common stock, regulatory, legal, and contractual requirements, and other market factors. The program does not obligate us to repurchase any particular amount of common stock and may be modified or suspended at any time at the discretion of our Board.

The table below sets forth information with respect to repurchases of our common stock made during fiscal 2011, 2012 and 2013 under this program:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Total Dollar Value of Shares That May Yet Be Purchase Under the Plans or Programs
(In thousands, except per-share amounts)				
<u>Authorized fund under this Repurchase program:</u>	—	\$ —	—	\$ 400,000
<u>Repurchases in fiscal 2011:</u>				
August 29, 2011—October 2, 2011	1,125	\$15.57	1,125	\$ 382,489
October 3, 2011—October 30, 2011	1,257	\$14.29	1,257	\$ 364,530
October 31, 2011—November 27, 2011	139	\$18.92	139	\$ 361,888
November 28, 2011—January 1, 2012	2,540	\$16.42	2,540	\$ 320,189
Total repurchases in fiscal 2011	5,061	\$15.77	5,061	\$ 320,189
<u>Repurchases in fiscal 2012:</u>				
January 2, 2012—April 1, 2012	6,071	\$16.15	6,071	\$ 222,160
April 2, 2012—July 1, 2012	1,523	\$13.05	1,523	\$ 202,282
July 2, 2012—September 30, 2012	7,285	\$11.20	7,285	\$ 120,696
October 1, 2012—December 30, 2012	3,163	\$10.22	3,163	\$ 88,381
Total repurchases in fiscal 2012	18,042		18,042	\$ 88,381
<u>Repurchases in fiscal 2013:</u>				
December 31, 2013—March 31, 2013	411	\$10.49	411	\$ 84,059
April 1, 2013—June 30, 2013	10	\$10.71	10	\$ 83,952
July 1, 2013—September 29, 2013	9	\$11.41	9	\$ 83,856
September 30, 2013—December 29, 2013	23	\$9.46	23	\$ 83,675
Total repurchases in fiscal 2013	453		453	\$ 83,675
Total repurchases under this program	23,556	\$10.47	23,556	

Yield Enhancement Program (“YEP”):

In fiscal 2009, the Audit Committee approved a yield enhancement strategy intended to improve the yield on our available cash. As part of this program, the Audit Committee authorized us to enter into short-term yield enhanced structured agreements, typically with maturities of 90 days or less, correlated to our stock price. Under the agreements we have entered into to date, we pay a fixed sum of cash upon execution of an agreement in exchange for the financial institution’s obligations to pay either a pre-determined amount of cash or shares of our common stock depending on the closing market price of our common stock on the expiration date of the agreement. Upon expiration of each agreement, if the closing market price of our common stock is above the pre-determined price, we will have our cash investment returned plus a yield substantially above the yield currently available for short-term cash investments. If the closing market price is at or below the pre-determined price, we will receive the number of shares specified at the agreement’s inception. As the outcome of these arrangements is based entirely on our stock price and does not require us to deliver either shares or cash, other than the original investment, the entire transaction is recorded in equity. The shares received upon the maturing of a yield enhancement structure are included in our “shares of common stock held in treasury” in the Consolidated Balance Sheets under Item 8.

We have entered into various yield enhanced structured agreements based upon a comparison of the yields available in the financial markets for similar maturities against the expected yield to be realized per the structured agreement and the related risks associated with this type of arrangement. We believe the risk associated with these types of agreements is no different than alternative investments available to us with equivalent counterparty credit ratings. All counterparties to a yield enhancement program have a credit rating of at least Aa2 or A as rated by major independent rating agencies. For all such agreements that matured to date, the yields of the structured agreements were far superior to the yields available in the financial markets primarily due to the volatility of our stock price and the pre-payment aspect of the agreements. The counterparty is willing to pay a premium over the yields available in the financial markets due to the structure of the agreement.

The following table summarizes the activity of our settled yield enhanced structured agreements during fiscal 2012 and 2011:

Periods	Aggregate Price Paid	Total Cash Proceeds Received Upon Maturity	Yield Realized	Total Number of Shares Received Upon Maturity	Average Price Paid per Share
	(In thousands, except per-share amounts)				
Fiscal 2012:					
Settled through cash proceeds	\$ 14,498	\$ 14,931	\$ 433	—	\$ —
Settled through issuance of common stock	—	—	—	—	—
Total for fiscal 2012	\$ 14,498	\$ 14,931	\$ 433	—	\$ —
Fiscal 2011:					
Settled through cash proceeds (1)	\$ 137,798	\$ 143,798	\$ 6,000	—	\$ —
Settled through issuance of common stock (2)	180,636	—	—	9,500	19.01
Total for fiscal 2011	\$ 318,434	\$ 143,798	\$ 6,000	9,500	\$ 19.01

There was no activity of our yield enhanced structured agreements during fiscal 2013.

- (1) This includes a YEP agreement entered into in fiscal 2010 for an aggregate price of approximately \$43.9 million which remained unsettled as of the end of fiscal 2010. Such agreement was subsequently settled in the first quarter of fiscal 2011 for approximately \$47.0 million.
- (2) Included as part of the \$600 million stock buyback program authorized in fiscal 2010.

ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data is not necessarily indicative of results of future operations, and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations under Item 7, and the Consolidated Financial Statements and Notes to Consolidated Financial Statements under Item 8:

	Year Ended				
	December 29, 2013	December 30, 2012	January 1, 2012	January 2, 2011	January 3, 2010
	(In thousands, except per-share amounts)				
Consolidated Statement of Operations Data:					
Revenues	\$ 722,693	\$ 769,687	\$ 995,204	\$ 877,532	\$ 667,786
Cost of revenues	\$ 384,121	\$ 376,887	\$ 448,602	\$ 388,359	\$ 397,204
Operating income (loss)	\$ (58,195)	\$ (18,915)	\$ 153,719	\$ 87,864	\$ (149,255)
Income (loss) attributable to Cypress	\$ (46,364)	\$ (22,370)	\$ 167,839	\$ 75,742	\$ (150,424)
Noncontrolling interest, net of income taxes	\$ (1,845)	\$ (1,614)	\$ (882)	\$ (866)	\$ (946)
Net income (loss)	\$ (48,209)	\$ (23,984)	\$ 166,957	\$ 74,876	\$ (151,370)
Adjust for net loss (income) attributable to noncontrolling interest	\$ 1,845	\$ 1,614	\$ 882	\$ 866	\$ 946
Net income (loss) attributable to Cypress	\$ (46,364)	\$ (22,370)	\$ 167,839	\$ 75,742	\$ (150,424)
Net income (loss) per share—basic:					
attributable to Cypress	(\$0.31)	(\$0.15)	\$1.02	\$0.47	(\$1.03)
Net income (loss) per share—basic	(\$0.31)	(\$0.15)	\$1.02	\$0.47	(\$1.03)
Net income (loss) per share—diluted:					
attributable to Cypress	(\$0.31)	(\$0.15)	\$0.90	\$0.40	(\$1.03)
Net income (loss) per share—diluted	(\$0.31)	(\$0.15)	\$0.90	\$0.40	(\$1.03)
Dividends per share:					
Declared	\$0.44	\$0.44	\$0.27	—	—
Paid	\$0.44	\$0.42	\$0.18	—	—
Shares used in per-share calculation:					
Basic	148,558	149,266	164,495	161,114	145,611
Diluted	148,558	149,266	186,895	191,377	145,611
	As of				
	December 29, 2013	December 30, 2012	January 1, 2012	January 2, 2011	January 3, 2010
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash, cash equivalents and short-term investments	\$ 104,462	\$ 117,210	\$ 166,330	\$ 434,261	\$ 299,642
Working capital	\$ 13,871	\$ 20,060	\$ 79,190	\$ 383,369	\$ 279,643
Total assets	\$ 765,836	\$ 831,629	\$ 810,090	\$ 1,072,801	\$ 912,508
Debt (1)	\$ 248,230	\$ 264,942	\$ 45,767	\$ —	\$ —
Stockholders' equity	\$ 178,635	\$ 176,861	\$ 397,842	\$ 702,893	\$ 630,384

- (1) The debt in fiscal year 2013 primarily included \$227.0 million related to our revolving credit facility, \$12.5 million of capital leases, and \$8.7 million of equipment loans. The debt in fiscal year 2012 included \$232.0 million related to our revolving credit facility, \$15.0 million of capital leases, \$11.5 million of equipment loans, \$3.3 million of a mortgage note related to Ramtron, and \$3.1 million of advances received for the sale of certain of our auction rate securities. The debt in fiscal year 2011 included \$15.2 million of capital leases, \$14.1 million of equipment loans and \$16.4 million of advances received for the sale of certain of our auction rate securities (all balances include both short-term and long-term portions). See Note 14 for more information on revolving credit facility, equipment loans and mortgage note, Note 18 for more information on capital leases and Note 5 for more information on advances received for the sale of auction rate securities.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Management's Discussion and Analysis of Financial Condition and Results of Operations contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties, which are discussed under Item 1A.

EXECUTIVE SUMMARY

General

Cypress Semiconductor Corporation ("Cypress") delivers high-performance, mixed-signal, programmable solutions that provide customers with rapid time-to-market and exceptional system value. Cypress offerings include our flagship PSoC[®] 1, PSoC 3, PSoC 4, and PSoC 5 programmable system-on-chip families. Cypress is the world leader in capacitive user interface solutions including CapSense[®] touch sensing, TrueTouch[®] touchscreens, and trackpad solutions for notebook PCs and peripherals. Cypress is also a significant participant in Universal Serial Bus (USB) controllers, which enhance connectivity and performance in a wide range of consumer and industrial products. Cypress is also the world leader in static random access memory (SRAM) and nonvolatile RAM memories. Cypress serves numerous major markets, including consumer, mobile handsets, computation, data communications, automotive, industrial, and military.

During the fourth quarter of fiscal 2012 we acquired Ramtron which is included in our Memory Product Division. In addition, as part of our continued efforts to better allocate key management resources and to focus on our core markets, during the first quarter of fiscal 2013, we have realigned our Data Communications Division to include our module solutions including Trackpad and Ovation[™] Optical Navigation Sensors (ONS), which were previously included in our Programmable Systems Division. We evaluate our reportable business segments in accordance with the accounting guidance.

As of the end of fiscal 2013, our organization included the following business segments:

Business Segments	Description
MPD: Memory Products Division	MPD focuses on static random access memory (SRAM), nonvolatile RAMs and general-purpose programmable clocks.
DCD: Data Communications Division	DCD focuses on USB controllers and WirelessUSB [™] peripheral controllers, also offering module solutions including Trackpads and Ovation [™] Optical Navigation Sensors.
PSD: Programmable Systems Division	PSD focuses primarily on our PSoC [®] programmable system-on-chip and PSoC-based products. This business segment focuses on (1) the PSoC platform family of devices including PSoC 1, PSoC 3, PSoC 4 and PSoC 5, and all derivatives, (2) PSoC-based user interface products such as CapSense [®] touch-sensing and TrueTouch [®] touchscreen products, and (3) automotive products.
ETD: Emerging Technologies Division	Our "startup" division includes AgigA Tech Inc. and Deca Technologies Inc., both majority-owned subsidiaries of Cypress. ETD also includes our foundry business and other development-stage activities.

Manufacturing Strategy

Our core manufacturing strategy—"flexible manufacturing"—combines capacity from foundries with output from our internal manufacturing facilities. This initiative is intended to allow us to meet rapid swings in customer demand while lessening the burden of high fixed costs, a capability that is particularly important in high-volume consumer markets that we serve with our leading programmable product portfolio.

Consistent with this strategy, in fiscal 2008 we substantially completed the exit of our manufacturing facility in Texas and transferred production to our more cost-competitive facility in Minnesota and outside foundries. During 2013 we completed the sale of this manufacturing facility. See Note 7 for further information.

RESULTS OF OPERATIONS

Revenues

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Programmable Systems Division	\$ 292,707	\$ 345,430	\$ 468,190
Memory Products Division	338,986	330,504	394,832
Data Communications Division	79,410	86,591	127,388
Emerging Technologies and Other	11,590	7,162	4,794
Total revenues	<u>\$ 722,693</u>	<u>\$ 769,687</u>	<u>\$ 995,204</u>

Programmable Systems Division:

Revenues from the Programmable Systems Division decreased by \$52.7 million or 15.3% compared to fiscal 2012. The revenue decrease was primarily attributable to declines in sales of our TrueTouch[®] touchscreen products and CapSense[®] and a decline in sales of our PSoC platform family of devices. The decline in our True Touch and CapSense revenue was primarily due to a decrease in revenue from our handset customers and lower average selling prices.

Revenues from the Programmable Systems Division decreased by \$122.8 million in fiscal 2012, or approximately 26.2% compared to fiscal 2011. The revenue decrease was primarily attributable to a decline in sales of our TrueTouch[®] touchscreen products and a decline in sales of our PSoC platform family of devices. The decrease in our TrueTouch[®] revenue was primarily due to a decrease in revenue from our handset and tablet customers and lower average selling prices.

Memory Products Division:

Revenues from the Memory Products Division increased by \$8.5 million or 2.6% as compared to fiscal 2012 primarily due to an increase in sales of nonvolatile products associated with our acquisition of Ramtron, offset by a decrease in SRAM products driven by a continuing decrease in demand from wireless and wireline end customers.

Revenues from the Memory Products Division decreased by \$64.3 million in fiscal 2012, or approximately 16.3%, compared to fiscal 2011. The revenue decrease was primarily due to the decrease in sales of our SRAM products driven by decreased demand from wireless and wireline end customers and due to the sale of our image sensor business unit during the first quarter of fiscal 2011 which accounted for \$7.6 million of the decrease in revenue in fiscal 2012 compared to fiscal 2011.

Data Communications Division:

Revenue for the Data Communication Division decreased by \$7.2 million or 8.3% compared to fiscal 2012 due to declining revenue in our legacy USB products offset by an increase in USB3.0 and trackpad products.

Revenues from the Data Communications Division decreased by \$40.8 million in fiscal 2012, or approximately 32.0%, compared to fiscal 2011. The decrease in revenue was primarily attributable to a decrease in sales of our West Bridge controllers and other USB-related products.

Emerging Technologies and Other:

Revenue from the Emerging Technologies Division increased by \$4.4 million or 61.8% compared to fiscal 2012 primarily due to increase in revenue from our foundry and Deca Technologies and Agiga Tech offset by the divestiture of Cypress EnviroSystems which represented \$2.9 million of revenue in 2012.

Revenues from Emerging Technologies increased by \$2.4 million in fiscal 2012, or approximately 49.4%, compared to fiscal 2011. The revenue increase was primarily due to the overall increase in demand as certain of our Emerging Technologies begun having initial production ramps.

Cost of Revenues/Gross Margin

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Cost of revenues	\$ 384,121	\$ 376,887	\$ 448,602
Gross margin percentage	46.8%	51.0%	54.9%

Gross margin percentage declined to 46.8% in fiscal 2013 from 51.0% in fiscal 2012 primarily driven by lower factory absorption, product and customer mix, and the impact of the negative gross margins of our ETD. Charges to cost of sales for inventory provisions were \$12.8 million during fiscal 2013, unfavorably impacting our gross margin by 2%. Sales of inventory previously written-off were \$5.1 million for fiscal year 2013, favorably impacting our gross margin by 1%. The overall net effect on our gross margin from charges to cost of sales for inventory provisions and sales of items previously written-off was a 1% net unfavorable impact for fiscal year 2013.

Gross margin percentage declined to 51.0% in fiscal 2012 from 54.9% in fiscal 2011 primarily due to (i) \$7.7 million patent license fee recorded in fiscal 2012 related to a Patent License Agreement (See Note 18 of Notes to Consolidated Financial Statements) and (ii) the impact of the negative gross margins of our majority-owned subsidiaries (i.e., Emerging Technologies), particularly Deca Technologies, Inc. which has commenced revenue generating activities in fiscal 2012 as well as lower average selling prices, product mix and lower factory absorption. We incurred \$8.3 million in cost of revenues related to Ramtron.

Research and Development (“R&D”)

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
R&D expenses	\$ 190,906	\$ 189,897	\$ 189,970
As a percentage of revenues	26.4%	24.7%	19.1%

R&D expenditures increased by \$1.0 million in fiscal 2013 compared to fiscal 2012. The increase was primarily attributable to an increase of \$4.3 million in variable bonus-related expense and an increase of \$5.3 million in stock-based compensation. This amount was offset by a \$4.1 million decrease in outside consulting services, license and equipment expense as a result of a worldwide cost cutting effort. As a percentage of revenues, R&D expenses were higher in fiscal 2013 driven by the decrease in total revenues in the same period.

R&D expenditures decreased by \$0.1 million in fiscal 2012, compared to fiscal 2011. The decrease was primarily attributable to a decrease in direct and indirect labor expenses, particularly variable bonus-related expenses, offset by \$4.1 million in Ramtron related R&D expenses. As a percentage of revenues, R&D expenses were higher in fiscal 2012 driven by the decrease in total revenues in the same period.

Selling, General and Administrative (“SG&A”)

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
SG&A expenses	\$ 182,671	\$ 211,959	\$ 227,976
As a percentage of revenues	25.3%	27.5%	22.9%

SG&A expenses decreased by \$29.3 million in fiscal 2013, or approximately 14% compared to fiscal 2012. The decrease was primarily attributable to (1) a decrease in non-recurring charges which occurred in 2012 including \$6.9 million acquisition related expenses and a \$1.6 million loss on the divestiture of Cypress EnviroSystems; (2) company wide cost cutting efforts including a decrease in travel expense of \$2.9 million and a \$3.9 million reduction of advertising, marketing and other outside services and (3) a decrease in labor and benefit expense of \$8.7 million due to restructuring and reduced headcount. These amounts were partially offset by a \$2.5 million increase in bonus expense and a \$2.1 million increase in deferred compensation expense.

SG&A expenses decreased by \$16.0 million in fiscal 2012, or approximately 7%, compared to fiscal 2011. The decrease was primarily attributable to \$7.6 million decrease in direct and indirect labor expenses, particularly a \$6.2 million decrease in variable bonus-related expenses, and a \$16.7 million decrease in stock-based compensation due to our lower stock price in 2012. These direct and indirect labor costs were partially offset by an increase of \$2.2 million expense primarily related to an increase in the value of our deferred compensation plan. We incurred \$7.2 million in SG&A expenses related to Ramtron.

Restructuring

We recorded restructuring charges of \$15.4 million, \$4.3 million and \$6.3 million during fiscal 2013, 2012 and 2011, respectively. The determination of when we accrue for severance costs, and which accounting standard applies, depends on whether the termination benefits are provided under a one-time benefit arrangement or under an on-going benefit arrangement. The \$15.4 million restructuring costs recognized in fiscal 2013 primarily consisted of \$8 million in personnel costs and a \$6.7 million in asset write-down. The \$4.3 million restructuring costs recognized in fiscal 2012 consisted primarily of personnel costs and was mainly due to the restructuring program announced in fiscal 2011. The \$6.3 million restructuring costs recognized in fiscal 2011 consisted primarily of personnel costs and was mainly due to the restructuring program announced in fiscal 2011. Refer to Note 10 of Notes to Consolidated Financial Statements under Item 8 for more detailed discussions on our restructuring programs for fiscal 2013, 2012 and 2011.

Assets Held for Sale

Our Texas facility ceased operations in the fourth quarter of fiscal 2008 and the sale of the facility was completed during the fourth quarter fiscal 2013 for \$4.7 million. The net book value of the remaining assets that were classified as held for sale and included in "Other current assets" in the Consolidated Balance Sheet as of December 30, 2012 was \$4.6 million.

During fiscal 2013, we incurred a \$6.7 million charge to write down certain equipment that we intend to sell to its current fair value of \$2.3 million which is included in "Other current assets" in the Consolidated Balance Sheet as of December 29, 2013. Refer to Note 7 of Notes to Consolidated Financial Statements under Item 8 for more information on our assets held for sale.

Divestitures

We did not have any divestitures during fiscal 2013.

On December 19, 2012, we completed the divestiture of our wholly-owned subsidiary Cypress Envirosystems and we received nominal consideration that is dependent upon future performance. Cypress Envirosystems was an immaterial part of our ETD segment and as a result of the sale we recorded a loss of \$1.6 million in "(Gain) loss on divestiture," on the Consolidated Statement of Operations.

In fiscal 2011, we divested our image sensors product families and sold them to ON for a total cash consideration of \$34.0 million. In connection with the divestiture, we recorded a gain of \$34.3 million. We transferred approximately 80 employees to ON as part of this divestiture. Refer to Note 3 of Notes to Consolidated Financial Statements under Item 8 for more information on this transaction.

Interest and Other Income, Net

The following table summarizes the components of interest and other income, net:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Interest income	\$ 301	\$ 694	\$ 1,466
Interest expense	(8,112)	(3,824)	(115)
Changes in fair value of investments under the deferred compensation plan	6,371	3,158	(862)
Impairment of investments	25	(3,200)	(800)
Foreign currency exchange gains (losses), net	2,791	(1,460)	1,124
Gain on sale of equity investments	908	1,601	—
Others	(59)	286	1,046
Total interest and other income, net	<u>\$ 2,225</u>	<u>\$ (2,745)</u>	<u>\$ 1,859</u>

Employee Deferred Compensation Plan

We have a deferred compensation plan, which provides certain key employees, including our executive management, with the ability to defer the receipt of compensation in order to accumulate funds for retirement on a tax-deferred basis. We do not make contributions to the deferred compensation plan and we do not guarantee returns on the investments. Participant deferrals and investment gains and losses remain as our liabilities and the underlying assets are subject to claims of general creditors. In fiscal 2013, 2012 and 2011, we recognized changes in fair value of the assets under the deferred compensation plan in "Interest and other income, net" of approximately \$6.4 million, \$3.2 million and \$(0.9) million, respectively. The increase or decrease in the fair value of the investments relates to the increased or decreased performance of the portfolio on a year over year basis. Refer to Note 16 of Notes to Consolidated Financial Statements under Item 8 for more information about our deferred compensation plan.

Impairment of Investments

We review our investments periodically for impairment and recognize an impairment loss when the carrying value of an investment exceeds its fair value and the decline in value is considered other-than-temporary. After temporary, in fiscal 2013 no impairment charges were recognized. During the first quarter of fiscal 2012, two of our privately-held companies which we were invested in at a carrying value of \$2.4 million, offered additional rounds of financing that we declined to participate in. Based on these new rounds of financing, we determined that our investments were impaired and wrote off the \$2.4 million investment. In fiscal 2011, we recognized impairment charges totaling approximately \$0.8 million. The impairment expense recognized in fiscal 2011 was related to the decline in value of our investments in non-marketable equity securities which was considered other-than-temporary.

For more information about our investments, refer to Note 6 of Notes to Consolidated Financial Statements under Item 8.

Gain on Sale of Investments in Marketable Equity Securities

In the second quarter of fiscal 2013, we sold our investment in a certain marketable equity security for \$2.2 million, which resulted in a realized gain of \$1.1 million.

In connection with the acquisition of Ramtron, we recognized a gain of \$1.7 million on our initial investment in Ramtron of \$3.4 million. For more information about our acquisition, refer to Note 2 of Notes to Consolidated Financial Statements under Item 8.

There were no investments in marketable equity securities that were sold in fiscal 2011.

Income Taxes

Our income tax benefit was \$7.8 million for 2013. Our income tax expense was \$2.3 million for 2012. Our income tax benefit was \$11.4 million in fiscal 2011. The tax expense in fiscal 2013 was primarily attributable to a release of previously accrued taxes of approximately \$13.8 million related to settlements with taxing authorities and the lapsing of statutes of limitations, partially offset by income taxes associated with our non-U.S. operations. The tax expense in fiscal 2012 was primarily attributable to income taxes associated with our non-U.S. operation. The tax benefit in fiscal 2011 was primarily attributable to a release of previously accrued taxes of approximately \$22.4 million related to settlements with taxing authorities and the lapsing of statutes of limitation, partially offset by income taxes associated with our non-U.S. operations.

Our effective tax rate varies from the U.S. statutory rate primarily due to earnings of foreign subsidiaries taxed at different rates and a full valuation allowance on net operating losses incurred in the U.S. The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. We regularly assess our tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the many countries in which we and our affiliates do business.

Non-U.S. tax authorities have completed their income tax examinations of our subsidiary in India for fiscal years 2002-2006 and our subsidiary in the Philippines for 2009. The proposed adjustments in India have been appealed, and we believe the ultimate outcome of these appeals will not result in a material adjustment to our tax liability. The Philippines examinations for 2009 resulted in no material adjustments to our tax liabilities. Income tax examinations of our Philippine subsidiary for the 2010 fiscal year and our India subsidiary for the 2009-2010 fiscal years are in progress. We believe the ultimate outcome of these examinations will not result in a material increase to our tax liability.

International revenues account for a significant portion of our total revenues, such that a material portion of our pretax income is earned and taxed outside the U.S. at rates ranging from 0% to 25%. The impact on our provision for income taxes of foreign income being taxed at rates different than the U.S. federal statutory rate was a benefit of approximately \$15.4 million, \$26.4 million, and \$43.6 million in 2013, 2012 and 2011, respectively. The foreign jurisdictions with lower tax rates as compared to the U.S. statutory federal rate that had the most significant impact on our provision for foreign income taxes in the periods presented include the Cayman Islands, China, Ireland, the Philippines, and Switzerland.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes our consolidated cash and investments and working capital:

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Cash, cash equivalents and short-term investments	\$ 104,462	\$ 117,210
Working capital	\$ 13,871	\$ 20,060

Key Components of Cash Flows

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Net cash provided by operating activities	\$ 67,568	\$ 134,997	\$ 283,808
Net cash provided by (used in) investing activities	\$ 261	\$ (113,036)	\$ 69,100
Net cash used in financing activities	\$ (45,023)	\$ (58,475)	\$ (516,374)

Fiscal 2013:

Operating Activities

In fiscal 2013, net cash provided by operating activities was \$67.6 million compared to \$135 million in fiscal 2012. Operating cash flows for fiscal 2013 were primarily due to net favorable non-cash adjustments to our net loss including stock-based compensation of \$73.0 million and depreciation and amortization of \$48.4 million, and a decrease in inventory of \$29.4 million.

The significant changes in our working capital as of December 29, 2013 compared to December 30, 2012 were as follows:

- Accounts payable and other current and long-term liabilities decreased by \$37.1 million due to timing of purchases and payments.
- Deferred margin on sales to distributors decreased by \$8.8 million due to lower distributor shipments.
- Inventory decreased by \$29.4 million primarily due to sale of inventory acquired with the acquisition of Ramtron.

Investing Activities

In fiscal 2013, net cash provided by investing activities was \$0.3 million compared to net cash used in investing activities of \$113.0 million in fiscal 2012. The cash provided by our investing activities in fiscal 2013 was primarily due to sales of investments of \$64.4 million offset by investment purchases of \$23.1 million, and purchases of property and equipment of \$36.6 million primarily for our Emerging Technologies Division.

Financing Activities

In fiscal 2013, net cash used in financing activities was \$45.0 million compared to \$58.5 million in fiscal 2012. The cash we used in our financing activities in fiscal 2013 was primarily due to payment of dividends of \$64.8 million, repayment on our long term revolving credit facility (Credit facility) of \$145.0 million and repayment of other debt of \$17.1 million, partially offset by net proceeds of \$38.7 million from the issuance of common shares under our employee stock plans, and borrowings of \$140.0 million on our Credit facility.

Fiscal 2012:

In fiscal 2012, cash and cash equivalents decreased by approximately \$36.5 million primarily due to the \$113.0 million cash used in our investing activities, principally related to the cash paid for the acquisition of Ramtron. (See Note 2 for a detailed discussion of the Ramtron acquisition.) Cash and cash equivalents also decreased due to the \$58.5 million cash used in our financing activities, principally related to our stock buyback program and payment of dividends, which were partially offset by cash received from our credit facility. Cash used in our investing and financing activities was partially offset by the cash generated from our operating activities of \$135.0 million.

Operating Activities

In fiscal 2012, net cash provided by operating activities was \$135.0 million compared to \$283.8 million in fiscal 2011. Operating cash flows for fiscal 2012 were primarily due to \$138.3 million in net favorable non-cash adjustments to our net loss including stock-based compensation of \$74.3 million and depreciation and amortization of \$50.8 million, an increase in accounts payable and other liabilities, and a decrease in accounts receivable, partially offset by decreases in deferred income on sales to our distributors.

The significant changes in our working capital, excluding the impact of the Ramtron acquisition, as of December 30, 2012 compared to January 1, 2012 were as follows:

- Accounts receivable decreased by \$23.9 million due to decreased revenue and distributor shipments.
- Accounts payable and other current and long-term liabilities increased by \$19.4 million due to timing of purchases and payments.
- Deferred margin on sales to distributors decreased by \$19.1 million due to lower distributor shipments.

Investing Activities

In fiscal 2012, net cash used in investing activities was \$113.0 million compared to net cash provided by investing activities of \$69.1 million in fiscal 2011. The cash we used for our investing activities in fiscal 2012 was primarily due to the purchase of investments of \$112.8 million, and \$100.9 million for the acquisition of Ramtron, partially offset by proceeds from the sales or maturities and purchases of available for sale investments of \$139.8 million.

Financing Activities

In fiscal 2012, net cash used in financing activities was \$58.5 million compared to \$516.4 million in fiscal 2011. The cash we used in our financing activities in fiscal 2012 was primarily due to \$209.2 million cash used to repurchase shares of our stock, \$22.6 million related to statutory income tax withholdings paid on vested restricted stock awards in lieu of issuing shares of stock and \$63.2 million dividends paid in fiscal 2012. These amounts were partially offset by \$232.0 million of borrowings under our revolving facility and line of credit, net of the repayment of our previous line of credit.

Fiscal 2011:

In fiscal 2011, cash and cash equivalents decreased by approximately \$163.5 million primarily due to the \$516.4 million cash used in our financing activities, principally related to our stock buyback programs, partially offset by the cash generated from our operating and investing activities of approximately \$283.8 million and \$69.1 million, respectively.

Operating Activities

In fiscal 2011, net cash provided by operating activities was \$283.8 million compared to \$262.7 million in fiscal 2010. Operating cash flows for fiscal 2011 were primarily driven by higher net income adjusted for certain non-cash items including stock-based compensation of approximately \$100.8 million, depreciation and amortization of approximately \$53.5 million, and partially offset by changes in our working capital. The significant changes in our working capital as of January 1, 2012 compared to January 2, 2011 were as follows:

- Accounts receivable decreased by \$14.2 million due to better collection efforts and the sale of our image sensors product family in early 2011.
- The cash impact from the decrease in inventories was approximately \$4.3 million which was primarily driven by the increased shipments to our direct customers and distributors.
- Accounts payable decreased by \$6.9 million due to timing of purchases and payments.
- Deferred margin on sales to distributors increased by \$18.8 million due to higher distributor shipments.
- Income taxes payable decreased by \$7.0 million primarily due to payments in fiscal 2011.

Investing Activities

In fiscal 2011, net cash provided by investing activities was \$69.1 million compared to net cash used in investing activities of \$150.7 million in fiscal 2010. The cash we generated from our investing activities in fiscal 2011 was primarily due to \$110.0 million net proceeds from the sales or maturities and purchases of available for sale investments, \$34.0 million proceeds from the sale of image sensor business unit and \$6.3 million proceeds from sales of certain property and equipment, partially offset by \$80.6 million of property and equipment expenditures.

Financing Activities

In fiscal 2011, net cash used in financing activities was \$516.4 million compared to \$92.4 million in fiscal 2010. The cash we used in our financing activities in fiscal 2011 was primarily due to \$604.8 million cash used to repurchase shares of our stock and cash used for our yield enhancement structured agreements settling in our stock, \$46.0 million related to statutory income tax withholdings paid on vested restricted stock awards in lieu of issuing shares of stock and \$29.0 million dividends paid in fiscal 2011, partially offset by the net proceeds of \$71.2 million from the issuance of common shares under our employee stock plans, \$49.9 million net cash generated from our yield enhancement structured agreements that were settled in cash and \$42.3 million cash generated from equipment loans and other financing arrangements.

Liquidity

Stock Repurchase Programs:

On September 20, 2011, our Board authorized a new \$400.0 million stock buyback program. The program allows us to purchase our common stock or enter into equity derivative transactions related to our common stock. The timing and actual amount expended with the new authorized funds will depend on a variety of factors including the market price of our common stock, regulatory, legal, and contractual requirements, alternative uses of cash, availability of on shore cash and other market factors. The program does not obligate us to repurchase any particular amount of common stock and may be modified or suspended at any time at our discretion. From September 2011 through the end of fiscal 2013, we used approximately \$316.3 million from this program to repurchase approximately 23.6 million shares at an average share price of \$13. As of December 29, 2013, \$83.7 million remained available for future stock repurchases.

Yield Enhancement Program (“YEP”):

As discussed in Item 5 above and in Note 14 of the Notes to Consolidated Financial Statements under Item 8, we have periodically entered into short term yield enhanced structured agreements since fiscal 2009. In fiscal 2013 we didn't enter into any short-term yield enhanced structured agreements. In fiscal 2012, we entered into short-term yield enhanced structured agreements with maturities of 30 days or less for an aggregate price of approximately \$14.5 million. Upon settlement of these agreements, we received approximately \$14.9 million in cash.

In fiscal 2011, we entered into short-term yield enhanced structured agreements with maturities of 50 days or less for an aggregate price of approximately \$318.4 million. Upon settlement of these agreements, we received approximately \$143.8 million in cash and 9.5 million shares of common stock at an average share price of \$19.01.

Senior Secured Revolving Credit Facility

On June 26, 2012, we entered into a five-year senior secured revolving credit facility (“Credit Facility”) with a group of lenders led by Morgan Stanley Senior Funding, Inc. The Credit Facility enables us to borrow up to \$430 million on a revolving basis. Borrowing terms vary based on the type of borrowing with all outstanding balances being due at the credit facility termination date, or June 25, 2017. Outstanding amounts may be repaid prior to maturity without penalty and are mandatory for certain asset sales and casualty events. The current outstanding borrowings bear interest at LIBOR plus 2.25% on the drawn amount. There is a commitment fee payable of 0.375% per annum on any undrawn amounts. The Credit Facility contains customary affirmative, negative and financial covenants for similarly rated companies.

On October 17, 2013, we amended our credit facility to reduce the revolving commitments to \$300 million. In connection with the reduction, certain financial covenants were amended. The amended financial covenants include the following conditions: 1) maximum senior secured leverage ratio of 2.50 to 1.00 through January 1, 2017 and 2.25 to 1.00 thereafter, 2) maximum total leverage ratio of 4.25 to 1.00 through January 3, 2015, 3.5 to 1.00 through January 1, 2017 and 3.00 to 1.00 thereafter, 3) minimum fixed charge coverage ratio of 1.00 to 1.00, and 4) minimum liquidity of at least \$100 million. Borrowings are collateralized by substantially all assets of the company.

At December 29, 2013, our outstanding borrowings of \$227 million were recorded as part of long-term liabilities and are presented as “Long-term revolving credit facility” in the Consolidated Balance Sheet. As of December 29, 2013, we were in compliance with all of the financial covenants under the Credit Facility.

Refer to Note 14 of Notes to Consolidated Financial Statements under Item 8 for more information on our senior secured revolving credit facility.

Auction Rate Securities (“ARS”):

In December 2011, we entered into a settlement and securities purchase agreement (the “Securities Agreement”) with a certain financial institution. Pursuant to the terms of the Securities Agreement, we agreed to sell to the financial institution certain of our ARS investments with an aggregate par value of approximately \$19.1 million and carrying value of approximately \$17.3 million for an aggregate sale price of approximately \$16.4 million. Under the terms of the Securities Agreement, we have the option to repurchase from the financial institution any of the ARS we sold to them until November 30, 2013 for the amount at which the related ARS were sold plus agreed-upon funding costs. Because of our ability to repurchase the ARS from the date of sale through November 30, 2013, we maintain effective control of these ARS. As such, we did not account for the transaction as a sale and recognized the consideration we received as “Advances received for the sale of ARS” under “Other long-term liabilities” in the 2012 and 2011 Consolidated Balance Sheets. We accounted for these ARS as if we never sold them until they were called.

During fiscal 2012 ARS with a par value of \$10.0 million were called for redemption at par and ARS with a par value of \$5.0 million were sold at 98.25 of par, which resulted in the reversal of unrealized losses of \$1.3 million. These ARS were included as part of the Securities Agreement noted above.

During the first quarter of fiscal 2013, ARS with a par value of \$1.0 million were sold at 98.38% of par, which resulted in the reversal of unrealized losses of \$0.1 million. During the fourth quarter of fiscal 2013, we sold all remaining ARS with a par value of \$4.8 million and recognized a realized loss on the sale of \$0.1 million.

Refer to Note 5 of Notes to Consolidated Financial Statements under Item 8 for more information on our auction rate securities.

Contractual Obligations

The following table summarizes our contractual obligations as of December 29, 2013:

	Payments Due by Years				
	Total	2014	2015 and 2016	2017 and 2018	After 2019
	(In thousands)				
Purchase obligations (1)	\$ 67,260	\$ 60,964	\$ 6,296	\$ —	\$ —
Operating lease commitments	17,307	5,668	8,051	3,588	—
Capital lease commitments	13,105	2,659	9,518	928	—
Total contractual obligations	<u>\$ 97,672</u>	<u>\$ 69,291</u>	<u>\$ 23,865</u>	<u>\$ 4,516</u>	<u>\$ —</u>

- (1) Purchase obligations primarily include non-cancelable purchase orders for materials, services, manufacturing equipment, building improvements and supplies in the ordinary course of business. Purchase obligations are defined as enforceable agreements that are legally binding on us and that specify all significant terms, including quantity, price and timing.

As of December 29, 2013, our unrecognized tax benefits were \$18.6 million, which were classified as long-term liabilities. We believe it is possible that we may recognize approximately \$8.0 million to \$9.0 million of our existing unrecognized tax benefits within the next twelve months as a result of the lapse of statutes of limitations and the resolution of agreements with domestic and various foreign tax authorities.

Capital Resources and Financial Condition

Our long-term strategy is to maintain a minimum amount of cash for operational purposes and to invest the remaining amount of our cash in interest-bearing and highly liquid cash equivalents and debt securities, the purchase of our stock through our stock buyback program and payments of regularly scheduled cash dividends. In addition we may use excess cash to invest in our ETD, enter into strategic investments and partnerships and pursue acquisitions. As of December 29, 2013, in addition to \$86 million in cash and cash equivalents, we had \$18.5 million invested in short-term investments for a total cash and short-term investment position of \$104.5 million that is available for use in current operations.

As of December 29, 2013, approximately 31% of our cash and cash equivalents and available for sale investments are offshore funds. While these amounts are primarily invested in U.S. dollars, a portion is held in foreign currencies. All offshore balances are exposed to local political, banking, currency control and other risks. In addition, these amounts, if repatriated may be subject to tax and other transfer restrictions.

We believe that liquidity provided by existing cash, cash equivalents and investments and our borrowing arrangements will provide sufficient capital to meet our requirements for at least the next twelve months. However, should prevailing economic conditions, debt covenants constraints, and/or financial, business and other factors beyond our control adversely affect our estimates of our future cash requirements, we could be required to fund our cash requirements by alternative financing. There can be no assurance that additional financing, if needed, would be available on terms acceptable to us or at all. We may also choose at any time to raise additional capital or debt to strengthen our financial position, facilitate growth, enter into strategic initiatives including the acquisition of other companies, repurchases of shares of stock or increase our dividends or pay a special dividend and provide us with additional flexibility to take advantage of other business opportunities that arise.

Non-GAAP Financial Measures

Regulation G, conditions for use of Non-Generally Accepted Accounting Principles (“Non-GAAP”) financial measures, and other SEC regulations define and prescribe the conditions for use of certain Non-GAAP financial information. To supplement our consolidated financial results presented in accordance with GAAP, we use Non-GAAP financial measures which are adjusted from the most directly comparable GAAP financial measures to exclude certain items, as described below. Management believes that these Non-GAAP financial measures reflect an additional and useful way of viewing aspects of our operations that, when viewed in conjunction with our GAAP results, provide a more comprehensive understanding of the various factors and trends affecting our business and operations. Non-GAAP financial measures used by us include gross margin, research and development expenses, selling, general and administrative expenses, operating income or loss, net income or loss and basic and diluted net income or loss per share.

Our Non-GAAP measures primarily exclude stock-based compensation, acquisition-related charges, impairments to goodwill, gain or losses on divestiture, investment-related gains and losses, discontinued operations, restructuring costs and other special charges and credits.

We use each of these non-GAAP financial measures for internal managerial purposes when providing our financial results and business outlook to the public, to facilitate period-to-period comparisons and to formulate our formula driven cash bonus plan and any milestone based stock awards. Management believes that these non-GAAP measures provide meaningful supplemental information regarding our operational and financial performance of current and historical results. Management uses these non-GAAP measures for strategic and business decision making, internal budgeting, forecasting and resource allocation processes. In addition, these non-GAAP financial measures facilitate management’s internal comparisons to our historical operating results and comparisons to competitors’ operating results.

The table below shows our Non-GAAP financial measures:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands, except per shares amounts)		
Non-GAAP gross margin	\$ 377,261	\$ 426,693	\$ 570,456
Non-GAAP research and development expenses	\$ 161,764	\$ 166,086	\$ 165,787
Non-GAAP selling, general and administrative expenses	\$ 143,071	\$ 163,804	\$ 167,746
Non-GAAP operating income	\$ 72,426	\$ 96,804	\$ 236,922
Non-GAAP net income attributable to Cypress	\$ 63,221	\$ 91,450	\$ 237,533
Non-GAAP diluted net income per share attributable to Cypress	\$ 0.39	\$ 0.55	\$ 1.25

We believe that providing these Non-GAAP financial measures, in addition to the GAAP financial results, are useful to investors because they allow investors to see our results “through the eyes” of management as these Non-GAAP financial measures reflect our internal measurement processes. Management believes that these Non-GAAP financial measures enable investors to better assess changes in each key element of our operating results across different reporting periods on a consistent basis and provides investors with another method for assessing our operating results in a manner that is focused on the performance of our ongoing operations.

CYPRESS SEMICONDUCTOR CORPORATION
RECONCILIATION OF GAAP FINANCIAL MEASURES TO NON-GAAP FINANCIAL MEASURES
(In thousands, except per-share data)
(Unaudited)

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
GAAP gross margin	\$ 338,572	\$ 392,800	\$ 546,602
Stock-based compensation expense	12,789	18,519	23,730
Impairment of assets and others	241	3,581	235
Changes in value of deferred compensation plan (1)	854	372	(111)
Patent license fee	—	7,100	—
Acquisition-related expense	24,805	3,545	—
Divestiture expenses	—	776	—
Non-GAAP gross margin	<u>\$ 377,261</u>	<u>\$ 426,693</u>	<u>\$ 570,456</u>
GAAP research and development expenses	<u>\$ 190,906</u>	<u>\$ 189,897</u>	<u>\$ 189,970</u>
Stock-based compensation expense	(26,042)	(19,800)	(24,297)
Non-cash compensation	—	(433)	—
Changes in value of deferred compensation plan (1)	(1,744)	(568)	114
Divestiture expenses	—	(307)	—
Acquisition-related expense	(252)	(2,703)	—
Impairment of assets and other	(1,104)	—	—
Non-GAAP research and development expenses	<u>\$ 161,764</u>	<u>\$ 166,086</u>	<u>\$ 165,787</u>
GAAP selling, general and administrative expenses	<u>\$ 182,671</u>	<u>\$ 211,959</u>	<u>\$ 227,976</u>
Stock-based compensation expense	(34,187)	(36,013)	(52,754)
Non-cash compensation	—	(500)	—
Impairment of assets and others	(450)	(173)	(3,811)
Building donation	—	—	(4,125)
Changes in value of deferred compensation plan (1)	(3,795)	(1,710)	460
Acquisition-related expense	(1,168)	(9,095)	—
Divestiture expenses	—	(664)	—
Non-GAAP selling, general and administrative expenses	<u>\$ 143,071</u>	<u>\$ 163,804</u>	<u>\$ 167,746</u>
GAAP operating income (loss)	<u>\$ (58,195)</u>	<u>\$ (18,915)</u>	<u>\$ 153,719</u>
Stock-based compensation expense	73,020	74,332	100,781
Non-cash compensation	—	933	—
Gain (loss) on divestiture and expenses	—	3,351	(34,291)
Restructuring charges	15,357	4,258	6,336
Impairment of assets and others	1,795	3,758	4,045
Building donation	—	—	4,125
Changes in value of deferred compensation plan (1)	6,393	2,650	(685)
Patent license fee	—	7,100	—
Acquisition-related expenses	34,056	19,337	2,892
Non-GAAP operating income	<u>\$ 72,426</u>	<u>\$ 96,804</u>	<u>\$ 236,922</u>

- (1) Consistent with the current presentation, all prior periods have been recast to reflect changes in deferred compensation plan as a Non-GAAP adjustment.

CYPRESS SEMICONDUCTOR CORPORATION
RECONCILIATION OF GAAP FINANCIAL MEASURES TO NON-GAAP FINANCIAL MEASURES
(In thousands, except per-share data)
(Unaudited)

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
GAAP net income (loss) attributable to Cypress	\$ (46,364)	\$ (22,370)	\$ 167,839
Stock-based compensation expense	73,020	74,332	100,781
Non-cash compensation	—	933	—
Gain (loss) on divestiture and expenses	—	3,351	(34,291)
Restructuring charges	15,357	4,258	6,336
Impairment of assets and others	1,794	3,758	4,047
Building donation	—	—	4,125
Changes in value of deferred compensation plan (1)	22	(507)	177
Acquisition-related expenses	34,056	19,337	2,892
Investment-related gains	(2,266)	2,760	—
Patent license fee	—	7,100	—
Tax effects	(12,398)	(1,502)	(14,373)
Non-GAAP net income (loss) attributable to Cypress	<u>\$ 63,221</u>	<u>\$ 91,450</u>	<u>\$ 237,533</u>
GAAP net income per share attributable to Cypress—diluted	<u>\$ (0.31)</u>	<u>\$ (0.15)</u>	<u>\$ 0.90</u>
Stock-based compensation expense	0.45	0.45	0.53
Non-cash compensation	—	—	—
Gain (loss) on divestiture and expenses	—	0.02	(0.18)
Restructuring charges	0.10	0.03	0.04
Impairment of assets and others	0.01	0.02	0.02
Building donation	—	—	0.02
Acquisition-related expense	0.21	0.12	0.02
Investment-related losses (gains)	(0.01)	0.02	—
Patent license	—	0.04	—
Tax effects	(0.08)	(0.01)	(0.08)
Non-GAAP share count adjustment	0.02	0.01	(0.02)
Non-GAAP net income per share attributable to Cypress—diluted	<u>\$ 0.39</u>	<u>\$ 0.55</u>	<u>\$ 1.25</u>

- (1) Consistent with the current presentation, all prior periods have been recast to reflect changes in deferred compensation plan as a Non-GAAP adjustment.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements included in this Annual Report on Form 10-K and the data used to prepare them. Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and we are required to make estimates, judgments and assumptions in the course of such preparation. Note 1 of Notes to Consolidated Financial Statements under Item 8 describes the significant accounting policies and methods used in the preparation of the consolidated financial statements. On an ongoing basis, we re-evaluate our judgments and estimates including those related to revenue recognition, allowances for doubtful accounts receivable, inventory valuation, valuation of long-lived assets, goodwill and financial instruments, stock-based compensation, and settlement costs, and income taxes. We base our estimates and judgments on historical experience, knowledge of current conditions and our beliefs of what could occur in the future considering available information. Actual results may differ from these estimates under different assumptions or conditions. Our critical accounting policies that are affected by significant estimates, assumptions and judgments used in the preparation of our consolidated financial statements are as follows:

Revenue Recognition:

We generate revenues by selling products to distributors, various types of manufacturers including original equipment manufacturers (“OEMs”) and electronic manufacturing service providers (“EMSs”). We recognize revenue on sales to OEMs and EMSs provided that persuasive evidence of an arrangement exists, the price is fixed or determinable, title has transferred, collection of resulting receivables is reasonably assured, there are no customer acceptance requirements, and there are no remaining significant obligations.

Sales to certain distributors are made under agreements which provide the distributors with price protection, other allowances and stock rotation under certain circumstances. Given the uncertainties associated with the rights given to these distributors, revenues and costs related to distributor sales are deferred until products are sold by the distributors to the end customers. Revenues are recognized from those distributors when the products have been sold to the end customers. At the time of shipment to those distributors, we record a trade receivable for the selling price since there is a legally enforceable right to receive payment, relieve inventory for the value of goods shipped since legal title has passed to the distributors, and defer the related margin as deferred margin on sales to distributors in the Consolidated Balance Sheets. The effects of distributor price adjustments are recorded as a reduction to deferred revenue at the time the distributors sell the products to the end customers.

We record as a reduction to revenues reserves for sales returns, price protection and allowances, based upon historical experience rates and for any specific known customer amounts. We also provide certain distributors and EMSs with volume-pricing discounts, such as rebates and incentives, which are recorded as a reduction to revenues at the time of sale. Historically these volume discounts have not been significant.

Our revenue reporting is highly dependent on receiving pertinent, accurate and timely data from our distributors. Distributors provide us periodic data regarding the product, price, quantity, and end customer when products are resold as well as the quantities of our products they still have in stock. Because the data set is large and complex and because there may be errors in the reported data, we must use estimates and apply judgments to reconcile distributors’ reported inventories to their activities. Actual results could vary materially from those estimates.

Allowances for Doubtful Accounts Receivable:

We maintain an allowance for doubtful accounts for losses that we estimate will arise from our customers’ inability to make required payments. We make estimates of the collectability of our accounts receivable by considering factors such as historical bad debt experience, specific customer creditworthiness, the age of the accounts receivable balances and current economic trends that may affect a customer’s ability to pay. If the data we use to calculate the allowance for doubtful accounts does not reflect the future ability to collect outstanding receivables, additional provisions for doubtful accounts may be needed and our results of operations could be materially affected.

Valuation of Inventories:

Management periodically reviews the adequacy of our inventory reserves. We record a write-down for our inventories which have become obsolete or are in excess of anticipated demand or net realizable value. We perform a detailed review of inventories each quarter that considers multiple factors including demand forecasts, product life cycle status, product development plans and current sales levels. Inventory reserves are not relieved until the related inventory has been sold or scrapped. Our inventories may be subject to rapid technological obsolescence and are sold in a highly competitive industry. If there were a sudden and significant decrease in demand for our products, or if there were a higher incidence of inventory obsolescence because of rapidly changing technology and customer requirements, we could be required to record additional write-downs, and our gross margin could be adversely affected.

Valuation of Long-Lived Assets:

Our business requires heavy investment in manufacturing facilities and equipment that are technologically advanced but can quickly become significantly under-utilized or rendered obsolete by rapid changes in demand. In addition, we have recorded intangible assets with finite lives related to our acquisitions.

We evaluate our long-lived assets, including property, plant and equipment and purchased intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered important that could result in an impairment review include significant underperformance relative to expected historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for our business, significant negative industry or economic trends, and a significant decline in our stock price for a sustained period of time. Impairments are recognized based on the difference between the fair value of the asset and its carrying value, and fair value is generally measured based on discounted cash flow analysis. If there is a significant adverse change in our business in the future, we may be required to record impairment charges on our long-lived assets.

Valuation of Goodwill:

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in a business combination. The carrying amount of goodwill at December 29, 2013 was \$65.7 million, \$33.9 million in the Memory Products Division (“MPD”) and \$31.8 million in the Programmable System Division (“PSD”). The goodwill related to MPD was recorded as part of the acquisition of Ramtron in the fourth quarter of fiscal 2012. The goodwill related to PSD was unchanged from the balance at December 30, 2012. MPD and PSD are the only reportable business segments with goodwill.

We assess our goodwill for impairment on an annual basis and, if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. In accordance with ASU 2011-08, Testing Goodwill for Impairment, qualitative factors can be assessed to determine whether it is necessary to perform the current two-step test for goodwill impairment. If we believe, as a result of our qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required.

2011 and 2012

In 2011 the fair value of PSD was substantially in excess of its carrying amount based on the quantitative assessment of goodwill that we performed in fiscal 2010. There had been no triggering events or changes in circumstances since that quantitative analysis to indicate that the fair value of PSD would be less than its carrying amount.

In 2012 we performed a qualitative assessment of goodwill and concluded that it was more likely than not that the fair value of MPD and PSD exceeded their carrying amounts. In assessing the qualitative factors, we considered the impact of these key factors: (i) change in the industry and competitive environment; (ii) market capitalization; (iii) stock price; and (iv) overall financial performance such as negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods. Based on the foregoing, the first and second steps of the goodwill impairment test were unnecessary for fiscal 2012 and goodwill was not impaired as of December 30, 2012.

2013

We elected to perform the two-step quantitative goodwill impairment test in 2013. The first step of a quantitative goodwill impairment test is to identify a potential impairment by comparing the fair value of a reporting unit with its carrying amount. The second step compares the implied fair value of the reporting unit’s goodwill with the carrying amount of that goodwill. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. Based on the results of the testing, no goodwill impairment was recognized in fiscal 2013.

Fair Value of Financial Instruments:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Our financial assets and financial liabilities that require recognition under the guidance generally include available-for-sale investments, employee deferred compensation plan and foreign currency derivatives. The guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of us. Unobservable inputs are inputs that reflect our assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. As such, fair value is a market-based measure considered from the perspective of a market participant who holds the asset or owes the liability rather than an entity-specific measure. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

- Level 1 includes instruments for which quoted prices in active markets for identical assets or liabilities that we have the ability to access. Our financial assets utilizing Level 1 inputs include U.S. treasuries, money market funds, marketable equity securities and our employee deferred compensation plan assets with the exception of our stable value funds which are considered Level 2 instruments.
- Level 2 includes instruments for which the valuations are based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities. Level 2 assets consist of certain marketable debt instruments for which values are determined using inputs that are observable in the market or can be derived principally from or corroborated by observable market data. Our Level 2 instruments include certain U.S. government securities, commercial paper, corporate notes and bonds, assets held-for-sale and our employee deferred compensation plan liabilities and our stable value funds included in our deferred compensation plan assets.

- Level 3 includes valuations based on inputs that are unobservable and significant to the overall fair value measurement. Financial assets utilizing Level 3 inputs primarily include auction rate securities. We sold our entire investment in auction rate securities during 2013. Prior to the sale, we used an income approach valuation model to estimate the exit price of the auction rate securities, which is derived as the weighted-average present value of expected cash flows over various periods of illiquidity, using a risk adjusted discount rate that is based on the credit risk and liquidity risk of the securities.

Availability of observable inputs can vary from instrument to instrument and to the extent that valuation is based on inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by our management in determining fair value is greatest for instruments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. In regards to our auction rate securities, the income approach valuation model was based on both Level 2 (credit quality and interest rates) and Level 3 inputs. We determined that the Level 3 inputs were the most significant to the overall fair value measurement, particularly the estimates of risk adjusted discount rates and ranges of expected periods of illiquidity.

Stock-Based Compensation:

Under the fair value recognition provisions of the guidance, we recognize stock-based compensation net of an estimated forfeiture rate and only recognize compensation cost for those shares expected to vest over the requisite service period of the awards. Determining the appropriate fair value model and calculating the fair value of share-based payment awards require the input of highly subjective assumptions, including measurement of level of achievement of performance milestones, the expected life of the share-based payment awards and stock price volatility. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future. In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. If our actual forfeiture rate is materially different from our estimate, our future stock-based compensation expense could be significantly different from what we have recorded.

Accounting for Income Taxes:

Our global operations involve manufacturing, research and development and selling activities. Profits from non-U.S. activities are subject to local country taxes but are not subject to U.S. tax until repatriated to the U.S. It is our intention to permanently reinvest these earnings outside the U.S. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. We consider historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance. Should we determine that we would be able to realize deferred tax assets in the future in excess of the net recorded amount, we would record an adjustment to the deferred tax asset valuation allowance. This adjustment would increase income in the period such determination is made.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. We recognize potential liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate tax assessment, a further charge to expense would result.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risks

Our investment portfolio consists of a variety of financial instruments that exposes us to interest rate risk, including, but not limited to, money market funds, commercial paper and corporate securities. These investments are generally classified as available-for-sale and, consequently, are recorded on our balance sheets at fair market value with their related unrealized gain or loss reflected as a component of accumulated other comprehensive income in stockholders' equity. Due to the relatively short-term nature of our investment portfolio, we do not believe that an immediate 10% increase in interest rates would have a material effect on the fair market value of our portfolio. Since we believe we have the ability to liquidate this portfolio, we do not expect our operating results or cash flows to be materially affected to any significant degree by a sudden change in market interest rates on our investment portfolio.

Foreign Currency Exchange Risk

We operate and sell products in various global markets and purchase capital equipment using foreign currencies but predominantly the U.S. dollar. As a result, we are exposed to risks associated with changes in foreign currency exchange rates. Changes in exchange rates between foreign currencies and the U.S. dollar may adversely affect our operating margins. For example, when foreign currencies appreciate against the U.S. dollar, inventory and expenses denominated in foreign currencies become more expensive. An increase in the value of the U.S. dollar relative to foreign currencies could make our products more expensive for international customers, thus potentially leading to a reduction in demand, and therefore in our sales and profitability. Furthermore, many of our competitors are foreign companies that could benefit from such a currency fluctuation, making it more difficult for us to compete with those companies. We cannot predict the impact of future exchange rate fluctuations on our business and results of operations.

We analyzed our foreign currency exposure, including our hedging strategies, to identify assets and liabilities denominated in other currencies. For those assets and liabilities, we evaluated the effects of a 10% shift in exchange rates between those currencies and the U.S. dollar. We have determined that there would be an immaterial effect on our results of operations from such a shift.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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CYPRESS SEMICONDUCTOR CORPORATION
CONSOLIDATED BALANCE SHEETS

	December 29, 2013	December 30, 2012
	(In thousands, except per-share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 86,009	\$ 63,203
Short-term investments	18,453	54,007
Accounts receivable, net	81,084	82,920
Inventories	100,612	127,596
Other current assets	33,555	41,082
Total current assets	<u>319,713</u>	<u>368,808</u>
Property, plant and equipment, net	258,585	274,427
Goodwill	65,696	64,194
Intangible assets, net	40,828	49,216
Other long-term assets	81,014	74,984
Total assets	<u>\$ 765,836</u>	<u>\$ 831,629</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 47,893	\$ 58,704
Accrued compensation and employee benefits	38,972	38,190
Deferred margin on sales to distributors	122,578	131,192
Dividends payable	16,850	15,847
Income taxes payable	3,034	6,526
Other current liabilities	76,515	98,289
Total current liabilities	<u>305,842</u>	<u>348,748</u>
Deferred income taxes and other tax liabilities	26,831	40,928
Long-term revolving credit facility	227,000	232,000
Other long-term liabilities	27,528	33,092
Total liabilities	<u>587,201</u>	<u>654,768</u>
Commitments and contingencies (Note 18)		
Equity:		
Preferred stock, \$.01 par value, 5,000 shares authorized; none issued and outstanding	—	—
Common stock, \$.01 par value, 650,000 and 650,000 shares authorized; 296,346 and 286,903 shares issued; 153,172 and 144,224 shares outstanding at December 29, 2013 and December 30, 2012, respectively	2,963	2,868
Additional paid-in-capital	2,665,453	2,612,579
Accumulated other comprehensive loss	(177)	(444)
Accumulated deficit	(394,897)	(348,533)
Stockholders' equity before treasury stock	<u>2,273,342</u>	<u>2,266,470</u>
Less: shares of common stock held in treasury, at cost; 143,132 and 142,679 shares at December 29, 2013 and December 30, 2012, respectively	(2,090,233)	(2,085,570)
Total Cypress stockholders' equity	<u>183,109</u>	<u>180,900</u>
Noncontrolling interest	(4,474)	(4,039)
Total equity	<u>178,635</u>	<u>176,861</u>
Total liabilities and equity	<u>\$ 765,836</u>	<u>\$ 831,629</u>

The accompanying notes are an integral part of these consolidated financial statements.

CYPRESS SEMICONDUCTOR CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands, except per-share amounts)		
Revenues	\$ 722,693	\$ 769,687	\$ 995,204
Costs and expenses:			
Cost of revenues	384,121	376,887	448,602
Research and development	190,906	189,897	189,970
Selling, general and administrative	182,671	211,959	227,976
Amortization of acquisition-related intangible assets	7,833	3,996	2,892
Restructuring costs	15,357	4,258	6,336
(Gain) loss on divestiture	—	1,605	(34,291)
Total costs and expenses, net	<u>780,888</u>	<u>788,602</u>	<u>841,485</u>
Operating income (loss)	(58,195)	(18,915)	153,719
Interest and other income, net	2,225	(2,745)	1,859
Income (loss) before income taxes and noncontrolling interest	<u>(55,970)</u>	<u>(21,660)</u>	<u>155,578</u>
Income tax provision (benefit)	(7,761)	2,324	(11,379)
Income (loss), net of taxes	<u>(48,209)</u>	<u>(23,984)</u>	<u>166,957</u>
Adjust for loss attributable to noncontrolling interest, net of taxes	1,845	1,614	882
Net income (loss) attributable to Cypress	<u>(46,364)</u>	<u>(22,370)</u>	<u>167,839</u>
Net income (loss) per share attributable to Cypress:			
Basic	\$ (0.31)	\$ (0.15)	\$ 1.02
Diluted	\$ (0.31)	\$ (0.15)	\$ 0.90
Cash dividends declared per share	\$ 0.44	\$ 0.44	\$ 0.27
Shares used in net income (loss) per share calculation:			
Basic	148,558	149,266	164,495
Diluted	148,558	149,266	186,895

The accompanying notes are an integral part of these consolidated financial statements.

CYPRESS SEMICONDUCTOR CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
Net income (loss)	\$ (48,209)	\$ (23,984)	\$ 166,957
Other comprehensive income (loss), net of tax:			
Change in net unrealized gain, net of tax effects	267	1,490	1,147
Net gains reclassified into earning, net of tax effects	885	24	698
Other comprehensive income (loss)	1,152	1,514	1,845
Comprehensive income (loss)	(47,057)	(22,470)	168,802
Adjust for net loss attributable to noncontrolling interest	1,845	1,614	882
Comprehensive income (loss) attributable to Cypress	<u>\$ (45,212)</u>	<u>\$ (20,856)</u>	<u>\$ 169,684</u>

The accompanying notes are an integral part of these consolidated financial statements.

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock		Noncontrolling Interest	Total Equity
	Shares	Amount				Shares	Amount		
Balances at January 3, 2011	259,394	\$ 2,594	\$ 2,401,996	\$ (3,203)	\$ (494,002)	88,641	\$ (1,202,949)	\$ (1,543)	\$ 702,893
Comprehensive income:									
Net income attributable to Cypress	—	—	—	—	167,839	—	—	—	167,839
Net unrealized loss on available-for-sale investments	—	—	—	1,147	—	—	—	—	1,147
Other	—	—	—	116	—	—	—	—	116
Issuance of common shares under employee stock plans	19,418	186	71,006	—	—	—	—	—	71,192
Withholding of common shares for tax obligations on vested restricted shares	—	—	—	—	—	2,212	(46,033)	—	(46,033)
Yield enhancement structured agreements, net	—	—	49,927	—	—	9,500	(180,636)	—	(130,709)
Repurchases of common shares	—	—	—	—	—	24,285	(424,140)	—	(424,140)
Stock-based compensation	—	—	99,217	—	—	—	—	—	99,217
Dividends	—	—	(42,798)	—	—	—	—	—	(42,798)
Noncontrolling interest	—	—	—	—	—	—	—	(882)	(882)
Balances at January 2, 2012	278,812	\$ 2,780	\$ 2,579,348	\$ (1,940)	\$ (326,163)	124,638	\$ (1,853,758)	\$ (2,425)	\$ 397,842
Comprehensive income:									
Net income attributable to Cypress	—	—	—	—	(22,370)	—	—	—	(22,370)
Net unrealized gain on available-for-sale investments	—	—	—	1,490	—	—	—	—	1,490
Net realized gain (loss) on translation adjustments	—	—	—	6	—	—	—	—	6
Issuance of common shares under employee stock plans	8,091	88	23,707	—	—	—	—	—	23,795
Issuance of RSUs in connection with acquisition	—	—	1,805	—	—	—	—	—	1,805
Withholding of common shares for tax obligations on vested restricted shares	—	—	—	—	—	1,379	(22,625)	—	(22,625)
Yield enhancement structured agreements, net	—	—	433	—	—	—	—	—	433
Repurchases of common shares	—	—	—	—	—	16,662	(209,187)	—	(209,187)
Stock-based compensation	—	—	72,573	—	—	—	—	—	72,573
Dividends	—	—	(65,287)	—	—	—	—	—	(65,287)
Noncontrolling interest	—	—	—	—	—	—	—	(1,614)	(1,614)
Balances at January 2, 2013	286,903	\$ 2,868	\$ 2,612,579	\$ (444)	\$ (348,533)	142,679	\$ (2,085,570)	\$ (4,039)	\$ 176,861
Comprehensive income:									
Net income attributable to Cypress	—	—	—	—	(46,364)	—	—	—	(46,364)
Net unrealized gain on available-for-sale investments	—	—	—	267	—	—	—	—	267
Issuance of common shares under employee stock plans	9,443	95	43,249	—	—	—	—	—	43,344
Withholding of common shares for tax obligations on vested restricted shares	—	—	—	—	—	453	(4,663)	—	(4,663)
Stock-based compensation	—	—	75,447	—	—	—	—	—	75,447
Dividends	—	—	(65,822)	—	—	—	—	—	(65,822)
Noncontrolling interest	—	—	—	—	—	—	—	(435)	(435)
Balances at December 29, 2013	296,346	\$ 2,963	\$ 2,665,453	\$ (177)	\$ (394,897)	143,132	\$ (2,090,233)	\$ (4,474)	\$ 178,635

The accompanying notes are an integral part of these consolidated financial statements.

CYPRESS SEMICONDUCTOR CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Cash flows from operating activities:			
Net income (loss)	\$ (48,209)	\$ (23,984)	\$ 166,957
Adjustments to reconcile income (loss) to net cash provided by operating activities:			
Stock-based compensation expense	73,020	74,332	100,781
Depreciation and amortization	48,393	50,846	53,503
Loss (gain) on divestiture	—	1,605	(34,291)
Deferred income taxes and other tax liabilities	(14,455)	821	(15,757)
Restructuring costs	15,357	4,258	6,336
Contribution of asset	—	—	4,000
Loss (gain) on sale or retirement of property and equipment, net	—	3,192	3,891
Impairment of assets	—	—	1,982
Impairment of investments	—	3,200	800
Other	(718)	6	257
Changes in operating assets and liabilities, net of effects of an acquisition and divestiture:			
Accounts receivable	1,837	23,878	14,202
Inventories	29,419	1,351	4,280
Other current and long-term assets	8,712	(4,797)	(14,895)
Accounts payable and other liabilities	(37,173)	19,403	(27,049)
Deferred margin on sales to distributors	(8,615)	(19,114)	18,811
Net cash provided by operating activities	<u>67,568</u>	<u>134,997</u>	<u>283,808</u>
Cash flows from investing activities:			
Proceeds from sales or maturities of available-for-sale investments	64,414	139,825	218,555
Purchases of available-for-sale investments	(23,137)	(112,808)	(108,522)
Acquisition of property, plant and equipment	(36,627)	(33,013)	(80,556)
Cash paid for acquisition, net of cash received	—	(100,889)	
Proceeds from divestiture	—	—	34,025
Proceeds from sales of property and equipment	6,661	63	6,324
Cash paid for other investments	(11,961)	(7,203)	(3,911)
Net employee contributions to (distributions from) deferred compensation plan	(1,247)	989	3,185
Proceeds from sales of equity investments	2,158	—	—
Net cash provided by (used in) investing activities	<u>261</u>	<u>(113,036)</u>	<u>69,100</u>

CYPRESS SEMICONDUCTOR CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Cash flows from financing activities:			
Repurchase of common shares	—	(209,187)	(424,140)
Yield enhancement structured agreements settled in stock	—	—	(180,636)
Issuance of common shares under employee stock plans	43,344	23,795	71,192
Yield enhancement structured agreements settled in cash, net	—	433	49,927
Withholding of common shares for tax obligations on vested restricted shares	(4,663)	(22,625)	(46,033)
Payments of dividends	(64,819)	(63,227)	(29,048)
Proceeds from equipment leases and loans	—	2,073	26,822
Repayment of equipment leases and loans	(8,880)	(5,695)	(848)
Proceeds from other financing arrangements	—	—	16,390
Borrowings under revolving credit facility and line of credit	140,000	282,000	—
Repayments of line of credit loan	(145,000)	(50,000)	—
Financing costs	(3,276)	(2,792)	—
Repayments of other financing agreements	(3,140)	(13,250)	—
Proceeds from sale of shares to noncontrolling interest	1,411	—	—
Net cash used in financing activities	<u>(45,023)</u>	<u>(58,475)</u>	<u>(516,374)</u>
Net increase (decrease) in cash and cash equivalents	22,806	(36,514)	(163,466)
Cash and cash equivalents, beginning of year	63,203	99,717	263,183
Cash and cash equivalents, end of year	<u>\$ 86,009</u>	<u>\$ 63,203</u>	<u>\$ 99,717</u>
Supplemental disclosures:			
Dividends payable	\$ 16,850	\$ 15,847	\$ 13,786
Cash paid for income taxes	\$ 6,921	\$ 4,644	\$ 3,841
Additions to property, plant and equipment under capital lease arrangement	\$ —	\$ 18,788	\$ 2,925

The accompanying notes are an integral part of these consolidated financial statements.

CYPRESS SEMICONDUCTOR CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Cypress Semiconductor Corporation (“Cypress” or the “Company”) designs, develops, manufactures and markets high-performance, mixed-signal, programmable solutions that provide customers with rapid time-to-market and system value. Our offerings include the PSoC[®] programmable system-on-chip, universal serial bus (“USB”) controllers, general-purpose programmable clocks and memories. We also offer wired and wireless connectivity technologies that enhance connectivity and performance in multimedia handsets. We serve numerous markets including consumer, computation, data communications, automotive, and industrial.

Our operations outside of the United States include our assembly and test plants and a regional headquarters in the Philippines, and sales offices and design centers located in various parts of the world.

Financial Statement Preparation

In November 2012, we completed the acquisition of Ramtron, a publicly traded fabless semiconductor company that designs, develops and markets specialized semiconductor memory and integrated semiconductor solutions that are used in several markets for a wide range of applications. We completed a cash tender offer and purchased the remaining 96% of Ramtron’s outstanding common stock, which we did not own already, at a purchase price of \$3.10 per share for a total cash payment of \$102.4 million, equity consideration of \$1.8 million and have incurred acquisition related expenses of \$15.3 million. This \$15.3 million of acquisition related expenses includes legal, banker, severance expense and costs related to the acceleration of terminated employee stock awards. All existing Ramtron equity based incentive plans were terminated upon the completion of the acquisition. The Ramtron acquisition has been accounted for in accordance with the authoritative accounting guidance and the results of Ramtron are included in Cypress’s consolidated financial statements. See Note 2 for additional details related to the acquisition of Ramtron.

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and include the accounts of Cypress and all of our subsidiaries. Inter-company transactions and balances have been eliminated in consolidation.

Certain prior year balances have been reclassified to conform to current year presentation.

Fiscal Years

Our fiscal year ends on the Sunday closest to December 31. Fiscal 2013 ended on December 29, 2013, 2012 ended on December 30, 2012 and 2011 ended on January 1, 2012. Fiscal 2013, 2012 and 2011 each contained 52 weeks.

Management Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates and assumptions used in these consolidated financial statements primarily include those related to revenue recognition, inventory valuation, valuation of goodwill and intangible assets, valuation of investments, valuation of stock-based payment awards, allowances for doubtful accounts, warranty reserves, restructuring costs, certain other accrued liabilities and tax valuation allowances. Actual results could differ from those estimates. To the extent there are material differences between the estimates and actual results, our future results of operations will be impacted.

Fair Value of Financial Instruments

For certain of our financial instruments, including cash equivalents, accounts receivable, accounts payable and other current liabilities, the carrying amounts approximate their fair value due to the relatively short maturity of these items. See Note 5 for a detailed discussion of our fair value measurements.

Cash and Cash Equivalents

Highly liquid investments with original or remaining maturities of ninety days or less at the date of purchase are considered cash equivalents.

Investments

All of our investments in debt securities and equity securities in publicly traded companies are classified as available-for-sale securities. Available-for-sale debt securities with maturities greater than twelve months are classified as short-term when they are intended for use in current operations. Investments in available-for-sale securities are reported at fair value with unrealized gains and losses, net of tax, as a component of “Accumulated other comprehensive income (loss)” in the Consolidated Balance Sheets. We also have minority equity investments in privately-held companies. These investments are carried at cost less any other than temporary impairment writedowns and are included in “Other assets” in the Consolidated Balance Sheets. None of our equity investments are a variable interest entity.

We monitor our investments for impairment periodically and record appropriate reductions in carrying values when the declines are determined to be other-than-temporary. See Note 5 for a detailed discussion of the impairment losses recorded on our investments.

Inventories

Inventories are stated at the lower of standard cost (which approximates actual cost on a first-in, first-out basis) or market. Market is based on estimated net realizable value. We write down our inventories which have become obsolete or are in excess of anticipated demand or net realizable value based upon assumptions about demand forecasts, product life cycle status, product development plans and current sales levels. Inventory reserves are not relieved until the related inventory has been sold or scrapped.

Long-Lived Assets

Property, plant and equipment are stated at cost, less accumulated depreciation. Depreciation is computed for financial reporting purposes using the straight-line method over the estimated useful lives of the assets. Leasehold improvements and leasehold interests are amortized over the shorter of the estimated useful lives of the assets or the remaining term of the lease. Estimated useful lives are as follows:

Equipment	3 to 10 years
Buildings and leasehold improvements	5 to 20 years
Furniture and fixtures	3 to 7 years

We evaluate our long-lived assets, including property, plant and equipment and intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered important that could result in an impairment review include significant underperformance relative to expected historical or projected future operating results, significant changes in the manner of use of assets, significant negative industry or economic trends, and a significant decline in our stock price for a sustained period of time. Impairment is recognized based on the difference between the estimated fair value of the asset and its carrying value. Estimated fair value is generally measured based on quoted market prices, if available, appraisals or discounted cash flow analyses.

Change in Accounting Estimate

Due to our recent and future significant investments in our manufacturing equipment coupled with the current developments in our over-all manufacturing process and technologies, we reevaluated and reassessed the reasonableness of the useful lives of our manufacturing equipment during the fourth quarter of fiscal 2011. As a result of our comprehensive study and analysis, we have determined that the useful lives of our manufacturing equipment were longer than historically estimated. The key reasons that prompted us to perform a reevaluation of the useful lives of our manufacturing equipment were: (i) we determined that the average age of most of our existing equipment is more than 10 years; (ii) the recent and future significant investments in certain of our equipment where the risk of technological obsolescence has been determined to be low; and (iii) the expansion of our manufacturing facility which has allowed us to be more competitive and cost effective by reducing operating costs and integrating certain technologies into programmable technology which reduces the risk of technological obsolescence. Accordingly, we revised the useful lives of the related equipment and production assets from 7 years to 10 years beginning in the fourth quarter of fiscal 2011. The revised useful lives of the equipment did not have any impact in the consolidated statement of operations for fiscal 2011 as the decrease in depreciation expense for the fourth quarter of fiscal 2011 was capitalized in inventories. The fiscal 2012 depreciation expense was decreased by approximately \$16.0 million and this amount will decrease over time as the related manufacturing equipment becomes fully depreciated or increase as we acquire more manufacturing equipment.

Goodwill and Intangible Assets

Goodwill and intangible assets with indefinite lives are not amortized but are tested for impairment on an annual basis or whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Purchased intangible assets with finite useful lives are amortized using the straight-line method over their estimated useful lives and are reviewed for impairment as discussed above. See Note 4 for more information.

Revenue Recognition

We generate revenues by selling products to distributors, various types of manufacturers including original equipment manufacturers (“OEMs”) and electronic manufacturing service providers (“EMSs”). We recognize revenues on sales to OEMs and EMSs upon shipment provided that persuasive evidence of an arrangement exists, the price is fixed or determinable, title has transferred, collection of resulting receivables is reasonably assured, there are no customer acceptance requirements, and there are no significant remaining obligations.

Sales to certain distributors are made under agreements which provide the distributors with price protection, stock rotation and other allowances under certain circumstances. Given the uncertainties associated with the rights given to these distributors, revenues and costs related to distributor sales are deferred until products are sold by the distributors to the end customers. Revenues are recognized upon receiving notification from the distributors that products have been sold to the end customers. At the time of shipment to distributors, we record a trade receivable for the selling price since there is a legally enforceable right to receive payment, relieve inventory for the value of goods shipped since legal title has passed to the distributors, and defer the related margin as deferred income on sales to distributors in the Consolidated Balance Sheets. The effects of distributor price adjustments are recorded as a reduction to deferred income at the time the distributors sell the products to the end customers.

We record as a reduction to revenues reserves for sales returns, price protection and allowances based upon historical experience rates and for any specific known customer amounts. We also provide certain distributors and EMSs with volume-pricing discounts, such as rebates and incentives, which are recorded as a reduction to revenues at the time of sale. Historically these volume discounts have not been significant.

Shipping and Handling Costs

We record costs related to shipping and handling in cost of revenues.

Advertising Costs

Advertising costs consist of development and placement costs of our advertising campaigns and are charged to expense when incurred. Advertising expense was approximately \$2.9 million, \$4.9 million and \$5.0 million for fiscal 2013, 2012 and 2011, respectively.

Foreign Currency Transactions

We use the United States dollar predominately as the functional currency for most of our foreign entities. Assets and liabilities of these entities are remeasured into the United States dollar using exchange rates in effect at the end of the period, except for non-monetary assets and liabilities, such as property, plant and equipment, which are remeasured using historical exchange rates. Revenues and expenses are remeasured using average exchange rates in effect for the period, except for items related to assets and liabilities, such as depreciation, that are remeasured using historical exchange rates. The total gains (losses) from foreign currency re-measurement for fiscal 2013, 2012 and 2011 were \$2.8 million, (\$1.5 million) and \$1.2 million, respectively and are included in “Interest and other income, net” in the Consolidated Statements of Operations. For additional details related to items included in “Interest and other income, net,” see Note 13.

Concentration of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk are primarily cash equivalents, debt investments and trade accounts receivable. Our investment policy requires cash investments to be placed with high-credit quality institutions and limits the amount of credit risk from any one issuer. We perform ongoing credit evaluations of our customers’ financial condition whenever deemed necessary and generally do not require collateral. We maintain an allowance for doubtful accounts based upon the expected collectability of all accounts receivable.

Outstanding accounts receivable from three of our distributors, accounted for 17%, 12% and 11%, of our consolidated accounts receivable as of December 29, 2013. Outstanding accounts receivable from three of our distributors, accounted for 12%, 12% and 10%, respectively, of our consolidated accounts receivable as of December 30, 2012.

Revenue generated through three of our distributors, accounted for 11%, 10% and 9% respectively, of our consolidated revenue for fiscal 2013. One end customer accounted for 12% of our consolidated revenue for fiscal 2013.

Revenue generated through three of our distributors accounted for 14%, 12% and 10%, respectively, of our consolidated revenue for fiscal 2012. Shipments to one end customer accounted for 11% of our consolidated revenue for fiscal 2012.

Revenue through two of our distributors accounted for 13% and 11%, respectively, of our consolidated revenue for fiscal 2011. Shipments to one end customer accounted for 10% of our consolidated revenue for fiscal 2011.

Income Taxes

The provision for income taxes is determined using the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The provision for income taxes represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from differences between the financial and tax basis of our assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. Valuation allowances are recorded to reduce deferred tax assets when management cannot conclude that it is more likely than not that a tax benefit will be realized.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. We recognize potential liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result.

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (“FASB”) issued an Accounting Standards Update (“ASU”) on Income Taxes, to improve the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This guidance is expected to reduce diversity in practice and is expected to better reflect the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. This guidance is effective for our interim and annual periods beginning after December 15, 2013. We do not expect the implementation of this authoritative guidance to have a material impact on our financial position or results of operations.

NOTE 2. BUSINESS COMBINATIONS

Ramtron International Corporation (“Ramtron”)

In November 2012, we completed the acquisition of Ramtron, a publicly traded fabless semiconductor company that designs, develops and markets specialized semiconductor memory and integrated semiconductor solutions that are used in several markets for a wide range of applications. We had previously owned 4% of Ramtron’s outstanding common stock and in November 2012, we completed a cash tender offer and purchased the remaining 96% of Ramtron’s outstanding common stock at a purchase price of \$3.10 per share for a total cash payment of \$102.4 million, equity consideration of \$1.8 million and have incurred acquisition related expenses of \$15.3 million. This \$15.3 million of acquisition related expenses includes legal, banker, severance expenses and costs related to the acceleration of terminated employee stock awards.

The fair value of the assets acquired and liabilities assumed were recorded in our consolidated balance sheet as of the acquisition date. The results of operations of Ramtron were included in our consolidated results of operations subsequent to the acquisition date. Ramtron is included in our Memory Products Division.

Purchase Price Allocation:

The total purchase price paid for the 100% equity interest has been allocated to the net identifiable assets based on the estimated fair value at the acquisition date. We engaged a third party to assist with the determination of the fair value of certain identifiable intangible assets. In determining the value of these assets, management made various estimates and assumptions. These assumptions include but are not limited to the net present value of future expected cash flow from the sale of products. The fair value of all other assets and liabilities acquired was determined based on estimated future benefits or legal obligations associated with the respective asset or liability. The excess of the purchase price over the net identifiable assets and liabilities has been recorded as goodwill on the Consolidated Balance as of December 30, 2012.

The allocation of the purchase consideration is as follows, (in thousands):

Purchase price:

Cash	\$	102,391
Issuance of options and RSUs in connection with acquisition		1,805
Fair value of previously held 4% equity interest		5,170
Total purchase price	\$	<u>109,366</u>

Purchase price allocation:

Net tangible assets	\$	29,855
Acquired identifiable intangible assets:		
Purchased technology		42,100
Customer relationships		3,000
Trade name and backlog		550
Goodwill (See Note 4)		33,861
Total purchase consideration	\$	<u>109,366</u>

Remeasurement of Previously Held 4% of Equity Interest in Ramtron

In connection with the acquisition of Ramtron, the difference between the \$3.4 million carrying value and \$5.2 million fair value of the previously held 4% interest was recorded as a non-cash gain on investment in "Interest and other income, net" on the Consolidated Statement of Operations.

	(In thousands)
Fair value of previously held 4% equity interest	\$ 5,170
Carrying value of previously held 4% equity interest	(3,425)
Total gain on investment	<u>\$ 1,745</u>

Net Tangible Assets:

Net tangible assets consist of the following:

	(In thousands)
Accounts receivable, net	\$ 3,829
Inventories	40,153
Fixed assets	3,462
Other	6,699
Total assets acquired	<u>54,143</u>
Accounts payable	3,515
Accrued expenses, liabilities and notes payable	20,773
Total liabilities assumed	<u>24,288</u>
Total net tangible assets	<u>\$ 29,855</u>

Acquired Identifiable Intangible Assets:

The following table presents certain information on the acquired identifiable assets:

<u>Intangible Assets</u>	<u>Method of Valuation</u>	<u>Discount Rate Used</u>	<u>Estimated Useful Lives</u>
Purchased technology	Income Approach	19%-20%	7 –10 years
Customer relationships	Income Approach	19%	10 years
Trade name and backlog	Income Approach	16%-18%	0.75 –1 years

Customer Relationships:

Customer relationships represent the fair value of projected cash flows that will be derived from the sale of products to Ramtron’s existing customers based on existing, in-process, and future versions of the underlying technology.

Goodwill:

Ramtron’s F-RAM offers a unique set of features and combines the best of RAM and ROM into a single package that outperforms other nonvolatile memories with remarkably fast writes, high endurance and ultra-low power consumption. Ramtron’s F-RAM technology complements our nvSRAM business and strengthens our overall memory portfolio. The acquisition will provide synergy with other of our offerings, including USB controllers and our PSoC line, expanding the scope of solutions that we provide. These factors primarily contributed to a purchase price that resulted in goodwill.

Conversion of Ramtron Shares

As part of the acquisition of Ramtron, we issued to Ramtron employees options to purchase 328,885 shares of our common stock, 39,432 restricted stock units (“RSUs”) and 148,242 restricted stock awards with an aggregate value of approximately \$2.7 million, in exchange for their options to purchase shares, restricted stock units, and restricted stock awards of Ramtron. Of this amount, \$1.8 million was earned prior to the acquisition date, and therefore, was part of the acquisition consideration. The remaining compensation expense is approximately \$0.7 million, subject to adjustment based on estimated forfeitures.

NOTE 3. DIVESTITURES

On December 19, 2012, we completed the divestiture of our wholly-owned subsidiary EnviroSystems and we received nominal consideration that is dependent upon future performance. EnviroSystems was part of our ETD segment and as a result of the sale we recorded a loss of \$1.6 million in “(Gain) loss on divestiture,” on the Consolidated Statement of Operations. Prior to the divestiture, EnviroSystems was immaterial to the financial position and operations of Cypress; therefore, the sale did not qualify as a discontinued operation.

As part of our continued efforts to focus on programmable products including our flagship PSoC[®] programmable system-on-chip solutions and our TrueTouch[®] touch-sensing controllers, we divested our image sensors product families, part of our MPD segment, and sold them to ON Semiconductor Corporation (“ON”) on February 27, 2011 for total consideration of \$34 million.

In connection with the divestiture, we recorded a gain of \$34.3 million. We received \$14.9 million in cash in March of 2011 and received the remaining \$19.1 million in April 2011. The following table summarizes the components of the gain:

	<u>Image Sensors (In thousands)</u>
Cash proceeds	<u>\$ 34,025</u>
Assets sold:	
Inventories	(3,617)
Prepaid and other assets	(2,003)
Property, plant and equipment	(1,178)
Liabilities disposed of:	
Accounts payable	1,508
Other liabilities	3,416
Taxes payable	1,129
Customer advances	1,239
Transaction and other costs	(228)
Gain on divestiture	<u>\$ 34,291</u>

In connection with the divestiture of the image sensor product families, we transferred approximately 80 employees to ON. In addition, we had a transition service agreement (“TSA”) with ON where we acted as an agent and provided certain services related to shipping, manufacturing, planning and general administrative functions including the billing and collection of shipments to ON customers and payments to vendors for manufacturing activities. During the third quarter of fiscal 2011, the services that we provided under the TSA ended per the terms of the agreement.

NOTE 4. GOODWILL AND INTANGIBLE ASSETS

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in a business combination. The carrying amount of goodwill at December 29, 2013 was \$65.7 million, \$33.9 million in the Memory Products Division (“MPD”) and \$31.8 million in the Programmable System Division (“PSD”). The carrying amount of goodwill at January 1, 2012 was \$31.8 million in the Programmable System Division (“PSD”). The goodwill related to MPD was recognized as part of the acquisition of Ramtron in the fourth quarter of fiscal 2012. The goodwill related to PSD was unchanged from the balance at January 1, 2012. In the second quarter of fiscal of 2013, we increased the amount of goodwill attributable to the MPD reportable segment by \$1.5 million to \$33.9 million from \$32.4 million as of December 30, 2012, as we had not recorded certain shares that were not tendered at the tender offering period in the fourth quarter of fiscal 2012. As management and the Audit Committee believe this adjustment is not material to any prior years' financial statements, and the impact of correcting this error in the second quarter was not material to the that quarter's consolidated financial statements and was not material to the expected full year fiscal 2013 consolidated financial statements, we recorded the adjustment in the second quarter of fiscal 2013.

We assess our goodwill for impairment on an annual basis and, if certain events or circumstances indicate that an impairment loss may have been incurred, on an interim basis. In accordance with ASU 2011-08, Testing Goodwill for Impairment, qualitative factors can be assessed to determine whether it is necessary to perform the current two-step test for goodwill impairment. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. We elected to perform the two-step quantitative goodwill impairment test in 2013. The first step of the quantitative goodwill impairment test is to identify a potential impairment by comparing the fair value of a reporting unit with its carrying amount. The second step compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. Based on the results of the testing, no goodwill impairment was recognized in fiscal 2013.

Intangible Assets

The following tables present details of our total intangible assets:

	As of December 29, 2013			As of December 30, 2012		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
	(In thousands)					
Acquisition-related intangible assets	\$ 151,773	\$ (111,673)	\$ 40,100	\$ 151,773	\$ (103,840)	\$ 47,933
Non-acquisition related intangible assets	10,423	(9,695)	728	10,048	(8,765)	1,283
Total intangible assets	<u>\$ 162,196</u>	<u>\$ (121,368)</u>	<u>\$ 40,828</u>	<u>\$ 161,821</u>	<u>\$ (112,605)</u>	<u>\$ 49,216</u>

As of December 29, 2013, the estimated future amortization expense of intangible assets was as follows:

Fiscal Year	(In Thousands)
2014	\$ 7,104
2015	5,527
2016	5,221
2017	5,221
2018 and future	\$ 17,755
Total future amortization expense	<u>\$ 40,828</u>

NOTE 5. FAIR VALUE MEASUREMENTS

Assets/Liabilities Measured at Fair Value on a Recurring Basis

The following table presents our fair value hierarchy for our financial assets and liabilities measured at fair value on a recurring basis as of December 29, 2013 and December 30, 2012:

	As of December 29, 2013				December 30, 2012			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
(In thousands)								
Financial Assets								
Reported as cash equivalents:								
Money market funds	\$ 29,719	\$ —	\$ —	\$ 29,719	\$ 24,187	\$ —	\$ —	\$ 24,187
Total cash equivalents	29,719	—	—	29,719	24,187	—	—	24,187
Reported as short-term investments:								
U.S. treasuries	—	—	—	—	10,032	—	—	10,032
Corporate notes and bonds	—	14,677	—	14,677	—	28,435	—	28,435
Federal agency	—	—	—	—	—	3,005	—	3,005
Commercial paper	—	1,300	—	1,300	—	11,694	—	11,694
Certificates of deposit	—	2,476	—	2,476	—	840	—	840
Asset-held-for-sale	—	2,260	—	2,260	—	4,630	—	4,630
Total short-term investments	—	20,713	—	20,713	10,032	48,604	—	58,636
Reported as long-term investments:								
Auction rate securities	—	—	—	—	—	—	5,504	5,504
Marketable equity securities	—	—	—	—	1,054	—	—	1,054
Total long-term investments	—	—	—	—	1,054	—	5,504	6,558
Employee deferred compensation plan assets:								
Cash equivalents	3,941	—	—	3,941	3,588	—	—	3,588
Mutual funds	23,415	—	—	23,415	21,207	—	—	21,207
Equity securities	7,977	—	—	7,977	5,322	—	—	5,322
Fixed income	3,192	—	—	3,192	3,732	—	—	3,732
Money market funds	4,080	—	—	4,080	3,293	—	—	3,293
Total employee deferred compensation plan assets	42,605	—	—	42,605	37,142	—	—	37,142
Total financial assets	\$ 72,324	\$ 20,713	\$ —	\$ 93,037	\$ 72,415	\$ 48,604	\$ 5,504	\$ 126,523
Financial Liabilities								
Employee deferred compensation plan liability	\$ —	\$ 41,582	\$ —	\$ 41,582	\$ —	\$ 36,244	\$ —	\$ 36,244

Valuation Techniques:

- Level 1—includes instruments for which quoted prices in active markets for identical assets or liabilities that we have the ability to access. Our financial assets utilizing Level 1 inputs include U.S. treasuries, money market funds, marketable equity securities and our employee deferred compensation plan assets.
- Level 2—includes instruments for which the valuations are based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities. Level 2 assets consist of certain marketable debt instruments for which values are determined using inputs that are observable in the market or can be derived principally from or corroborated by observable market data. Our Level 2 instruments include certain U.S. government securities, commercial paper, corporate notes and bonds and our employee deferred compensation plan liabilities.

- Level 3—includes instruments for which the valuations are based on inputs that are unobservable and significant to the overall fair value measurement. Financial assets utilizing Level 3 inputs primarily include auction rate securities. We use an income approach valuation model to estimate the exit price of the auction rate securities, which is derived as the weighted-average present value of expected cash flows over various periods of illiquidity, using a risk adjusted discount rate that is based on the credit risk and liquidity risk of the securities. During 2013 we sold all of our investments in auction rate securities ("ARSs").

Sale of Auction Rate Securities

In December 2011, we entered into a settlement and securities purchase agreement (the "Securities Agreement") with a certain financial institution. Pursuant to the terms of the Securities Agreement, we agreed to sell to the financial institution certain of our ARS investments with an aggregate par value of approximately \$19.1 million and carrying value of approximately \$17.3 million for an aggregate sale price of approximately \$16.4 million. Under the terms of the Securities Agreement, we had the option to repurchase from the financial institution any of the ARS we sold to them until November 30, 2013 for the amount at which the related ARS were sold plus agreed-upon funding costs. Because of our ability to repurchase the ARS from the date of sale through November 30, 2013, we maintained effective control of these ARS. As such, we did not account for the transaction as a sale and recognized the sale consideration we received as "Advances received for the sale of ARS" under "Other long-term liabilities" in our Consolidated Balance Sheets. We accounted for these ARS as a financing arrangement until we exercised our right to purchase. During the first quarter of fiscal 2013, ARS with a par value of \$1.0 million were sold at 98.38% of par, which resulted in the reversal of unrealized losses of \$0.1 million. During the fourth quarter of fiscal 2013, all remaining ARS with a par value \$4.9 million were sold at 96.75% of par which resulted in reversal of a \$0.1 million unrealized loss.

During fiscal 2012, ARS with a par value of \$10.0 million were called for redemption at par and ARS with a par value of \$5.0 million were sold at 98.25% of par, which resulted in the reversal of unrealized losses of \$1.3 million. These ARS were included as part of the Securities Agreement noted above. During the first quarter of fiscal 2013, ARS with a par value of \$1.0 million were sold at 98.38% of par, which resulted in the reversal of unrealized losses of \$0.1 million. During the fourth quarter of fiscal 2013, we sold all remaining ARS with a par value of \$4.8 million and recognized a realized loss on the sale of \$0.1 million.

The fair value of our investments in ARS was zero at December 29, 2013 and \$5.5 million as of December 30, 2012. We performed an analysis to assess the fair value of the ARS as of December 30, 2012 using a valuation model based on discounted cash flows. The assumptions used were the following

	<u>As of December 30, 2012</u>
Years to liquidity	7 years
Discount rates *	0.90% – 3.42%
Continued receipt of contractual interest which provides a premium spread for failed auctions	Yes

* *Discount rates incorporate a spread for both credit and liquidity risk.*

Based on these assumptions, we estimated that the remaining ARS were valued at approximately 93.3%, representing a decline in par value of approximately \$0.4 million as of December 30, 2012. These losses were recorded as an unrealized loss in "Accumulated other comprehensive loss" in fiscal 2012.

Level 3 Investments Measured Fair Value on a Recurring Basis

The following table presents a summary of changes in our Level 3 investments measured at fair value on a recurring basis:

	<u>Auction Rate Securities</u> (In thousands)
Balance as of January 1, 2012	19,004
Unrealized gain recorded in Accumulated other comprehensive loss	1,500
Realized loss recorded in interest and other income, net	(112)
Amounts settled / sold	(14,888)
Balance as of December 30, 2012	<u>\$ 5,504</u>
Unrealized gain recorded in Accumulated other comprehensive loss	396
Realized loss recorded in interest and other income, net	(149)
Amounts settled / sold	(5,751)
Balance as of December 29, 2013	<u><u>\$ —</u></u>

Level 3 Assets Measured at Fair Value on a Nonrecurring Basis

Certain of our assets, including intangible assets, goodwill and cost-method investments, are measured at fair value on a nonrecurring basis if impairment is indicated.

As of December 29, 2013, the carrying value of the Company's senior secured revolving line of credit was \$227.0 million. The fair value of the Company's line of credit approximates its fair value since it bears an interest rate that is similar to existing market rates.

Investments in Equity Securities

Our total investments in equity securities included long-term investments in non-marketable equity securities (investments in privately-held companies) are approximately \$18.0 million as of December 29, 2013 and \$6.0 million investments in non-marketable equity securities and \$1.1 million investments in marketable equity securities as of December 30, 2012). Our privately-held equity investments are accounted for under the cost method as we have less than 20% ownership interest and we do not have the ability to exercise significant influence over the operations of the privately-held companies. As noted above, these investments are periodically reviewed for other-than-temporary declines in fair value by considering available evidence, including general market conditions, financial condition, pricing in recent rounds of financing, if any, earnings and cash flow forecasts, recent operational performance and any other readily available market data. During fiscal 2012, a certain privately-held company which we are invested in at a carrying value of \$2.0 million, offered an additional round of financing that we declined to participate in. Based on this new round of financing, we determined that our initial investment was impaired and wrote off the remaining \$1.2 million investment amount. Subsequent to our fiscal 2012 year end, another privately-held company which we are invested in at a carrying value of \$2.0 million, also offered another round of financing which effectively diluted our initial investment. Based on this new round of financing, we determined that our initial investment was impaired and wrote off the entire \$2.0 million investment amount. These impairment losses of \$3.2 million were recognized in "Interest and other income, net" in fiscal 2012, and we classified the investment as Level 3 asset due to the absence of quoted market prices and inherent lack of liquidity.

In February 2012, we entered into a Stock Purchase Agreement (the "Agreement") with a company that designs, develops and manufactures products in the area of advanced battery storage for mobile consumer devices. Pursuant to the terms of the Agreement, we have so far purchased approximately \$13.5 million of preferred stock from the company and have committed to purchase additional preferred stock in a series of subsequent closings subject to certain performance milestones that must be fulfilled within a defined and agreed-upon timeline. Of our total commitment of \$78.6 million, we plan to purchase additional preferred stock of approximately \$23.1 million in fiscal 2014. We plan to invest \$38.0 million in fiscal 2015 subject to the attainment of certain milestones and the timing of additional capital requests which could vary substantially. As of December 29, 2013, we own approximately 17.6% of the company. Based on the current projections of the required funding we could potentially own over 20% of the company at some point during 2014 and thus could be subject to equity method accounting. Furthermore, if our future commitments are fully funded, we could become their majority shareholder and consolidate the financial results of this company. As of December 29, 2013 and December 30, 2012, respectively, our initial investment of \$17.5 million and \$6.0 million was recorded as part of our investments in non-marketable equity securities.

During fiscal 2013, we sold our equity investment in one publicly traded company for \$2.2 million and recognized a gain of \$1.1 million in "Interest and other income, net". We did not sell any investments in marketable equity securities in fiscal 2012 and 2011.

In fiscal 2011, we recognized an impairment loss of approximately \$0.8 million related our investment in a certain privately-held company with an original carrying cost of \$2.0 million.

There were no significant transfers between Level 1, Level 2 and Level 3 fair value hierarchies during fiscal 2013 and 2012.

NOTE 6. INVESTMENTS

Available-For-Sale Securities and Other Investments

The following tables summarize our available-for-sale securities and other investments:

	As of December 29, 2013				As of December 30, 2012			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)								
Reported as cash equivalents:								
Money market funds	\$ 29,719	\$ —	\$ —	\$ 29,719	\$ 24,187	\$ —	\$ —	\$ 24,187
Total cash equivalents	29,719	—	—	29,719	24,187	—	—	24,187
Reported as short-term investments:								
Corporate notes and bonds	14,667	10	—	14,677	28,430	13	(8)	28,435
Federal agency	—	—	—	—	3,005	—	—	3,005
U.S. treasuries	—	—	—	—	10,023	9	—	10,032
Commercial paper	1,300	—	—	1,300	11,692	2	—	11,694
Certificates of deposit	2,476	—	—	2,476	840	—	—	840
Asset-held-for-sale	—	—	—	—	6,913	—	(2,283)	4,630
Total short-term investments	18,443	10	—	18,453	60,903	24	(2,291)	58,636
Reported as long-term investments:								
Auction rate securities (1)	—	—	—	—	5,900	—	(396)	5,504
Marketable equity securities	—	—	—	—	1,030	70	(46)	1,054
Total long-term investments	—	—	—	—	6,930	70	(442)	6,558
Total available-for-sale securities and other investments	\$ 48,162	\$ 10	\$ —	\$ 48,172	\$ 92,020	\$ 94	\$ (2,733)	\$ 89,381

- (1) As of December 30, 2012, the \$0.4 million gross unrealized losses were related to ARS that had been in a continuous loss position for 12 months or more. Individual marketable equity securities with unrealized losses, were evaluated for the near-term prospects in relation to the severity and duration of the impairment. Based on that evaluation and our ability and intent to hold these investments for a reasonable period of time, we did not consider these investments to be other-than-temporarily impaired as of December 30, 2012. In fiscal 2013 this investment was sold.

As of December 29, 2013, the contractual maturities of our available-for-sale investments and certificates of deposit were as follows (the table below does not include our investments in marketable equity securities):

	Cost	Fair Value
(In thousands)		
Maturing within one year	\$ 48,162	\$ 48,172
Maturing in one to three years	—	—
Maturing in more than three years	—	—
Total	\$ 48,162	\$ 48,172

Realized gains and realized losses from sales of available-for-sale in fiscal 2013, 2012 and 2011 were not material.

Proceeds from sales or maturities of available-for-sale investments were \$64.4 million, \$139.8 million and \$218.6 million for fiscal 2013, 2012 and 2011, respectively.

NOTE 7. ASSETS HELD FOR SALE

Texas Facility

Our manufacturing facility located in Round Rock, Texas ceased operations in fiscal 2008. The net book value of the remaining restructured assets that were classified as held for sale and included in "Other current assets" in the Consolidated Balance Sheets was \$4.6 million as of December 30, 2012 and \$6.9 million as of January 2, 2011. In fiscal 2012, management reassessed the fair value of the assets account due to the continuing unfavorable economic and market conditions. Based on this analysis, we recorded a write-down of \$2.3 million. No impairment was recognized in fiscal 2013 or fiscal 2011. We continued to incur expenses related to ongoing maintenance and upkeep of the Texas facility until we completed the sale of the property. In the fourth quarter of 2013 we completed the sale of the manufacturing facility to a third party for approximately \$4.7 million less selling costs which was consistent with the aggregate carrying value of the assets. Accordingly, the realized gain was not material to the consolidated financial statements.

Fixed Assets

During fiscal 2013, we incurred a \$6.7 million restructuring charge to write down certain equipment to the current fair value of \$2.3 million, which is classified as held for sale and included in "Other current assets" in the Consolidated Balance Sheets as of December 29, 2013.

Building

During fiscal 2011, we vacated one of our buildings located in San Jose, California and began to market the building for sale or lease. Based upon our analysis of other comparable building sales in the area, we determined that the fair market value of the building was less than the carrying value, accordingly, we recorded an impairment charge of approximately \$2.0 million to reduce the carrying value of the building to the estimated current market value of approximately \$5.2 million. In the fourth quarter of fiscal 2011, we completed the sale of the building to a third party for approximately \$5.1 million. The loss that we realized from the sale of the building was not material to the consolidated financial statements.

NOTE 8. EMPLOYEE STOCK PLANS AND STOCK-BASED COMPENSATION

Our equity incentive plans are broad-based, long-term programs intended to attract and retain talented employees and align stockholder and employee interests.

We currently have the following employee stock plans:

1999 Stock Option Plan ("1999 Plan"):

The 1999 Plan expired in March 2009. There are currently no shares available for grant under the 1999 Plan. Approximately 3.2 million shares are issued and outstanding under the 1999 Plan. Any outstanding shares cancelled or forfeited under the 1999 Plan will become unavailable for any future grants since the 1999 Plan expired.

2013 Stock Option Plan ("2013 Plan"):

At the 2013 Annual Shareholders Meeting, our shareholders approved the extension of the 1994 Stock Plan to January 15, 2024 and renamed the plan as the 2013 Stock Plan. The 2013 Plan provides for (1) the discretionary granting of Options, Stock Appreciation Rights ("SARs"), Restricted Stock Awards ("RSAs") or Restricted Stock Units ("RSUs") to Employees, Consultants and Outside Directors, which Options may be either Incentive Stock Options (for Employees only) or Nonstatutory Stock Options, as determined by the Administrator at the time of grant; and (2) the grant of Nonstatutory Stock Options, SARs, Restricted Stock or RSUs to Outside Directors pursuant to an automatic, non-discretionary formula. Options or awards granted under the 2013 Stock Plan generally expire over terms not exceeding eight years from the date of grant, subject to earlier termination upon the cessation of employment or service of the recipients. At the annual meeting in 2011, our stockholders approved an increase of 15 million shares to the number of shares that can be issued under the 2013 Stock Plan (formerly the 1994 Amended Plan). The maximum aggregate number of shares authorized for issuance under the 2013 Stock Plan is 145.2 million shares. As of December 29, 2013, approximately 6.8 million options or 3.6 million RSUs and RSAs were

available for grant under the 2013 Stock Plan. We expect to go to the shareholders in our 2015 shareholder meeting to seek approval for additional shares.

2012 Incentive Award Plan (“2012 Plan”):

In connection with our acquisition of Ramtron, we assumed their 2012 Plan, as amended, which reserves a total of 1.2 million shares of common stock for issuance under stock option or restricted stock grants. The exercise price of all non-qualified stock options must be no less than 100% of the fair market value on the effective date of the grant under the 2012 Plan, and the maximum term of each grant is seven years. The 2012 Plan permits the issuance of incentive stock options, the issuance of restricted stock, and other types of awards. Restricted stock grants generally vest five years from the date of grant. Options granted become exercisable in full or in installments pursuant to the terms of each agreement evidencing options granted. The exercise of stock options and issuance of restricted stock and restricted stock units is satisfied by issuing authorized common stock or treasury stock. Grants from this plan are limited to employees who joined Cypress as part of the Ramtron acquisition and grants to new Cypress employees. As of December 29, 2013, approximately 0.8 million shares of stock options or 0.5 million shares of RSUs and RSAs were available for grant under the 2012 Plan.

Employee Stock Purchase Plan (“ESPP”):

At the 2013 Annual Shareholders Meeting, our shareholders approved an extension of the ESPP Plan to May 10, 2023. Our ESPP allows eligible employees to purchase shares of our common stock through payroll deductions. The ESPP contains consecutive 18-month offering periods composed of three six-month exercise periods. The shares can be purchased at the lower of 85% of the fair market value of the common stock at the date of commencement of the offering period or at the last day of each six-month exercise period. Purchases are limited to 10% of an employee’s eligible compensation, subject to a maximum annual employee contribution limit of \$21,250. As of December 29, 2013, approximately 2.7 million shares were available for future issuance under the ESPP.

Stock-Based Compensation

The following table summarizes the stock-based compensation expense by line item in the Consolidated Statement of Operations:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Cost of revenues	\$ 12,789	\$ 18,519	\$ 23,730
Research and development	26,042	19,800	24,297
Selling, general and administrative	34,189	36,013	52,754
Total stock-based compensation expense	<u>\$ 73,020</u>	<u>\$ 74,332</u>	<u>\$ 100,781</u>

As stock-based compensation expense recognized in the Consolidated Statements of Operations is based on awards ultimately expected to vest, it has been adjusted for estimated forfeitures. The accounting guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Consolidated cash proceeds from the issuance of shares under the employee stock plans were \$43.3 million, \$23.8 million and \$71.2 million for fiscal 2013, 2012 and 2011, respectively. No income tax benefit was realized from stock option exercises for fiscal 2013, 2012 and 2011. As of December 29, 2013 and December 30, 2012 stock-based compensation capitalized in inventories totaled \$5.3 million and \$2.8 million, respectively.

The following table summarizes the stock-based compensation expense by type of awards:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Stock options	\$ 8,747	\$ 7,421	\$ 14,850
Restricted stock units and restricted stock awards	54,359	57,865	81,273
ESPP	9,914	9,046	4,658
Total stock-based compensation expense	<u>\$ 73,020</u>	<u>\$ 74,332</u>	<u>\$ 100,781</u>

The following table summarizes the unrecognized stock-based compensation balance, net of estimated forfeitures, by type of awards as of December 29, 2013:

(In thousands)		Weighted-Average Amortization Period (In years)
Stock options	\$ 117,750	2.50 years
Restricted stock units and restricted stock awards	35,232	1.13 years
ESPP	6,949	0.42 years
Total unrecognized stock-based compensation balance, net of estimated forfeitures	<u>\$ 159,931</u>	2.38 years

Valuation Assumptions

We estimate the fair value of our stock-based equity awards using the Black-Scholes valuation model. Assumptions used in the Black-Scholes valuation model were as follows:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
<u>Stock Option Plans:</u>			
Expected life	4.24-5.27 years	1.1-7.2 years	2.3-7.3 years
Volatility	38.2%-41.9%	42.9%-49.6%	38.1%-51.3%
Risk-free interest rate	0.93%-1.85%	0.16%-1.5%	0.02%-2.9%
Dividend yield	3.8%-4.5%	2.8%-4.4%	1.7%-2.2%
<u>ESPP:</u>			
Expected life	0.5-1.5 years	0.5-1.5 years	0.5-1.5 years
Volatility	38.4%-46.33%	44.8%-47.3%	49.8%-53.3%
Risk-free interest rate	0.08%-0.32%	0.13%-0.24%	0.04%-0.16%
Dividend yield	3.8%-4.5%	2.8%-4.4%	1.7%-2.2%

Expected life: Expected life is based on historical exercise patterns, giving consideration to the contractual terms of the awards and vesting schedules. In addition, employees who display similar historical exercise behavior are grouped separately into two classes (executive officers and other employees) in determining the expected life.

Volatility: We determined that implied volatility of publicly traded call options and quotes from option traders is more reflective of market conditions and, therefore, can reasonably be a better indicator of expected volatility than historical volatility. Therefore, our volatility is based on a blend of historical volatility of our common stock and implied volatility.

Risk-free interest rate: The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant.

Dividend yield: The expected dividend is based on our history and expected dividend payouts.

Employee Equity Award Activities

Stock Options:

The following table summarizes our stock option activities:

	Year Ended					
	December 29, 2013		December 30, 2012		January 1, 2012	
	Shares	Weighted-Average Exercise Price per Share	Shares	Weighted-Average Exercise Price per Share	Shares	Weighted-Average Exercise Price per Share
	(In thousands, except per-share amounts)					
Options outstanding, beginning of year	22,760	\$7.25	23,363	\$6.49	36,070	\$5.51
Assumed options from Ramtron acquisition	—	—	329	\$9.91	—	—
Granted	4,122	\$11.40	3,322	\$11.18	1,080	\$19.60
Exercised	(5,622)	\$5.19	(3,236)	\$4.90	(12,245)	\$4.51
Forfeited or expired	(2,200)	\$11.09	(1,018)	\$11.95	(1,542)	\$8.56
Options outstanding, end of year	<u>19,060</u>	<u>\$8.33</u>	<u>22,760</u>	<u>\$7.25</u>	<u>23,363</u>	<u>\$6.49</u>
Options exercisable, end of year	<u>12,346</u>	<u>\$6.39</u>	<u>15,432</u>	<u>\$5.50</u>	<u>15,560</u>	<u>\$4.78</u>

The weighted-average grant-date fair value was \$2.63 per share for options granted in fiscal 2013, \$2.74 per share in options granted during fiscal 2012 and \$6.34 per share for options granted in fiscal 2011.

The aggregate intrinsic value of the options outstanding and options exercisable as of December 29, 2013 and December 30, 2012 was approximately \$57.7 million and \$93.1 million, respectively. The aggregate intrinsic value represents the total pre-tax intrinsic value which would have been received by the option holders had all option holders exercised their options as of each respectable year end and does not include substantial tax payments.

The aggregate pre-tax intrinsic value of option exercises, which represents the difference between the exercise price and the value of Cypress common stock at the time of exercise, was \$31.9 million in fiscal 2013, \$30.7 million in fiscal 2012 and \$200.1 million in fiscal 2011.

The aggregate grant date fair value of the options which vested in fiscal 2013, 2012 and 2011 was \$10.1 million, \$12.2 million, and \$18.1 million, respectively.

The following table summarizes information about options outstanding and exercisable as of December 29, 2013:

Range of Exercise Price	Options Outstanding			Options Exercisable	
	Shares	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price per Share	Shares	Weighted-Average Exercise Price per Share
	(In thousands)	(In years)		(In thousands)	
\$2.12-\$3.53	2,066	2.26	\$3.26	2,066	\$3.26
\$3.53-\$3.53	2,413	1.16	\$3.53	2,400	\$3.53
\$3.70-\$4.72	1,914	2.49	\$4.06	1,899	\$4.06
\$5.22-\$6.17	1,975	4.48	\$6.03	1,831	\$6.02
\$6.22-\$10.17	1,931	4.89	\$7.88	1,417	\$7.26
\$10.43-\$10.88	459	5.25	\$10.66	236	\$10.62
\$11.27-\$11.27	2,508	6.97	\$11.27	532	\$11.27
\$11.32-\$11.40	274	5.07	\$11.33	150	\$11.32
\$11.55-\$11.55	2,979	7.35	\$11.55	386	\$11.55
\$11.58-\$23.23	2,541	5.46	\$16.47	1,429	\$16.74
	<u>19,060</u>	<u>4.54</u>	<u>\$8.33</u>	<u>12,346</u>	<u>\$6.39</u>

The total number of exercisable in-the-money options was approximately 9.6 million shares as of December 29, 2013.

As of December 29, 2013, stock options vested and expected to vest totaled approximately 18.1 million shares, with a weighted-average remaining contractual life of 4.4 years and a weighted-average exercise price of \$8.16 per share. The aggregate intrinsic value was approximately \$57.6 million.

Restricted Stock Units and Restricted Stock Awards:

The following table summarizes our restricted stock unit and restricted stock award activities:

	Year Ended					
	December 29, 2013		December 30, 2012		January 1, 2012	
	Shares	Weighted-Average Grant Date Fair Value per Share	Shares	Weighted-Average Grant Date Fair Value per Share	Shares	Weighted-Average Grant Date Fair Value per Share
(In thousands, except per-share amounts)						
Non-vested, beginning of year	7,887	\$14.52	9,005	\$10.43	14,970	\$4.90
Assumed from Ramtron acquisition	—	—	188	\$8.69	—	—
Granted	7,040	\$11.40	5,606	\$14.44	2,228	\$18.97
Released	(2,378)	\$9.77	(4,969)	\$8.60	(6,383)	\$6.60
Forfeited	(3,897)	\$14.74	(1,943)	\$10.26	(1,810)	\$8.52
Non-vested, end of year	<u>8,652</u>	<u>\$11.97</u>	<u>7,887</u>	<u>\$14.52</u>	<u>9,005</u>	<u>\$10.43</u>

The balance as of December 29, 2013 included approximately 4.5 million performance-based restricted stock units ("PARS"). These PARS were issued to certain senior-level employees in the first quarter of fiscal 2013 and can be earned ratably over a period of one to two years, subject to the achievement of certain performance milestones that were set by the Compensation Committee in advance. Any share not earned due to not achieving the full performance milestone are forfeited and returned to the pool.

The three milestones for the 2013 PARS Program, as approved by the Compensation Committee, are as follows:

Milestone #1 – our Chief Executive Officer’s annual goals, which represent the action items that are most critical to the Company’s short- and long-term success. Each individual goal is assigned a specific number of points and each goal has specific targets that are determined in advance and document the requirements to achieve 100% of the goal and then scales down to a specific 0% point. In order for an executive to earn 100% of the shares underlying Milestone #1, our CEO must obtain 85 points or greater under the annual goals and achievement then scales down linearly to 0% of shares earned if the score is less than 60 points.

Milestone #2 – requires the Company to achieve a certain design win pipeline and/or revenue level during fiscal year 2013 with respect to a group of three strategic customers utilizing the Company’s programmable products

Milestone #3 – requires the Company’s common stock price to appreciate at a greater rate than the PHLX SOX Semiconductor Sector (SOXX), a Philadelphia Stock Exchange index, as measured over a two-year period ending with fiscal year 2014. Participants in the 2013 PARS Program may earn up to 200% achievement of Milestone #3.

If the Company performs beyond the 100% targets for Milestones #1 or #2, the number of earned shares for either Milestone #1 or #2 shall be permitted to exceed their respective 60% and 30% target shares allocations, but only up to a maximum of 150% achievement of either Milestone based on linearity and provided the total number of earned shares under Milestones #1 and #2 does not exceed the total number of targeted shares for Milestone #1 and #2.

RSUs earned under Milestones #1 and #2 will be delivered to each eligible participant subject to meeting the above described performance milestones. Subject to the certification and confirmation of the achievement level by the Compensation Committee, we expect the earned RSUs under Milestone #3 to be delivered to eligible participants in the first quarter of 2015.

We estimated the fair value of the shares with the market-condition milestone using a Monte Carlo valuation model with the following weighted-average assumptions:

	Year Ended		
	2013	2012 (1)	2011
Volatility of common stock	46.2%	—	35.7%
Volatility of the SOXX	27.8%	—	25.2%
Correlation coefficient	0.77%	—	0.77%
Risk-free interest rate	0.2%	—	0.2%

(1) No performance-based awards with market-conditions milestones were issued in fiscal 2012.

The fair value of the shares with the performance-related milestones was equivalent to the grant-date fair value of our common stock. In addition, we granted other performance-based and service-based restricted stock units whose fair value is typically equivalent to the grant-date fair value of our common stock.

The balances as of December 30, 2012 and January 1, 2012 included approximately 3.8 million and 4.4 million of performance-based restricted stock units and restricted stock awards, respectively.

ESPP:

During fiscal 2013, 2012 and 2011, we issued 1.5 million, 0.7 million and 1.8 million shares under our ESPP with weighted-average price of \$9.21, \$11.36 and \$9.11 per share, respectively.

NOTE 9. BALANCE SHEET COMPONENTS

Accounts Receivable, Net

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Accounts receivable, gross	\$ 84,431	\$ 87,050
Allowances for doubtful accounts receivable and sales returns	(3,347)	(4,130)
Accounts receivable, net	<u>\$ 81,084</u>	<u>\$ 82,920</u>

Inventories

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Raw materials	\$ 4,026	\$ 4,307
Work-in-process	71,948	62,603
Finished goods	24,638	60,686
Total inventories	<u>\$ 100,612</u>	<u>\$ 127,596</u>

Other Current Assets

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Prepaid expenses	\$ 26,364	\$ 21,623
Assets held for sale (see Note 7)	2,260	4,630
Prepaid to Grace—current portion	—	7,321
Other current assets	4,931	7,508
Total other current assets	<u>\$ 33,555</u>	<u>\$ 41,082</u>

Property, Plant and Equipment, Net

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Land	\$ 18,570	\$ 19,563
Equipment	1,039,984	1,021,642
Buildings, building and leasehold improvements	216,076	237,629
Furniture and fixtures	7,174	7,864
Total property, plant and equipment, gross	1,281,804	1,286,698
Less: accumulated depreciation and amortization	(1,023,219)	(1,012,271)
Total property, plant and equipment, net	<u>\$ 258,585</u>	<u>\$ 274,427</u>

Other Long-term Assets

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Employee deferred compensation plan (see Note 16)	\$ 42,351	\$ 37,142
Investments:		
Debt securities (see Note 5)	—	5,504
Equity securities (see Note 5)	17,961	7,054
Other assets	20,702	25,284
Total other assets	<u>\$ 81,014</u>	<u>\$ 74,984</u>

Other Current Liabilities

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Employee deferred compensation plan (see Note 16)	\$ 41,582	\$ 36,244
Restructuring accrual (see Note 10)	4,158	5,113
Capital lease—current portion	2,659	4,849
Equipment loan—current portion (see Note 14)	2,825	2,725
Advances received from sale of ARS (see Note 5)	—	3,140
Customer advances	—	10,191
Other current liabilities	25,291	36,027
Total other current liabilities	<u>\$ 76,515</u>	<u>\$ 98,289</u>

Other Long-Term Liabilities

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Equipment loan—long term portion (see Note 14)	\$ 5,918	\$ 8,756
Capital lease—long term portion	9,828	12,779
Other long term liabilities	11,782	11,557
	<u>\$ 27,528</u>	<u>\$ 33,092</u>

NOTE 10. RESTRUCTURING

We recorded restructuring charges of \$15.4 million, \$4.3 million and \$6.3 million during fiscal 2013, 2012 and 2011, respectively. The determination of when we accrue for severance and benefits costs depends on whether the termination benefits are provided under a one-time benefit arrangement or under an on-going benefit arrangement.

The following table summarizes the restructuring charges recorded in the Consolidated Statements of Operations:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Personnel costs	\$ 8,010	\$ 3,958	\$ 6,336
Impairment of property, plant and equipment	6,698	—	—
Other	649	300	—
Total restructuring charges	<u>\$ 15,357</u>	<u>\$ 4,258</u>	<u>\$ 6,336</u>

During fiscal 2013, we implemented a restructuring plan to reduce operating expenses as part of our 2013 corporate priorities (“Fiscal 2013 Restructuring Plan”). The plan includes the termination of employees and the disposal of certain equipment located in our Bloomington, Minnesota facility. We recorded total restructuring charges of \$15.4 million related to the Fiscal 2013 Restructuring Plan. Of the total restructuring charge, \$6.7 million was related to the write down equipment, \$8.0 million was related to personnel costs, primarily representing severance and other employee benefits, and \$0.7 million largely representing amounts payable upon the termination of agreements with certain distributor representatives.

During fiscal 2012, we recorded approximately \$4.3 million of restructuring charges under a restructuring plan which we first announced in fiscal 2011 (“Fiscal 2011/2012 Restructuring Plan”). This plan allowed us to continue to allocate and align our resources to the business units that we expect will drive future development and revenue growth.

During fiscal 2011, we implemented a restructuring plan to allow us to continue to allocate and align our resources to the business units that we expect will drive future development and revenue growth. As a result of this plan, we recorded approximately \$5 million of restructuring charges, primarily relating to severance and other employee benefits. In addition, during fiscal 2011 we also recorded approximately \$1.3 million of additional restructuring charges used a restructuring plan we first commenced in fiscal 2010 (“Fiscal 2010 restructuring plan”). The Fiscal 2010 restructuring plan was implemented to exit certain of our back-end manufacturing operations located in the Philippines. These actions were intended to reduce the cost of our back-end manufacturing by selling our labor intensive assembly operations to a lower cost third-party subcontractor in China and by the continued shifting of these operations to our fully automated back-end processes. The charges recorded in fiscal 2011 primarily related to severance and other employee benefits.

A summary of the restructuring activities related to personnel costs, which are primarily in the U.S., is summarized as follows:

Consolidated Restructuring Plans

	(In thousands)
Beginning Balance January 2, 2011	\$ 2,274
Provision	6,499
Cash payments	(4,770)
Non-cash charges	(163)
Balance as of January 1, 2012	<u>3,840</u>
Provision	3,996
Cash payments	(2,932)
Non-cash charges	(11)
Balance as of December 30, 2012	<u>4,893</u>
Provision	8,431
Cash payments	(9,111)
Non-cash charges	(55)
Balance as of December 29, 2013	<u>\$ 4,158</u>

The restructuring liability as of December 29, 2013 is expected to be paid out within the next twelve months.

NOTE 11. FOREIGN CURRENCY DERIVATIVES

We operate and sell products in various global markets and purchase capital equipment using the U.S. dollar and foreign currencies. As a result, we are exposed to risks associated with changes in foreign currency exchange rates. We may use various hedge instruments from time to time to manage the exposures associated with purchases of foreign sourced equipment, net asset or liability positions of our subsidiaries and forecasted revenues and expenses. We do not enter into foreign currency derivative financial instruments for speculative or trading purposes. The counterparties to these hedging transactions are creditworthy multinational banks and the risk of counterparty nonperformance associated with these contracts is not considered to be material as of December 29, 2013. We estimate the fair value of our forward contracts based on spot and forward rates from published sources.

We record hedges of certain foreign currency denominated monetary assets and liabilities at fair value at the end of each reporting period with the related gains or losses recorded in "Interest and other income, net" in the Consolidated Statements of Operations. The gains or losses on these contracts are substantially offset by transaction gains or losses on the underlying balances being hedged. The aggregate notional amount and fair value of outstanding forward contracts to hedge the risks associated with foreign currency denominated assets and liabilities as of December 29, 2013 and December 30, 2012 were not material.

NOTE 12. ACCUMULATED OTHER COMPREHENSIVE LOSS

The components of accumulated other comprehensive loss were as follows:

	Accumulated net unrealized losses on available-for- sale investments	Cumulative translation adjustment and other	Accumulated other comprehensive loss (income)
Balance as of December 30, 2012	\$ (450)	\$ 6	\$ (444)
Other comprehensive income attributable to Cypress	\$ 267	\$ —	\$ 267
Balance as of December 29, 2013	<u>\$ (183)</u>	<u>\$ 6</u>	<u>\$ (177)</u>

NOTE 13. INTEREST AND OTHER INCOME, NET

The following table summarizes the components of “Interest and other income, net,” recorded in the Consolidated Statements of Operations:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Interest income	\$ 301	\$ 694	\$ 1,466
Interest expense	(8,112)	(3,824)	(115)
Changes in fair value of investments under the deferred compensation plan	6,371	3,158	(862)
Impairment of investments	25	(3,200)	(800)
Foreign currency exchange gains (losses), net	2,791	(1,460)	1,124
Gain on sale of equity investments	908	1,601	—
Other	(59)	286	1,046
Total interest and other income, net	<u>\$ 2,225</u>	<u>\$ (2,745)</u>	<u>\$ 1,859</u>

NOTE 14. DEBT AND EQUITY TRANSACTIONS

Mortgage Note

As part of our acquisition of Ramtron, we acquired a loan facility with a lender. We had a promissory note with the original principal amount of \$4.2 million, with a maturity date of January 1, 2016, bearing interest at 6.17%. This loan was secured and collateralized with real estate located at Colorado Springs, Colorado. The outstanding balance at the end of fiscal 2012 was \$3.3 million. On June 3, 2013, we terminated the loan facility and repaid the remaining \$3.3 million balance of the mortgage note.

Senior Secured Revolving Credit Facility

On June 26, 2012, we entered into a five-year senior secured revolving credit facility (“Credit Facility”) with a group of lenders led by Morgan Stanley Senior Funding, Inc. The Credit Facility enabled us to borrow up to \$430 million on a revolving basis. Borrowing terms vary based on the type of borrowing with all outstanding balances being due at the credit facility termination date, or June 25, 2017. Outstanding amounts may be repaid prior to maturity without penalty and are mandatory for certain asset sales and casualty events. The current outstanding borrowings bear interest at LIBOR plus 2.25% on the drawn amount. There is a commitment fee payable of 0.375% per annum on any undrawn amounts. The Credit Facility contains customary affirmative, negative and financial covenants for similarly rated companies. Borrowings are collateralized by substantially all assets of the company.

On October 17, 2013, we amended our senior secured revolving credit facility (“Credit Facility”) to reduce the revolving commitments to \$300 million from \$430 million. In connection with the reduction, certain financial covenants were amended. The amended financial covenants include the following conditions: 1) maximum senior secured leverage ratio of 2.50 to 1.00 through January 1, 2017 and 2.25 to 1.00 thereafter, 2) maximum total leverage ratio of 4.25 to 1.00 through January 3, 2015, 3.5 to 1.00 through January 1, 2017 and 3.00 to 1.00 thereafter, 3) minimum fixed charge coverage ratio of 1.00 to 1.00, and 4) minimum liquidity of at least \$100 million. At December 29, 2013, our outstanding borrowings of \$227 million were recorded as part of long-term liabilities and are presented as “Loan payable” in the Consolidated Balance Sheet. As of December 29, 2013, we were in compliance with all of the financial covenants under the Credit Facility. In accordance with accounting guidance we amortized \$0.7 million of prepaid loan fees which we incurred with the initial borrowing.

Line of Credit

On March 28, 2012, we amended our revolving line of credit with Silicon Valley Bank to increase the available borrowing from \$5 million to \$55 million and to extend the maturity date to March 27, 2013. On March 29, 2012, we borrowed \$50 million under this line of credit. On June 26, 2012 we repaid the outstanding balance of \$50 million and accrued interest and terminated the revolving line of credit, replacing it with our credit facility.

Equipment Loans

In December 2011, we obtained equipment loans from a certain financial institution for an aggregate amount of approximately \$14.1 million. These loans are collateralized by certain of our manufacturing equipment and bear interest of 3.15% to 3.18% per annum and are payable in 60 equal installments with the first installments due in January 2012. The related master loan agreement includes a variety of standard covenants. Of the \$8.7 million outstanding balance as of December 29, 2013, approximately \$2.8 million was recorded as part of “Other current liabilities” and \$5.9 million was recorded as part of “Other long-term liabilities” in the 2013 Consolidated Balance Sheets. At December 29, 2013 and December 30, 2012, the fair value of the equipment loans approximated the carrying value. The fair value was estimated using discounted cash flow analysis using relevant factors that might affect the fair value, such as present value factors and risk-free interest rates based on the U.S. Treasury yield curve.

The schedule of principal payments under our equipment loans is as follows:

Fiscal Year	(In thousands)
2014	\$ 2,825
2015	2,915
2016	3,003
Total	<u>\$ 8,743</u>

Stock Buyback Programs:

\$400 million Program Authorized in Fiscal 2011

On September 20, 2011, our Board authorized a new \$400.0 million stock buyback program. The program allows us to purchase our common stock or enter into equity derivative transactions related to our common stock. The timing and actual amount expended with the new authorized funds will depend on a variety of factors including the market price of our common stock, regulatory, legal, and contractual requirements, and other market factors. The program does not obligate us to repurchase any particular amount of common stock and may be modified or suspended at any time at the discretion of our board of directors. From September 2011 through the end of fiscal 2013, we used approximately \$311.6 million from this program to repurchase approximately 23.6 million shares at an average share price of \$13.43. As of December 29, 2013, \$83.7 million remained available for future stock repurchases.

Yield Enhancement Program:

In fiscal 2009, the Audit Committee approved a yield enhancement strategy intended to improve the yield on our available cash. As part of this program, the Audit Committee authorized us to enter into short-term yield enhanced structured agreements, typically with maturities of 90 days or less, correlated to our stock price. Under the agreements we entered into to date, we pay a fixed sum of cash upon execution of an agreement in exchange for the financial institution’s obligations to pay either a pre-determined amount of cash or shares of our common stock depending on the closing market price of our common stock on the expiration date of the agreement. Upon expiration of each agreement, if the closing market price of our common stock is above the pre-determined price, we will have our cash investment returned plus a yield substantially above the yield currently available for short-term cash investments. If the closing market price is at or below the pre-determined price, we will receive the number of shares specified at the agreement’s inception. As the outcome of these arrangements is based entirely on our stock price and does not require us to deliver either shares or cash, other than the original investment, the entire transaction is recorded in equity.

We enter into a yield enhanced structured agreement based upon a comparison of the yields available in the financial markets for similar maturities against the expected yield to be realized per the structured agreement and the related risks associated with this type of arrangement. We believe the risk associated with these types of agreements is no different than alternative investments available to us with equivalent counterparty credit ratings. All counterparties to a yield enhancement program have a credit rating of at least Aa2 or A as rated by major independent rating agencies. For all such agreements that matured to date, the yields of the structured agreements were far superior to the yields available in the financial markets primarily due to the volatility of our stock price and the pre-payment aspect of the agreements. The counterparty is willing to pay a premium over the yields available in the financial markets due to the structure of the agreement.

We had no activity related to yield enhanced structured agreements during fiscal 2013. The following table summarizes the activity of our settled yield enhanced structured agreements during fiscal 2012 and 2011:

Periods	Aggregate Price Paid	Total Cash Proceeds Received Upon Maturity	Yield Realized	Total Number of Shares Received Upon Maturity	Average Price Paid per Share
(In thousands, except per-share amounts)					
Fiscal 2012:					
Settled through cash proceeds	\$ 14,498	\$ 14,931	\$ 433	—	\$ —
Settled through issuance of common stock	—	—	—	—	—
Total for fiscal 2012	<u>\$ 14,498</u>	<u>\$ 14,931</u>	<u>\$ 433</u>	<u>—</u>	<u>\$ —</u>
Fiscal 2011:					
Settled through cash proceeds (1)	\$ 137,798	\$ 143,798	\$ 6,000	—	\$ —
Settled through issuance of common stock (2)	180,636	—	—	9,500	\$19.01
Total for fiscal 2011	<u>\$ 318,434</u>	<u>\$ 143,798</u>	<u>\$ 6,000</u>	<u>9,500</u>	<u>\$19.01</u>

(1) This includes a yield enhanced structured agreement entered into in fiscal 2010 for an aggregate price of approximately \$43.9 million which remained unsettled as of the end of fiscal 2010. Such agreement was subsequently settled in the first quarter of fiscal 2011 for approximately \$47.0 million.

(2) Included as part of the \$600 million stock buyback program authorized in fiscal 2010.

Dividends

During fiscal 2013, we paid total cash dividends of \$64.8 million, consisting of dividends of \$0.11 per share of common stock paid in all four quarters of the fiscal year. On November 1, 2013 our Board declared a cash dividend of \$0.11 per share payable to holders of record of our common stock at the close of business day on December 23, 2013. This cash dividend was paid on January 15, 2014 and totaled approximately \$16.9 million.

During fiscal 2012, we paid total cash dividends of \$63.2 million, consisting of dividends of \$0.09 per share of common stock paid in the first quarter of the fiscal year and dividends of \$0.11 per share of common stock paid in the second, third and fourth quarters of the fiscal year. On November 12, 2012 our Board declared a cash dividend of \$0.11 per share payable to holders of record of our common stock at the close of business day on December 27, 2012. This cash dividend was paid on January 17, 2013 and totaled approximately \$15.8 million.

We initiated our first ever dividend program in the second quarter of fiscal 2011 and our Board declared cash dividends of \$0.09 per share payable in the third and fourth quarters of fiscal 2011. Total cash dividends paid in fiscal 2011 were approximately \$29.0 million.

NOTE 15. NET INCOME (LOSS) PER SHARE

Basic net income (loss) per share is computed using the weighted-average common shares outstanding. Diluted net income per share is computed using the weighted-average common shares outstanding and any dilutive potential common shares. Diluted net loss per common share is computed using the weighted-average common shares outstanding and excludes all dilutive potential common shares when we are in a net loss position their inclusion would be anti-dilutive. Our dilutive securities primarily include stock options, restricted stock units and restricted stock awards.

The following table sets forth the computation of basic and diluted net income (loss) per share:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands, except per-share amounts)		
Net Income (Loss) per Share—Basic:			
Net income (loss) attributable to Cypress for basic computation	\$ (46,364)	\$ (22,370)	\$ 167,839
Weighted-average common shares for basic computation	148,558	149,266	164,495
Net income (loss) per share—basic	\$ (0.31)	\$ (0.15)	\$ 1.02
Net Income (Loss) per Share—Diluted:			
Net income (loss) attributable to Cypress for diluted computation	\$ (46,364)	\$ (22,370)	\$ 167,839
Weighted-average common shares for basic computation	148,558	149,266	164,495
Effect of dilutive securities:			
Stock options, restricted stock units, restricted stock awards and other	—	—	22,400
Weighted-average common shares for diluted computation	148,558	149,266	186,895
Net income (loss) per share—diluted	\$ (0.31)	\$ (0.15)	\$ 0.90

Anti-Dilutive Securities:

The following securities were excluded from the computation of diluted net income (loss) per share as their impact was anti-dilutive:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Stock options, restricted stock units and restricted stock awards	17,241	14,440	1,814

NOTE 16. EMPLOYEE BENEFIT PLANS

Key Employee Bonus Plan (“KEBP”)

We have a key employee bonus plan, which provides for incentive payments to certain key employees including all executive officers except the Chief Executive Officer. Payments under the plan are determined based upon certain performance measures, including our NONGAAP actual PBT% compared to a target as well as achievement of strategic, operational and financial goals established for each key employee. We recorded total charges of \$7.4 million under the plan in fiscal 2013, \$0.2 million in fiscal 2012 and \$9.5 million in fiscal 2011.

Performance Bonus Plan

We have a performance bonus plan which provides for incentive payments to our CEO under a shareholder approved Plan. Payments under the plan are determined based upon the attainment and certification of certain objective performance criteria established by the Committee. Under the plan, we recorded total charges of \$0.1 million and \$0.8 million in fiscal 2013 and 2011, respectively. In fiscal 2012, the total charges were immaterial.

Performance Profit Sharing Plan (“PPSP”)

We have a performance profit sharing plan, which provides incentive payments to all our employees. Payments under the plan are determined based upon our earnings per share and the employees’ percentage of success in achieving certain performance goals. We recorded total charges of \$2.7 million under the plan in fiscal 2013, \$0.3 million in fiscal 2012 and \$3.7 million in fiscal 2011.

Deferred Compensation Plan

We have a deferred compensation plan, which provides certain key employees, including our executive management, with the ability to defer the receipt of compensation in order to accumulate funds for retirement on a tax-deferred basis. We do not make contributions to the deferred compensation plan or guarantee returns on the investments. Participant deferrals and investment gains and losses remain our assets and are subject to claims of general creditors.

Under the deferred compensation plan the assets are recorded at fair value in each reporting period with the offset being recorded in “Other income (expense), net.” The liabilities are recorded at fair value in each reporting period with the offset being recorded as an operating expense or income. As of December 29, 2013 and December 30, 2012, the fair value of the assets was \$42.6 million and \$37.1 million, respectively, and the fair value of the liabilities was \$41.6 million and \$36.2 million, respectively.

All expense and income recorded under the deferred compensation plan were included in the following line items in the Consolidated Statements of Operations:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Changes in fair value of assets recorded in:			
Interest and other income, net	\$ 6,371	\$ 3,157	\$ (862)
Changes in fair value of liabilities recorded in:			
Cost of revenues	(854)	(372)	111
Research and development expenses	(1,744)	(568)	114
Selling, general and administrative expenses	(3,795)	(1,710)	460
Total income (expense), net	<u>\$ (22)</u>	<u>\$ 507</u>	<u>\$ (177)</u>

401(k) Plan

We sponsor a 401(k) plan which provides participating employees with an opportunity to accumulate funds for retirement on a tax deferred basis. We do not make contributions to the 401(k) plan and all employee contributions are fully vested.

Pension Plans

We sponsor defined benefit pension plans covering employees in certain of our international locations. We do not have defined-benefit pension plans for our United States-based employees. Pension plan benefits are based primarily on participants’ compensation and years of service credited as specified under the terms of each country’s plan. The funding policy is consistent with the local requirements of each country.

As of December 29, 2013 and December 30, 2012, projected benefit obligations totaled \$8.3 million and \$8.0 million, respectively, and the fair value of plan assets was \$3.4 million and \$3.3 million, respectively.

NOTE 17. INCOME TAXES

The geographic distribution of income (loss) before income taxes and the components of income tax benefit (provision) are summarized below:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
United States loss	\$ (120,284)	\$ (127,532)	\$ (3,546)
Foreign income	64,314	105,872	159,124
Income (loss) before income taxes	<u>(55,970)</u>	<u>(21,660)</u>	<u>155,578</u>
Income tax benefit (provision):			
Current tax benefit (expense):			
Federal	12,026	1,106	15,641
State	(120)	65	336
Foreign	(4,292)	(5,353)	(4,111)
Total current tax benefit (expense)	<u>7,614</u>	<u>(4,182)</u>	<u>11,866</u>
Deferred tax benefit (expense):			
Foreign	147	1,858	(487)
Total deferred tax benefit (expense)	<u>147</u>	<u>1,858</u>	<u>(487)</u>
Income tax benefit (provision)	<u>\$ 7,761</u>	<u>\$ (2,324)</u>	<u>\$ 11,379</u>

Income tax benefit (provision) differs from the amounts obtained by applying the statutory United States federal income tax rate to income (loss) before taxes as shown below:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Benefit (provision) at U.S. statutory rate of 35%	\$ 19,589	\$ 7,581	\$ (54,452)
Foreign income at other than U.S. rates	15,425	26,364	43,647
Future benefits not recognized	(41,797)	(38,190)	(34,124)
Recognition of prior-year benefits	—	—	29,186
Reversal of previously accrued taxes	13,872	3,985	22,395
Effect of stock-based compensation	—	—	3,907
Tax impact of for acquisitions	1,061	(1,982)	—
Foreign withholding taxes	(535)	(743)	—
Refundable tax credits	—	475	1,049
State income taxes, net of federal benefit	93	65	336
Other, net	<u>53</u>	<u>121</u>	<u>(565)</u>
Income tax benefit (provision)	<u>\$ 7,761</u>	<u>\$ (2,324)</u>	<u>\$ 11,379</u>

The components of deferred tax assets and liabilities were as follows:

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
Deferred tax assets:		
Credits and net operating loss carryovers	\$ 259,613	\$ 195,638
Reserves and accruals	39,525	71,775
Excess of book over tax depreciation	31,107	34,737
Deferred income	6,723	7,782
Total deferred tax assets	<u>336,968</u>	<u>309,932</u>
Less valuation allowance	<u>(334,671)</u>	<u>(307,199)</u>
Deferred tax assets, net	<u>2,297</u>	<u>2,733</u>
Deferred tax liabilities:		
Intangible assets arising from acquisitions	<u>(349)</u>	<u>(1,072)</u>
Total deferred tax liabilities	<u>(349)</u>	<u>(1,072)</u>
Net deferred tax assets	<u>\$ 1,948</u>	<u>\$ 1,661</u>

At December 29, 2013, we had U.S. federal net operating loss carryovers of approximately \$760.1 million, which, if not utilized, will expire from 2018 through 2033. Of the \$760.1 million, \$49.7 million relates to net operating losses of acquired subsidiaries and are subject to Section 382 limitation. We had state net operating loss carryovers of approximately \$263.4 million which, if not utilized, will expire from 2014 through 2024. A portion of these net operating loss carryovers relate to net operating losses of acquired subsidiaries and are subject to certain limitations. We had U.S. federal tax credit carry-forwards of approximately \$155.9 million, which, if not utilized, will expire from 2019 through 2033, and state tax credit carryforwards of approximately \$90.2 million, which currently do not have any expiration date. Utilization of the net operating losses and tax credit carryovers may be limited if certain ownership changes occur subsequent to December 29, 2013.

As of December 29, 2013 of the total deferred tax assets of \$337.0 million, a valuation allowance of \$334.7 million has been recorded for the portion which is not more likely than not to be realized. As of December 30, 2012, of the total deferred tax assets of \$309.9 million, a valuation allowance of \$307.2 million has been recorded for the portion which is not more likely than not to be realized. Our determination of the need for a valuation allowance each year is based on jurisdictional assessment.

The deferred tax assets and valuation allowance as at December 30, 2012, included an adjustment of approximately \$18.9 million related to prior periods. This adjustment had no impact on the reported net deferred tax assets or liabilities. Additionally, the income tax expense for the fiscal year ended December 30, 2012, included a benefit of approximately \$1.2 million to correct an understatement of a prior year deferred tax asset. Management believes that the impact of these errors was not material to any prior years' financial statements and the impact of correcting these errors in the current year is not material to the full year fiscal 2012 financial statements.

We received tax deductions from the gains realized by employees on the exercise of certain non-qualified stock options for which the benefit is recognized as a component of stockholders' equity. When recognized, the tax benefit related to \$638.7 million of our net operating loss carryforwards will be accounted for as an increase to additional paid-in capital rather than a reduction of the income tax provision.

United States income taxes and foreign withholding taxes have not been provided on a cumulative total of \$242.0 million and \$246.3 million of undistributed earnings for certain non-United States subsidiaries as of December 29, 2013 and December 30, 2012, respectively, because such earnings are intended to be indefinitely reinvested in the operations and potential acquisitions of our international operations. Upon distribution of those earnings in the form of dividends or otherwise, we would be subject to U.S. income taxes (subject to an adjustment for foreign tax credits). It is not practicable to determine the income tax liability that might be incurred if these earnings were to be distributed.

Our global operations involve manufacturing, research and development, and selling activities. Our operations outside the U.S. are in certain countries that impose a statutory tax rate both higher and lower than the U.S. We are subject to tax holidays in the Philippines where we manufacture and design certain of our products. These tax holidays are scheduled to expire at varying times within the next three years. Our tax benefit of these tax holidays for the year ended December 30, 2012 was \$0.7 million which had an insignificant impact on earnings per share. Overall, we expect our foreign earnings to be taxed at rates lower than the statutory tax rate in the U.S.

Unrecognized Tax Benefits

The following table is a reconciliation of unrecognized tax benefits:

	<u>(In thousands)</u>
Unrecognized tax benefits, as of January 2, 2011	\$ 46,823
Decrease related to settlements with taxing authorities	(14,830)
Increase based on tax positions related to current year	6,794
Decrease based on tax positions related to prior years	(1,238)
Decrease related to lapsing of statutes of limitations	(7,732)
Unrecognized tax benefits, as of January 1, 2012	<u>\$ 29,817</u>
Decrease related to settlements with taxing authorities	(1,807)
Increase based on tax positions related to current year	5,392
Increase based on tax positions related to prior year	1,004
Decrease related to lapsing of statute of limitation	(2,940)
Unrecognized tax benefits, as of December 30, 2012	<u>\$ 31,466</u>
Decrease related to settlements with taxing authorities	(9,216)
Increase based on tax positions related to current year	962
Increase based on tax positions related to prior year	163
Decrease related to lapsing of statute of limitation	(4,762)
Unrecognized tax benefits, as of December 29, 2013	<u><u>\$ 18,613</u></u>

As of December 29, 2013, December 30, 2012 and January 1, 2012, the amounts of unrecognized tax benefits that, if recognized, would affect our effective tax rate totaled \$17.6 million, \$28.2 million and \$27.5 million, respectively.

Management believes events that could occur in the next 12 months and cause a material change in unrecognized tax benefits include, but are not limited to, the following:

- completion of examinations by the U.S. or foreign taxing authorities; and
- expiration of statute of limitations on our tax returns.

The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses our tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which we do business. We believe it is possible that we may recognize approximately \$8.0 million to \$9.0 million of our existing unrecognized tax benefits within the next twelve months as a result of the lapse of statutes of limitations and the resolution of agreements with domestic and various foreign tax authorities.

Classification of Interest and Penalties

Our policy is to classify interest expense and penalties, if any, as components of income tax provision in the Consolidated Statements of Operations. As of December 29, 2013, December 30, 2012 and January 1, 2012, the amount of accrued interest and penalties totaled \$5.8 million, \$11.6 million and \$9.8 million, respectively. We recorded interest and penalties of approximately \$1.9 million, \$1.8 million and \$(0.3) million during fiscal 2013, 2012 and 2011, respectively.

Tax Examinations

The following table summarizes our major tax jurisdictions and the tax years that remain subject to examination by such jurisdictions as of December 29, 2013:

<u>Tax Jurisdictions</u>	<u>Tax Years</u>
United States	2010 and onward
Philippines	2008 and onward
India	2007 and onward
Switzerland	2008 and onward
California	2007 and onward

Non-U.S. tax authorities have completed their income tax examinations of our subsidiary in India for fiscal years 2002-2006 and our subsidiary in the Philippines for 2009. The proposed adjustments in India have been appealed, and we believe the ultimate outcome of these appeals will not result in a material adjustment to our tax liability. The Philippines examinations for 2009 resulted in no material adjustments to our tax liabilities. Income tax examinations of our Philippine subsidiary for the 2010 fiscal year and our India subsidiary for the 2009-2010 fiscal years are in progress. We believe the ultimate outcome of these examinations will not result in a material increase to our tax liability.

NOTE 18. COMMITMENTS AND CONTINGENCIES

Product Warranties

We generally warrant our products against defects in materials and workmanship for a period of one year and that product warranty is generally limited to a refund of the original purchase price of the product or a replacement part. We estimate our warranty costs based on historical warranty claim experience. Warranty returns are recorded as an allowance for sales returns. The allowance for sales returns is reviewed quarterly to verify that it properly reflects the remaining obligations based on the anticipated returns over the balance of the obligation period.

The following table presents our warranty reserve activities:

	Year Ended		
	<u>December 29, 2013</u>	<u>December 30, 2012</u>	<u>January 1, 2012</u>
	(In thousands)		
Beginning balance	\$ 3,360	\$ 3,085	\$ 3,347
Provisions	390	1,179	2,000
Settlements made	(1,122)	(904)	(2,262)
Ending balance	<u>\$ 2,628</u>	<u>\$ 3,360</u>	<u>\$ 3,085</u>

Patent License Agreement

On April 30, 2012, we entered into a strategic Patent License Agreement (“PLA”) with IV Global Licensing LLC (“IV”) under which we and our majority-owned subsidiaries received a license to IV’s substantial patent portfolio. This transaction allowed us and IV to continue to develop our strategic relationship regarding patent monetization and litigation defense. Under the terms of the PLA, we have agreed to pay a license fee of approximately \$14 million and to purchase certain litigation defense services from IV in the future. In addition, in a related agreement, IV is expected to make certain patent purchases from us in the near term. The exact terms and conditions of the PLA are subject to confidentiality provisions, and are the subject of an application for confidential treatment to be filed with the SEC.

One of the benefits that we received from the PLA was the avoidance of future litigation expenses as well as future customer disruption and based upon our analysis, using a relief from royalty method, we determined that a portion of the license fee that we will pay IV represents the cumulative cost relating to prior years. As such, we recorded approximately, \$7.1 million which has been recorded as a charge to cost of revenues in the first quarter of fiscal 2012. We originally capitalized approximately \$6.9 million in the Consolidated Balance Sheet and are amortizing over the purchased life of the patent portfolio. Approximately \$0.8 million and \$0.6 million was amortized as of December 29, 2013 and December 30, 2012, respectively. The remaining capitalized balance of the PLA is approximately \$0.8 million and \$0.8 million in current assets, and \$4.7 million and \$5.5 million in long-term assets in the Consolidated Balance Sheet as of December 29, 2013 and December 30, 2012, respectively. We paid the entire \$14.0 million liability in fiscal 2012.

Capital Lease

On July 19, 2011, we entered into a capital lease agreement which allows us to borrow up to \$35.0 million to finance the acquisition of certain manufacturing equipment. We have the option of purchasing the tools from the lessor at specified intervals during the lease term. The master lease contains standard covenants. Assets purchased under the capital lease are included in "Property, plant and equipment, net" as manufacturing equipment and the amortization is included in depreciation. As of December 29, 2013, the gross value and net book value of manufacturing equipment purchased under capital lease was approximately \$20.5 million and \$16.0 million, respectively. As of December 29, 2013, the total minimum lease payments under our capital leases amounted to approximately \$13.1 million.

Future minimum payments, by year and in the aggregate, under the capitalized lease consist of the following:

Fiscal Year	(In thousands)
2014	\$ 2,659
2015	2,936
2016	6,581
2017	876
2018	—
Total minimum lease payments	13,052
Less: amount representing interest	618
Present value of net minimum lease payments	<u>\$ 12,434</u>

Charitable Donation of Building

In fiscal 2011, we sold a building to a charitable organization for \$4.0 million in exchange for a promissory note. The promissory note will be paid over the next four years in \$1.0 million annual payments. The balance of \$2.0 million is reflected in our fiscal 2013 and 2012 Consolidated Balance Sheet as "Other current assets" and "Other long-term assets". In addition, we made a \$4.0 million unconditional pledge to the same charitable organization to be paid in four \$1.0 million installments over the next four years. The \$2.0 million balance of this pledge is reflected in "Other current liabilities" and "Other non-current liabilities" in our fiscal 2013 and 2012 Consolidated Balance Sheets.

Operating Lease Commitments

We lease certain facilities and equipment under non-cancelable operating lease agreements that expire at various dates through fiscal 2018. Some leases include renewal options, which would permit extensions of the expiration dates at rates approximating fair market rental values.

As of December 29, 2013, future minimum lease payments under non-cancelable operating leases were as follows:

Fiscal Year	(In thousands)
2014	6,011
2015	5,209
2016	3,373
2017	2,815
2018	542
2019 and Thereafter	266
Total	<u>\$ 18,216</u>

Rental expenses totaled approximately \$7.2 million, \$7.7 million and \$7.0 million in fiscal 2013, 2012 and 2011, respectively.

Litigation and Asserted Claims

Our seven-patent infringement case is currently pending against GSI's static random access memory ("SRAM") technology in the United States District Court for Northern California. We are seeking damages as well as injunctive relief in the case which has been assigned to Judge Tigar. Our initial infringement contentions on all seven patents have been filed in the case, discovery continues and we are currently working on the claim construction process. In defense of our claims, GSI has now submitted applications for inter-partes review with the PTO on four of our asserted patents. We believe strongly in the merits of our patent infringement claims, and intend to take the steps necessary to protect our intellectual property.

With respect to the civil antitrust case filed by GSI in the United States District Court for the Northern California, discovery is nearly complete and the expert work is set to begin in the case. GSI's case, which only names Cypress as a defendant, accuses the QDR Consortium, which was comprised of several other semiconductor companies, of certain anti-competitive behavior. Aside from injunctive relief, GSI has made no specific monetary demand in the antitrust matter. Accordingly, the possible range of monetary loss that might be demanded in the future in the matter, if any, is unknown at this time. We believe strongly that we have meritorious defenses to the allegations set forth in the GSI civil antitrust complaint and we will vigorously defend ourselves in that matter.

With respect to the litigation stemming from our acquisition of Ramtron, both the Dent and the Weber shareholder litigation case remain inactive. We have motions to dismiss pending in each of those cases. We believe strongly that these cases are without merit, and in the event either plaintiff chooses to take further action, we will defend ourselves vigorously. Because the case is at a very early stage and no specific monetary demand has been made, it is not possible for us to estimate the potential loss or range of potential losses for either case.

On December 11, 2012, LongPath Capital, LLC ("LongPath") filed an appraisal petition with the Court of Chancery in the State of Delaware in connection with our acquisition of Ramtron. Specifically, the petition seeks an appraisal of the fair value of the common stock shares held by LongPath, and an order that Ramtron pay such fair value, plus interest and attorney's fees. We believe LongPath's petition is without merit and we intend to defend this matter vigorously. We are currently engaged in the expert discovery phase of this case. Trial is expected in May 2014. In May 2013, Plaintiff LongPath was paid the purchase price of \$3.10 per share, or approximately \$1.5 million. As a result, our potential exposure is limited to any premium on the purchase price that might be awarded by the court. LongPath has not demanded a specific valuation, and our respective positions on valuation make it impossible for us accurately estimate the potential exposure, if any for this matter.

After extended licensing discussions were effectively abandoned by LG Electronics, Inc. ("LG") and Blackberry Limited/Blackberry Corporation ("Blackberry"), on August 29, 2013, we filed a patent infringement complaint against LG in the federal district court in the Northern District of California, accusing certain of their products of infringing our six of our USB and Touch patents. We have filed our initial infringement contentions in the case, and are beginning discovery. The court has not yet set a date for the Markman hearing or the trial. We filed a second complaint in the Northern District of California with respect to the same six USB and Touch patents against Blackberry on September 10th. On November 4, 2013, Blackberry filed an answer to our complaint along with a counter-claim asserting two of their patents against us. Blackberry filed a second patent infringement complaint in the Northern District of Texas, asserting two of its patents against us. We have reviewed all the asserted patents and are confident in our ability to defend ourselves. On January 31, 2014, we filed applications for inter-partes review by the PTO on both of the patents asserted in the Northern District of Texas case, and we have subsequently filed a motion to stay the Texas case. Both Blackberry and Cypress are seeking unstated damages and injunctive relief in each of our respective cases. We believe strongly in the merits of our patent infringement claims, and intend to take the steps necessary to protect our intellectual property as well as the business interests of our non-infringing customers.

On September 24, 2013, we filed a three-patent infringement case against Silego Technology, Inc. ("Silego") in federal district court in the Northern District of California. We recently completed our initial case management conference and are awaiting a schedule from the court. We are seeking damages as well as injunctive relief in this case. We believe strongly in the merits of our patent infringement claims, and intend to take the steps necessary to protect our intellectual property against misappropriation.

We are currently a party to various other legal proceedings, claims, disputes and litigation arising in the ordinary course of business. Based on our own investigations, we believe the ultimate outcome of our current legal proceedings, individually and in the aggregate, will not have a material adverse effect on our financial position, results of operation or cash flows. However, because of the nature and inherent uncertainties of the litigation, should the outcome of these actions be unfavorable, our business, financial condition, results of operations or cash flows could be materially and adversely affected.

Indemnification Obligations

We are a party to a variety of agreements pursuant to which we may be obligated to indemnify another party to such agreements with respect to certain matters. Typically, these obligations arise in the context of contracts we have entered into, under which we customarily agree to hold the other party harmless against losses arising from a breach of representations and covenants or terms and conditions related to such matters as the sale and/or delivery of our products, title to assets sold, certain intellectual property claims, defective products, specified environmental matters and certain income taxes. In these circumstances, payment by us is customarily conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which procedures typically allow us to challenge the other party's claims and vigorously defend ourselves and the third party against such claims. Further, our obligations under these agreements may be limited in terms of time, amount or the scope of our responsibility and in some instances, we may have recourse against third parties for certain payments made under these agreements.

It is not possible to predict the maximum potential amount of future payments under these agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments we have made under these agreements have not had a material effect on our business, financial condition or results of operations. We believe that if we were to incur a loss in any of these matters, such loss would not have a material effect on our business, financial condition, cash flows or results of operations, although there can be no assurance of this. As of December 29, 2013, we had no reason to believe a loss exceeding amounts already recognized had been incurred.

NOTE 19. SEGMENT, GEOGRAPHICAL AND CUSTOMER INFORMATION

Segment Information

We design, develop, manufacture and market a broad range of programmable system solutions for various markets including consumer, computation, data communications, automotive and industrial. As part of our continued efforts to better allocate key management resources and to focus on our core markets, during the three months ended March 31, 2013, we realigned our Data Communications Division to include our module solutions including Trackpad and Ovation™ Optical Navigation Sensors (“ONS”), which were previously included in our Programmable Systems Division. We evaluate our reportable business segments in accordance with the accounting guidance. We operate in the following four reportable business segments:

Business Segments	Description
PSD: Programmable Systems Division	A division focusing primarily on our PSoC® and PSoC-based products. This business segment focuses on (1) the PSoC platform family of devices including PSoC 1, PSoC 3 and PSoC 5 and all derivatives; (2) PSoC-based user interface products such as CapSense® touch-sensing and TrueTouch touchscreen products; (3) automotive products; and (4) certain legacy product lines.
MPD: Memory Products Division	A division that will continue to focus on our SRAM, FRAM and non-volatile business units and general-purpose programmable clocks.
DCD: Data Communications Division	A division to focusing on USB controllers and WirelessUSB™ peripheral controllers, also offering module solutions including Trackpads and Ovation™ Optical Navigation Sensors.
ETD: Emerging Technologies Division	Our “startup” division includes, AgigA Tech Inc. and Deca Technologies Inc., both majority-owned subsidiaries of Cypress. ETD also includes our foundry business and other development-stage activities.

The following tables set forth certain information relating to the reportable business segments:

Revenues:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Programmable Systems Division	\$ 292,707	\$ 345,430	\$ 468,190
Memory Products Division	338,986	330,504	394,832
Data Communications Division	79,410	86,591	127,388
Emerging Technologies and Other	11,590	7,162	4,794
Total revenues	<u>\$ 722,693</u>	<u>\$ 769,687</u>	<u>\$ 995,204</u>

Income (Loss) from Operations before Income Taxes:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Programmable Systems Division	\$ (20,105)	\$ 2,732	\$ 101,490
Memory Products Division	111,667	124,275	154,592
Data Communications Division	(7,452)	(9,970)	3,389
Emerging Technologies and Other	(20,860)	(23,375)	(19,883)
Unallocated items:			
Stock-based compensation expense	(73,020)	(74,332)	(100,781)
Gain (loss) on divestitures and expenses	—	(3,351)	34,291
Patent license fee	—	(7,100)	—
Restructuring charges	(15,357)	(4,258)	(6,336)
Charitable donation of building	—	—	(4,125)
Amortization of intangibles and other acquisition-related costs	(34,056)	(19,337)	(2,892)
Impairment of assets and other	(1,795)	(3,758)	(2,782)
Other	5,008	(2,253)	(1,385)
Non-cash compensation	—	(933)	—
Income (loss) from operations before income taxes	<u>\$ (55,970)</u>	<u>\$ (21,660)</u>	<u>\$ 155,578</u>

Depreciation:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
Programmable Systems Division	\$ 14,642	\$ 18,025	\$ 22,798
Memory Products Division	16,332	18,265	19,199
Data Communications Division	3,851	4,768	6,263
Emerging Technologies and Other	4,680	4,483	373
Total depreciation	<u>\$ 39,505</u>	<u>\$ 45,541</u>	<u>\$ 48,633</u>

Geographical Information

The following table presents our total revenues by geographical locations:

	Year Ended		
	December 29, 2013	December 30, 2012	January 1, 2012
	(In thousands)		
United States	\$ 75,052	\$ 101,674	\$ 122,956
Europe	61,003	78,216	118,695
Asia:			
China	254,993	334,113	427,794
South Korea	96,811	94,672	136,777
Japan	81,856	67,270	70,279
Rest of the world	152,978	93,742	118,703
Total revenues	<u>\$ 722,693</u>	<u>\$ 769,687</u>	<u>\$ 995,204</u>

Property, plant and equipment, net, by geographic locations were as follows:

	As of	
	December 29, 2013	December 30, 2012
	(In thousands)	
United States	\$ 152,628	\$ 180,139
Philippines	59,873	73,091
Other	46,084	21,197
Total property, plant and equipment, net	<u>\$ 258,585</u>	<u>\$ 274,427</u>

We track our assets by physical location. Although management reviews asset information on a corporate level and allocates depreciation expense by segment, our chief operating decision maker does not review asset information on a segment basis.

Customer Information

Outstanding accounts receivable from three of our distributors, accounted for 17%, 12% and 11%, respectively, of our consolidated accounts receivable as of December 29, 2013. Outstanding accounts receivable from three of our distributors, accounted for 12%, 12% and 10%, respectively, of our consolidated accounts receivable as of December 30, 2012.

Revenue generated through two of our distributors, accounted for 11% and 10% respectively, of our consolidated revenue for fiscal 2013. One end customer, purchases our products both from our distributors and directly from us. Shipments to this end customer accounted for 12% of our consolidated revenue for fiscal 2013.

Revenue generated through three of our distributors accounted for 14%, 12% and 10%, respectively, of our consolidated revenue for fiscal 2012. Shipments to one end customer accounted for 11% of our consolidated revenue for fiscal 2012.

Revenue through two of our distributors accounted for 13% and 11%, respectively, of our consolidated revenue for fiscal 2011. Shipments to one end customer accounted for 10% of our consolidated revenue for fiscal 2011.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Cypress Semiconductor Corporation:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Cypress Semiconductor Corporation and its subsidiaries (the “Company”) at December 29, 2013 and December 30, 2012 and the results of their operations and their cash flows for each of the three years in the period ended December 29, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2013, based on criteria established in *Internal Control—Integrated Framework (1992)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

San Jose, California

February 27, 2014

UNAUDITED QUARTERLY FINANCIAL DATA

Fiscal 2013

	Three Months Ended			
	December 29, 2013	September 29, 2013	June 30, 2013 (1)	March 31, 2013
	(In thousands, except per-share amounts)			
Revenues	\$ 167,776	\$ 188,723	\$ 193,466	\$ 172,728
Gross margin	\$ 76,448	\$ 91,653	\$ 91,425	\$ 79,046
Net income (loss)	\$ (13,914)	\$ (8,788)	\$ 3,330	\$ (28,838)
Adjust for net loss attributable to noncontrolling interest	337	430	436	643
Net income (loss) attributable to Cypress	<u>\$ (13,577)</u>	<u>\$ (8,358)</u>	<u>\$ 3,766</u>	<u>\$ (28,195)</u>
Net income (loss) per share—basic	<u>\$ (0.09)</u>	<u>\$ (0.06)</u>	<u>\$ 0.03</u>	<u>\$ (0.19)</u>
Net income (loss) per share—diluted	<u>\$ (0.09)</u>	<u>\$ (0.06)</u>	<u>\$ 0.02</u>	<u>\$ (0.19)</u>

Fiscal 2012

	Three Months Ended			
	December 30, 2012 (2)	September 30, 2012 (3)	July 1, 2012	April 1, 2012
	(In thousands, except per-share amounts)			
Revenues	\$ 180,283	\$ 203,015	\$ 201,300	\$ 185,089
Gross margin	\$ 84,194	\$ 110,056	\$ 106,769	\$ 91,781
Net income	\$ (22,803)	\$ 13,958	\$ 4,632	\$ (19,771)
Adjust for net loss attributable to noncontrolling interest	584	374	345	311
Net income attributable to Cypress	<u>\$ (22,219)</u>	<u>\$ 14,332</u>	<u>\$ 4,977</u>	<u>\$ (19,460)</u>
Net income per share—basic	<u>\$ (0.15)</u>	<u>\$ 0.10</u>	<u>\$ 0.03</u>	<u>\$ (0.13)</u>
Net income per share—diluted	<u>\$ (0.15)</u>	<u>\$ 0.09</u>	<u>\$ 0.03</u>	<u>\$ (0.13)</u>

- (1) The results for the three months ended June 30, 2013 included approximately \$1.5 of non-recurring charges for goodwill attributable to the MPD reportable segment in connection with the acquisition of Ramtron.
- (2) The results for the three months ended December 30, 2012 included approximately \$15.3 of non-recurring costs incurred in connection with the acquisition of Ramtron, and a tax benefit of approximately \$1.2 million that related to prior periods.
- (3) The results for the three months ended September 30, 2012 included approximately \$1.5 million of inventory-related charges that related to prior periods.

Basic and diluted earnings per share are computed independently for each of the quarters presented. Therefore, the sum of quarterly basic and diluted per share information may not equal annual basic and diluted earnings per share.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K and subject to the foregoing, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and can only provide reasonable assurance with respect to financial statement preparation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of our internal control over financial reporting as of December 29, 2013. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control—Integrated Framework (1992)*. Based on our assessment using those criteria, our management (including our Chief Executive Officer and Chief Financial Officer) concluded that our internal control over financial reporting was effective as of December 29, 2013.

Our independent registered public accounting firm, PricewaterhouseCoopers LLP, has issued a report on our internal control over financial reporting. The report on the audit of internal control over financial reporting appears on page 89 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of fiscal 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

Certain information required by Part III is omitted from this Annual Report on Form 10-K. We will file a definitive proxy statement pursuant to Regulation 14A (the “Proxy Statement”) not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, and certain information included therein is incorporated herein by reference.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item will be included under the caption “Directors, Executive Officers and Corporate Governance” in our Proxy Statement for the 2014 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 29, 2013 (2014 Proxy Statement) and is incorporated herein by reference. The information required by this item regarding delinquent filers pursuant to Item 405 of Regulation S-K will be included under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” in the 2014 Proxy Statement and is incorporated herein by reference.

We have adopted a code of ethics that applies to all of our directors, officers and employees. We have made the code of ethics available, free of charge, on our website at www.cypress.com.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item concerning executive compensation is incorporated by reference from the information set forth in the section titled “Executive Compensation” in our 2014 Proxy Statement and is incorporated herein by reference.

The information required by this item concerning compensation of directors is incorporated by reference from the information set forth in the section titled “Board Structure and Compensation” in our 2014 Proxy Statement and is incorporated herein by reference.

The information required by this item concerning our compensation committee is incorporated by reference from the information set forth in the sections titled “Compensation Committee Interlocks and Insider Participation” and “Report of the Compensation Committee of the Board of Directors” in our in our 2014 Proxy Statement and is incorporated herein by reference.

Quarterly Executive Incentive Payments

There were no performance incentive payments earned by our executive officers in accordance with the terms of our Key Employee Bonus Plan (the “KEBP”) and the Performance Bonus Plan (the “PBP”) for the fourth quarter and the annual portion of fiscal 2013.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item regarding security ownership of certain beneficial owners, directors and executive officers is incorporated by reference from the information set forth in the section titled “Security Ownership of Certain Beneficial Owners and Management” in our 2014 Proxy Statement.

The information required by this item regarding our equity compensation plans is incorporated by reference from Item 5 of this Annual Report on Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item regarding transactions with certain persons is incorporated by reference from the information set forth in the section titled “Certain Relationships and Related Transactions” in our 2014 Proxy Statement.

The information required by this item regarding director independence is incorporated by reference from the information set forth in the section titled “Board Structure and Compensation” in our Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item regarding fees and services is incorporated by reference from the information set forth in the section titled “Proposal Two—Ratification of the Selection of Independent Registered Public Accounting Firm” in our Proxy Statement.

The information required by this item regarding the audit committee’s pre-approval policies and procedures is incorporated by reference from the information set forth in the section titled “Report of the Audit Committee of the Board of Directors” in our Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

(a) The following documents are filed as a part of this Annual Report on Form 10-K:

1. Financial Statements:

	Page
Consolidated Balance Sheets	<u>48</u>
<u>Consolidated Statements of Operations</u>	<u>49</u>
<u>Consolidated Statements of Stockholders' Equity</u>	<u>51</u>
<u>Consolidated Statements of Cash Flows</u>	<u>52</u>
<u>Notes to Consolidated Financial Statements</u>	<u>54</u>

2. Financial Statement Schedule:

	Page
<u>Schedule II—Valuation and Qualifying Accounts</u>	<u>97</u>

The exhibits listed below are required to be filed as exhibits to Cypress Semiconductor Annual Report on Form 10-K for the year ended December 29, 2013. For administrative convenience and to avoid further increasing the size of the 10-K, we are filing the Documents as exhibits to this optional Current Report on Form 8-K and will incorporate the Documents into the 10-K by reference hereto.

3. Exhibits:

Exhibit Number	Exhibit Description	Incorporated by References		
		Form	Filing Date/ Period End Date	Filed Herewith
2.1	Agreement and Plan of Reorganization dated as of January 16, 2001 by and among Cypress Semiconductor Corporation, Clock Acquisition Corporation, International Microcircuits, Inc. and with respect to Article VII, U.S. Bank Trust, N.A., as Escrow Agent, and Kurt R. Jagers, as Securityholder Agent.	10-Q	4/1/2001	
2.2	Agreement and Plan of Reorganization dated as of January 26, 2001 by and among Cypress Semiconductor Corporation, Hilo Acquisition Corporation, HiB and Semiconductors, Inc., certain shareholder parties thereto, and U.S. Bank Trust, National Association, as Escrow Agent.	10-Q	4/1/2001	
2.3	Stock Purchase Agreement dated as of May 29, 2001 by and among Cypress Semiconductor Corporation, ScanLogic Holding Company, ScanLogic Corporation, certain shareholder parties thereto, and with respect to Article VII, U.S. Bank Trust, N.A., as Escrow Agent, and Israel Zilberman, as Securityholder Agent.	10-Q	7/1/2001	
2.4	Agreement and Plan of Reorganization dated as of June 2, 2001 by and among Cypress Semiconductor Corporation, Lion Acquisition Corporation, Lara Networks, Inc., U.S. Bank Trust National Association, as Escrow Agent (with respect to Article VII only), and Kenneth P. Lawler, as Securityholder Agent (with respect to Articles I and VII only).	10-Q	9/30/2001	
2.5	First Amendment to Agreement and Plan of Reorganization dated as of July 3, 2001 by and among Cypress Semiconductor Corporation, Lion Acquisition Corporation, Lara Networks, Inc., U.S. Bank Trust, N.A., as Escrow Agent, and Kenneth P. Lawler, as Securityholder Agent.	10-Q	9/30/2001	
2.6	Agreement and Plan of Reorganization dated as of August 19, 2001 by and among Cypress Semiconductor Corporation, In-System Design, Inc., and with respect to Article VII, U.S. Bank Trust, N.A., as Escrow Agent, and Lynn Watson, as Securityholder Agent.	10-Q	9/30/2001	
2.7	First Amendment to Agreement and Plan of Reorganization dated as of September 10, 2001 by and among Cypress Semiconductor Corporation, Idaho Acquisition Corporation, In-System Design, Inc., U.S. Bank Trust, N.A., as Escrow Agent, and Lynn Watson, as Securityholder Agent.	10-Q	9/30/2001	
2.8	Agreement and Plan of Reorganization dated as of November 17, 2001 by and among Cypress Semiconductor Corporation, Steelers Acquisition Corporation, Silicon Packets, Inc., and with respect to Article VII only, U.S. Bank Trust, N.A., as Escrow Agent, and Robert C. Marshall, as Securityholder Agent.	10-K	12/30/2001	
2.9	Stock Purchase Agreement dated as of June 21, 2004 by and among Cypress Semiconductor Corporation, in the name and on behalf of Cypress Semiconductor (Belgium) BVBA in Formation, FillFactory NV, certain stockholders of FillFactory NV and with respect to Article VIII and Article X only, U.S. Bank, National Association, as Escrow Agent, and Luc De Mey and IT-Partners NV, as Stockholder Agents.	8-K	8/13/2004	

Exhibit Number	Exhibit Description	Incorporated by References		
		Form	Filing Date/ Period End Date	Filed Herewith
2.1	Agreement and Plan of Reorganization dated as of June 30, 2004 by and among Cypress Semiconductor Corporation, SP Acquisition Corporation and SunPower Corporation.	10-K	1/2/2005	
2.11	Agreement and Plan of Merger dated as of February 11, 2005 by and among Cypress Semiconductor Corporation, SMaL Camera Technologies, Inc., Summer Acquisition Corporation, and with respect to Articles VII and IX only, U.S. Bank, National Association, as Escrow Agent, and Allan Thygesen, as Securityholder Agent.	8-K	2/15/2005	
2.12	Agreement and Plan of Merger dated November 7, 2005 by and between Cypress Semiconductor Corporation, CMS Acquisition Corporation and Cypress Microsystems, Inc.	8-K	12/8/2005	
2.13	Agreement for the Purchase and Sale of Assets and Amendment No. 1 dated as of February 15, 2006 by and between Cypress Semiconductor Corporation and NetLogic Microsystems, Inc.	8-K	2/21/2006	
2.14	Asset Purchase Agreement, dated February 27, 2007, by and between Sensata Technologies, Inc. and Cypress Semiconductor Corporation.	8-K	3/20/2007	
2.15	Agreement for the Purchase and Sale of Assets, dated August 29, 2007, by and between NetLogic Microsystems, Inc. and Cypress Semiconductor Corporation.	8-K	9/5/2007	
2.16	Agreement and Plan of Merger, dated as of August 1, 2008, by and among Cypress Semiconductor Corporation, Copper Acquisition Corporation and Simtek Corporation.	8-K	8/1/2008	
3.1	Second Restated Certificate of Incorporation of Cypress Semiconductor Corporation.	10-K	12/31/2000	
3.2	Amended and Restated Bylaws of Cypress Semiconductor Corporation.	8-K	3/31/2006	
3.3	Certificate of Amendment to Amended and Restated Bylaws of Cypress Semiconductor Corporation	8-K	5/28/2009	
3.4	Certificate of Amendment to Amended and Restated Bylaws of Cypress Semiconductor Corporation	8-K	5/18/2010	
4.1	Subordinated Indenture dated as of January 15, 2000 between Cypress Semiconductor Corporation and State Street Bank and Trust Company of California, N.A., as Trustee.	8-K	3/17/2000	
4.2	Supplemental Trust Indenture dated as of June 15, 2000 between Cypress Semiconductor Corporation and State Street Bank and Trust Company of California, N.A., as Trustee.	8-K	7/11/2000	
4.3	Indenture dated as of June 3, 2003 between Cypress Semiconductor Corporation and U.S. Bank National Association, as Trustee.	S-3	6/30/2003	
4.4	Indenture dated as of March 13, 2007 between Cypress Semiconductor Corporation and U.S. Bank National Association, as Trustee.	S-3	5/17/2007	
4.5	Registration Rights Agreement—1.00% Convertible Senior Notes due September 15, 2009.	10-Q	7/1/2007	
10.1	Form of Indemnification Agreement.	S-1	3/4/1987	
10.2	Cypress Semiconductor Corporation Non-Qualified Deferred Compensation Plan I.	S-8	9/6/2002	
10.3	Cypress Semiconductor Corporation Non-Qualified Deferred Compensation Plan II.	S-8	9/6/2002	
10.4	Lease Agreement dated as of June 27, 2003 between Wachovia Development Corporation and Cypress Semiconductor Corporation.	10-Q	6/29/2003	
10.5	Participation Agreement dated as of June 27, 2003 by and among Cypress Semiconductor Corporation, Wachovia Development Corporation and Wachovia Bank, National Association.	10-Q	6/29/2003	
10.6	Call Spread Option Confirmation dated May 29, 2003 among Cypress Semiconductor Corporation, Credit Suisse First Boston International, and Credit Suisse First Boston.	10-Q	6/29/2003	
10.7	Amended and Restated Call Spread Option Confirmation dated as of May 11, 2004 among Cypress Semiconductor Corporation, Credit Suisse First Boston International, and Credit Suisse First Boston.	10-Q	6/27/2004	
10.8	SMaL Camera Technologies, Inc. 2000 Stock Option and Incentive Plan.	S-8	3/8/2005	
10.9	First Amendment to Certain Operative Agreements dated March 28, 2005 between Wachovia Development Corporation and Cypress Semiconductor Corporation.	10-Q	4/3/2005	
10.1	Cypress Semiconductor Corporation 2006 Key Employee Bonus Plan (KEBP) Summary.	10-K	1/1/2006	
10.11	Cypress Semiconductor Corporation Performance Profit Sharing Plan (PPSP) Summary.	10-K	1/1/2006	
10.12	Memorandum of Agreement between GNPowder Ltd. Co. and Cypress Manufacturing Ltd.	10-Q	10/1/2006	
10.13	Letter of Agreement between Cypress Semiconductor Corporation and SunPower Corporation.	8-K	11/16/2006	
10.14	Letter of Agreement between Cypress Semiconductor Corporation and PowerLight Corporation.	8-K	11/16/2006	
10.15	Amended Letter of Agreement between Cypress Semiconductor Corporation and PowerLight Corporation.	8-K	1/5/2007	
10.16	Guaranty dated December 12, 2006 by and between Grace Semiconductor USA, Inc., CIT Technologies Corporation and Cypress Semiconductor Corporation.	10-K	12/31/2006	
10.17	Guaranty dated February 1, 2007 by and between Grace Semiconductor USA, Inc., CIT Technologies Corporation and Cypress Semiconductor Corporation.	10-K	12/31/2006	
10.18	Guaranty dated March 19, 2007 by and between Grace Semiconductor USA, Inc., CIT Technologies Corporation and Cypress Semiconductor Corporation.	10-Q	4/1/2007	
10.19	Guaranty dated May 15, 2007 by and between Grace Semiconductor USA, Inc., CIT Technologies Corporation and Cypress Semiconductor Corporation.	10-Q	7/1/2007	
10.2	Guaranty dated June 15, 2007 by and between Grace Semiconductor USA, Inc., CIT Technologies Corporation and Cypress Semiconductor Corporation.	10-Q	7/1/2007	

Exhibit Number	Exhibit Description	Incorporated by References		
		Form	Filing Date/ Period End Date	Filed Herewith
10.21	Guaranty dated December 15, 2007 by and between Grace Semiconductor USA, Inc., CIT Technologies Corporation and Cypress Semiconductor Corporation.	10-K	12/30/2007	
10.22	Guaranty, dated March 24, 2008, by and between Grace Semiconductor USA, Inc., CIT Technologies Corporation and Cypress Semiconductor Corporation.	10-Q	3/30/2008	
10.23	Form of Transaction Support Agreement by and among Cypress Semiconductor Corporation, Copper Acquisition Corporation and the individuals listed on the signatures pages thereto, dated as of August 1, 2008.	8-K	8/1/2008	
10.24	Amendment No. 1 to Tax Sharing Agreement, dated as of August 12, 2008, by and between Cypress Semiconductor Corporation and SunPower Corporation.	8-K	8/11/2008	
10.25	1999 Non-Statutory Stock Option Plan, as amended and restated.	S-8	10/24/2008	
10.26	Employee Qualified Stock Purchase Plan, as amended and restated.	S-8	10/24/2008	
10.27	International Microcircuits Inc. 2000 Nonstatutory Stock Option Plan.	S-8	10/24/2008	
10.28	Amended and Restated Loan and Security Agreement with Silicon Valley Bank dated March 2, 2009	10-Q	3/29/2009	
10.29	Amendment No. 1 to Amended and Restated Loan and Security Agreement with Silicon Valley Bank dated March 1, 2010.	10-K	3/3/2010	
10.3	1994 Stock Plan, as amended and Restated	8-K	6/2/2011	
10.31	Amended and Restated Loan and Security Agreement.	10-Q	5/9/2012	
10.32	2012 Incentive Award Plan, as amended and restated.	S-8	12/12/2012	
21.1	Subsidiaries of Cypress Semiconductor Corporation.	10-K	2/28/2013	X
23.1	Consent of Independent Registered Public Accounting Firm.	10-K	2/28/2013	X
24.1	Power of Attorney (reference is made to the signature page of this Annual Report on Form 10-K).	10-K	2/27/2013	X
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	10-K	2/28/2013	X
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	10-K	2/28/2013	X
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	10-K	2/28/2013	X
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	10-K	2/28/2013	X
101.INS*	XBRL Instance Document.			
101.SCH*	XBRL Taxonomy Extension Schema Document.			
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.			
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.			
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.			
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.			

* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS

	Balance at Beginning of Period	Charges (Releases) to Expenses/ Revenues	Deductions	Balance at End of Period
	(In thousands)			
Allowance for doubtful accounts receivable:				
Year ended December 29, 2013	\$ 769	\$ 51	\$ (101)	\$ 719
Year ended December 30, 2012	\$ 824	\$ 571	\$ (626)	\$ 769
Year ended January 1, 2012	\$ 803	\$ 24	\$ (3)	\$ 824

SUBSIDIARIES OF CYPRESS SEMICONDUCTOR CORPORATION

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Cypress Manufacturing, Ltd.	Cayman Islands
Cypress Semiconductor (Minnesota) Inc.	United States of America
Cypress Semiconductor (Switzerland) Sarl	Switzerland
Cypress Semiconductor Ireland Limited	Ireland
Cypress Semiconductor Technology (Shanghai) Co., Ltd.	China
Cypress Semiconductor Technology India Private Limited	India
Cypress Semiconductor Technology Ltd.	Cayman Islands
Deca Technologies Inc.	Cayman Islands

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-106667 and 333-95711) and in the Registration Statements on Form S-8 (Nos. 333-189612, 333-185439, 333-174673, 333-165750, 333-154748, 333-150484, 333-131494, 333-119049, 333-108175, 333-104672, 333-101479, 333-99221, 333-91764, 333-71528, 333-66074, 333-58896, 333-44264, 333-93839, 333-93719, 333-76665, 333-68703, 333-52035, 333-24831, 333-00535 , 033-59153, 033-57499, and 033-54637) of Cypress Semiconductor Corporation of our report dated February 27, 2014 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 27, 2014



March 28, 2014

Dear Fellow Stockholder:

You are cordially invited to attend Cypress Semiconductor Corporation's 2014 Annual Meeting of Stockholders. We will hold the meeting on Friday, May 9, 2014, at 10:00 a.m. Pacific Daylight Time, at our principal executive offices located at 198 Champion Court, San Jose, California 95134. We look forward to your attendance in person or by proxy at the meeting.

Please refer to the Proxy Statement for detailed information on each of the proposals to be presented at the Annual Meeting. Your vote is important, and we strongly urge you to cast your vote whether or not you plan to attend the Annual Meeting.

If you are a stockholder of record, meaning that you hold shares directly with Computershare Investor Services, LLC, the inspector of elections will have your name on a list, and you will be able to gain entry to the Annual Meeting with any form of government-issued photo identification, such as a driver's license, state-issued ID card, or passport. If you hold stock in a brokerage account or in "street name" and wish to attend the Annual Meeting in person, you will also need to bring a letter from your broker reflecting your stock ownership as of the record date, which is March 10, 2014.

Thank you for your ongoing support and continued interest in Cypress Semiconductor Corporation.

Very truly yours,

T.J. Rodgers
President and Chief Executive Officer

2014 ANNUAL MEETING OF STOCKHOLDERS
NOTICE OF ANNUAL MEETING AND PROXY STATEMENT
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CYPRESS SEMICONDUCTOR CORPORATION

NOTICE OF THE 2014 ANNUAL MEETING OF STOCKHOLDERS

TO ALL CYPRESS STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Cypress Semiconductor Corporation, a Delaware corporation, will be held on:

Date: Friday, May 9, 2014

Time: 10:00 a.m. Pacific Daylight Time

Place: Cypress's principal executive offices located at 198 Champion Court, San Jose, California 95134

Items of Business:

1. The election of seven directors to serve on our Board of Directors for a one-year term, and until their successors are elected;
2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2014;
3. Annual advisory vote to approve the compensation of our named executive officers; and
4. The transaction of such other business as may properly come before the Annual Meeting, or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of the 2014 Annual Meeting of Stockholders. This Notice, the 2013 Annual Report and our 2014 Proxy Statement are being made available to stockholders on or about March 28, 2014.

All stockholders are cordially invited to attend the Annual Meeting in person. Only stockholders of record at the close of business on March 10, 2014, are entitled to receive notice of, and may vote at, the Annual Meeting, or any adjournment or postponement thereof. Any stockholder attending the Annual Meeting and entitled to vote may do so in person even if such stockholder returned a proxy card or voted by telephone or online. We have provided voting instructions in the attached Proxy Statement on how you can vote your shares at or before the Annual Meeting. The attached Proxy Statement and our 2013 Annual Report to stockholders are also available online at <http://www.cypress.com/go/annualreport>. You are encouraged to access and review all of the important information contained in these materials prior to voting.

FOR THE BOARD OF DIRECTORS



Victoria Valenzuela
Corporate Secretary

San Jose, California, March 28, 2014

CYPRESS SEMICONDUCTOR CORPORATION

PROXY STATEMENT FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS

FREQUENTLY ASKED QUESTIONS ABOUT THE PROXY MATERIALS AND VOTING

Why am I receiving these materials?

The Board of Directors (the “Board”) of Cypress Semiconductor Corporation (sometimes referred to as “we”, “us”, “our”, “the Company” or “Cypress”) is providing these proxy materials to solicit your vote at the 2014 Annual Meeting of Stockholders, or any adjournment or postponement thereof (“Annual Meeting”). The Annual Meeting will be held on Friday, May 9, 2014, at 10:00 a.m. Pacific Daylight Time at our principal executive offices located at 198 Champion Court, San Jose, California 95134. The telephone number at this address is (408) 943-2600.

Why did I receive a one-page notice in the mail regarding online availability of proxy materials instead of a full set of proxy materials?

In accordance with the rules of the Securities and Exchange Commission (SEC) and in an effort to reduce expenses and provide a convenience to our stockholders, we are furnishing our proxy materials primarily online on or about March 28, 2014. Therefore, instead of mailing a printed copy of our proxy materials to our stockholders, most of our stockholders will receive a Notice of Availability of Proxy Materials (the “Notice”), which provides instructions on how to access and review our proxy materials online, or if preferred, request a paper copy of our proxy materials, including this proxy statement (“Proxy Statement”), our 2013 Annual Report and a proxy or voting instruction card. The Notice also provides important instructions on how to submit your vote online.

Who may attend the Annual Meeting?

All stockholders and holders of proxies for those stockholders as of March 10, 2014 (the “Record Date”) may attend, as well as other persons invited by Cypress. If you are a stockholder of record, meaning that you hold shares directly with Computershare Investor Services, LLC, the inspector of elections will have your name on a list, and you will be able to gain entry to the Annual Meeting with any form of government-issued photo identification, such as a driver’s license, state-issued ID card, or passport. Stockholders holding stock in brokerage accounts or in “street name” wishing to attend the Annual Meeting in person will also need to bring a letter from their broker reflecting their stock ownership as of the Record Date.

Who is entitled to vote?

Only Cypress stockholders as of the close of business on the Record Date are entitled to vote at the Annual Meeting. As of the Record Date, there were 156,878,540 shares outstanding of Cypress’s common stock, par value \$0.01 per share.

What may I vote on?

You may vote on all items listed below:

1. The election of seven directors to serve on our Board of Directors for one-year terms, and until their successors are elected;
2. The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year 2014;
3. Annual advisory vote to approve the compensation of our named executive officers; and
4. The transaction of such other business as may properly come before the Annual Meeting, or any adjournment or postponement thereof.

What is the difference between a registered stockholder or stockholder of record and a beneficial stockholder?

Registered Stockholder or Stockholder of Record: Shares Registered in Your Name

If, on the Record Date, your shares were registered directly in your name with the Company’s transfer agent, Computershare Investor Services, LLC, then you are a registered stockholder or a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or you may vote by proxy. Shares held in a bank or brokerage account are not generally registered directly in your name.

Beneficial Stockholder: Shares Registered in the Name of a Bank or Broker



If your shares were held in an account at a bank, brokerage firm, dealer, or other similar organization on the Record Date, then you are the beneficial stockholder of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial stockholder, you have the right to instruct your bank or broker on how to vote the shares in your account. You are also invited to attend the Annual Meeting. You will be able to gain entry to the Annual Meeting with any form of government-issued photo identification, along with a copy of a letter from your bank or broker reflecting your stock ownership as of the Record Date.

However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your bank or broker in advance of the Annual Meeting.

How do I vote and what are the voting deadlines?

Whether you hold your shares directly as the stockholder of record or beneficially in "street name", you may vote your shares by proxy without attending the Annual Meeting. Depending on how you hold your shares, you may vote your shares in one of the following ways:

Stockholders of Record: If you are a stockholder of record, there are several ways for you to vote your shares.

 By mail	 By telephone or online	In person at the Annual Meeting
If you received printed proxy materials, you may submit your vote by completing, signing and dating each proxy card received and returning it in the prepaid envelope. Sign your name exactly as it appears on the proxy card. Proxy cards submitted by mail must be received no later than May 8, 2014 at 5 p.m. Pacific Daylight Time to be voted at the Annual Meeting.	You may vote your shares by telephone or online by following the instructions provided in the Notice of Online Availability of Proxy Materials. If you vote by telephone or online, you do not need to return a proxy card by mail. Online and telephone voting are available 24 hours a day. Votes submitted by telephone or online must be received by 11:59 p.m. Eastern Time on May 8, 2014.	You may vote your shares in person at the Annual Meeting. Even if you plan to attend the Annual Meeting in person, we recommend that you also submit your proxy card or voting instructions, or vote by telephone or online by the applicable deadline so that your vote will be counted if you later decide not to attend the Annual Meeting.

Beneficial Stockholders: If you are the beneficial owner of your shares, you should have received the Notice and voting instructions from the bank or broker holding your shares. You should follow the instructions in the Notice and voting instructions to instruct your bank or broker on how to vote your shares. The availability of telephone and online voting will depend on the voting process of the bank or broker. Shares held beneficially may be voted in person at the Annual Meeting only if you obtain a legal proxy from the bank or broker in advance of the Annual Meeting giving you the right to vote your shares.

What shares may be voted and how may I cast my vote for each proposal?

You may vote all shares you own as of the close of business on the Record Date. You may cast one vote per share of common stock for each proposal, except that a stockholder voting for the election of directors has the right to cumulate his or her votes. This means you may give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of shares you are entitled to vote, or you may distribute your shares among as many director candidates as you select, provided that your votes cannot be cast for more than seven candidates. If you choose to cumulate your votes, you will need to submit a proxy card or ballot and make an explicit statement of your intent to cumulate your votes, either by indicating in writing on the proxy card or by indicating in writing on your ballot when voting at the Annual Meeting. If you hold shares beneficially in “street name” and wish to cumulate your votes, you should contact your bank or broker.

What is the effect of a broker vote?

Banks and brokers who hold shares of our common stock for a beneficial owner have the discretion to vote on routine proposals even if they have not received voting instructions from the beneficial owner at least ten days prior to the Annual Meeting. A “broker non-vote” occurs when a bank or broker does not receive voting instructions from the beneficial owner and does not have the discretion to direct the voting of the shares on a particular proposal. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting, but will not be counted for purposes of determining the final vote with respect to a particular proposal. Thus, a broker non-vote may impact our ability to obtain a quorum, but will not otherwise affect the outcome of the vote on any proposal that requires a plurality of votes cast (Proposal 1) or an advisory vote (Proposal 3).

How many votes are needed to approve each proposal?

With respect to Proposal 1, the seven director nominees receiving the highest number of "FOR" votes will be elected. You may vote “FOR” all nominees, “WITHHOLD” your vote for all nominees, or vote “FOR” all nominees except those specific nominees from whom you “WITHHOLD” your vote. A properly executed proxy marked “WITHHOLD” with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Proxies may not be voted for more than seven directors. If you hold your shares in “street name”, your bank or broker is not permitted to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you do not instruct your bank or broker how to vote in the election of directors, no votes will be cast on your behalf.

With respect to Proposals 2 and 3, we must receive a “FOR” vote from the majority of shares present and entitled to vote either in person or by proxy in order for such proposal to be approved. Under Delaware law, if you “ABSTAIN” from voting for Proposals 2 and 3 it will have the same effect as an “AGAINST” vote.

Proposal	Vote Required	Broker Vote Allowed
Proposal 1 – Election of seven directors	Plurality of votes cast	No
Proposal 2 – Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2014	Majority of shares entitled to vote and present in person or represented by proxy	Yes
Proposal 3 – Annual advisory vote to approve compensation of our named executive officers	Majority of shares entitled to vote and present in person or represented by proxy	No

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid annual meeting. A quorum will be present if at least a majority of the outstanding shares are represented by proxy or by stockholders present and entitled to vote at the Annual Meeting. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your bank or broker) or if you vote in person at the Annual Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, the chairman of the Annual Meeting or holders of a majority of the votes present at the Annual Meeting may adjourn the Annual Meeting to another time or date.

How can I change my vote or revoke my proxy?

If you are a stockholder of record, you have the right to revoke your proxy and change your vote at any time before the Annual Meeting by (i) returning a later-dated proxy card, or (ii) voting again online or by telephone, as more fully described on your Notice or proxy card. You may also revoke your proxy and change your vote by voting in person at the Annual Meeting. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or vote again at the Annual Meeting.

If your shares are held by a bank or broker, you may change your vote by submitting new voting instructions to your bank, broker, trustee or agent, or, if you have obtained a legal proxy from your bank or broker giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

What does it mean if I get more than one Notice, proxy or voting instructions card?

It means you hold shares in more than one registered account. You must vote all of your proxy cards in one of the manners described above (under “*How do I vote and what are the voting deadlines?*”) to ensure that all your shares are voted.

Who will count the votes?

Representatives of Investor Communication Solutions, a division of Broadridge Financial Solutions, Inc., our mailing agent and tabulation service, will count the votes, and Victoria Valenzuela, our Corporate Secretary, will act as the Inspector of Elections. The procedures to be used by the Inspector of Elections are consistent with Delaware law concerning the voting of shares, determination of a quorum and the vote required to take stockholder action.

How much did this proxy solicitation cost and who will pay for the cost?

The cost of soliciting your vote in connection with this Proxy Statement has been, or will be, borne by Cypress, and is expected to cost approximately \$9,000. We have also requested that banks, brokers and other custodians, agents and fiduciaries send these proxy materials to the beneficial owners of our common stock they represent and secure their instructions as to the voting of such shares. We may reimburse such banks, brokers and other custodians, agents and fiduciaries representing beneficial owners of our common stock for their expenses in forwarding solicitation materials to such beneficial owners. Certain of our directors, officers or employees may also solicit proxies in person, by telephone, or by electronic communications, but they will not receive any additional compensation for doing so.

How can I receive the proxy statement and annual report by electronic delivery?

You may sign up for Cypress’s e-delivery program at www.cypress.com/edeliveryconsent. When you sign up for our electronic delivery program, you will be notified by e-mail whenever our annual report or proxy statement is available for viewing online. Your enrollment in the e-delivery program will remain in effect as long as your account remains active or until you cancel your enrollment.

How can a stockholder request a copy of Cypress’s Annual Report on Form 10-K filed with the SEC for fiscal year 2013?

Online: Visit our website at www.cypress.com/go/annualreport to view the Annual Report online or print a copy.

By Mail: Send a written request for a copy of our Annual Report on Form 10-K to Victoria Valenzuela, Corporate Secretary, Cypress Semiconductor Corporation, 198 Champion Court, San Jose, California 95134. Upon receipt of such request by a stockholder, we will provide a printed copy of our Annual Report on Form 10-K without charge. Our Annual Report on Form 10-K for the fiscal year ended December 29, 2013 was filed with the SEC on February 27, 2014.

How and when may I submit proposals or director nominations for consideration at next year’s annual meeting of stockholders?

For stockholder proposals to be considered for inclusion in our 2015 Proxy Statement, the written proposal must be received by Victoria Valenzuela, our Corporate Secretary, at our principal executive offices located at 198 Champion Court, San Jose, California 95134, no later than November 28, 2014, in accordance with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934. In addition, the Company’s bylaws establish an advance notice procedure for stockholders who wish to present certain matters or nominate director candidates before or at an annual meeting of stockholders. Stockholders who wish to submit proposals or director nominations under the Company’s bylaws must deliver written notice to our Corporate Secretary at the address above no earlier than January 12, 2015, and no later than February 11, 2015. Any such proposal must contain the specific information required by the Company’s bylaws. In the event the date of next year’s annual meeting is moved more than 30 days before or after the anniversary date of this year’s annual meeting, the deadline for inclusion of stockholder proposals in our proxy statement would instead be a reasonable time before we begin to print and mail our proxy materials. If you are not able to submit your proposal within such reasonable time, you may still submit it for consideration for the 2015 Annual Meeting agenda, by submitting it no later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. All stockholder proposals will also need to comply with SEC regulations, including Rule 14a-8 of the Securities Exchange Act of 1934 regarding the inclusion of stockholder proposals in any Company-sponsored proxy materials.

If you would like a copy of Cypress’s current bylaws, please write to Victoria Valenzuela, Corporate Secretary, 198 Champion Court, San Jose, California 95134. A copy is also filed with the SEC and can be accessed at www.sec.gov.

Where can I find the voting results of the Annual Meeting?

We will announce the preliminary voting results at the 2014 Annual Meeting and file a Current Report on Form 8-K announcing the final voting results after the Annual Meeting.

How many copies of the proxy materials will you deliver to stockholders sharing the same address?

To reduce the expenses of delivering duplicate proxy materials, we are taking advantage of the SEC’s “householding” rules that permit us to deliver only one set of proxy materials to stockholders who share an address, unless otherwise requested by the stockholders. For future annual meetings, you may request separate voting materials, or request that we send only one set of proxy materials to you if you are receiving multiple copies, by writing to Investor Relations, Cypress Semiconductor Corporation, 198 Champion Court, San Jose, California 95134.

PROPOSAL ONE
ELECTION OF DIRECTORS

A board of seven directors is to be elected at the 2014 Annual Meeting. Proxies can only be voted for the number of nominees named in this Proxy Statement. All directors are elected annually and serve a one-year term until the next annual meeting where they or their successors are elected. If you submit a signed proxy card that does not specify how you wish to vote, your shares will be voted for the seven director nominees named below. If any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee designated by the present Board to fill the vacancy. We do not expect that any nominee will be unable or will decline to serve as a director. There are no arrangements or understandings between any nominee and any other person pursuant to which he was selected as a director or a nominee. As of the time of filing of this Proxy Statement, there were no director candidates recommended by stockholders or stockholder groups beneficially owning 5% of voting common stock for at least one year. All nominees are standing for re-election except for Robert Y. L. Mao, who is standing for election for the first time.

Except as set forth below, each of the nominees has been engaged in his principal occupation during the past five years. There are no family relationships among our directors and executive officers.

T.J. Rodgers is the founder, president, chief executive officer, and a director of Cypress Semiconductor Corporation. He sits on the board of directors of Cypress's internal subsidiaries, AgigA Tech, Inc. and Deca Technologies Inc. He is a former member of the board of trustees of Dartmouth College, his alma mater. Mr. Rodgers was a Sloan scholar at Dartmouth, where he graduated as salutatorian with a double major in physics and chemistry. He attended Stanford University on a Hertz fellowship, earning a master's degree (1973) and a Ph.D. (1975) in electrical engineering. At Stanford, Mr. Rodgers invented, developed and patented VMOS technology. He managed the MOS memory design group at American Megatrends Incorporation, a company specializing in computer hardware and firmware, from 1975 to 1980 before moving to Advanced Micro Devices (AMD), a developer of computer processors and related technologies for business and consumer markets, where he ran AMD's static RAM product group until 1982, when he founded Cypress.

Qualifications: Complete history of company; expert technical and analytical skills; long-term executive experience; over four decades of experience in the semiconductor industry

Other Public Directorships: None

Former Public Directorships: SunPower Corporation

Age: 66

Director Since: 1982

W. Steve Albrecht is an Andersen Alumni Professor of Accounting and a Wheatley Fellow at the Marriott School of Management at Brigham Young University (BYU). He served as the associate dean of the school until July 2008. Mr. Albrecht, a certified public accountant, certified internal auditor, and certified fraud examiner, joined BYU in 1977 after teaching at Stanford University and the University of Illinois. Prior to becoming a professor, he worked as an accountant for Deloitte & Touche, an accounting firm. Mr. Albrecht is the past president of the American Accounting Association and the Association of Certified Fraud Examiners. He is a former trustee of the Financial Accounting Foundation that provides oversight to the Financial Accounting Standards Board (FASB) and the Governmental Accounting Standards Board. He is also a former member of COSO, the organization that developed the internal control framework used by most companies. He has consulted with numerous corporations on fraud, controls and financial reporting issues. He has been an expert witness in several large financial statement fraud cases. Mr. Albrecht holds a bachelor of science degree from Brigham Young University, a master's degree in Business Administration and a doctorate degree in Accounting from the University of Wisconsin.

Qualifications: Extensive experience with public and financial accounting matters, especially with respect to multi-national companies

Other Public Directorships: Red Hat, SkyWest, Inc.

Former Public Directorships: SunPower Corporation

Age: 67

Director Since: 2003

Eric A. Benhamou is the chairman of our Board of Directors and former chairman of the board of 3Com Corporation, a digital electronics manufacturer best known for its computer network infrastructure products. He served as chief executive officer of Palm, Inc., a personal digital assistant and smartphone manufacturer, from October 2001 until October 2003 and as chairman until October 2007. He also served as chief executive officer of 3Com from 1990 until the end of 2000. Mr. Benhamou co-founded Bridge Communications, an early networking pioneer, and was vice president of engineering until its merger with 3Com in 1987. He serves on the Stanford University School of Engineering board and is vice chairman of the board of governors of Ben Gurion University of the Negev. He is the managing director of Benhamou Global Ventures, a venture capital firm he established in 2003. Mr. Benhamou holds a master of science degree from Stanford University's School of Engineering and a diplôme d'ingénieur and doctorate from Ecole Nationale Supérieure d'Arts et Métiers, Paris.

Qualifications:

Engineering expertise; extensive experience managing public companies in the technology sector; expertise in venture and other financial transactions

Other Public

Directorships: Silicon Valley Bank, Finjan Holdings

Former Public

Directorships: 3Com Corporation, Palm, Inc., Real Networks

Age: 58

Director Since: 1993

James R. Long has been an independent business consultant since 1999 when he retired as executive vice president of Nortel Networks Corporation, a multinational telecommunications and data networking equipment manufacturer, and president of Nortel Enterprise Solutions, an enterprise solutions business. Between 1991 and 1999, Mr. Long was the president of various business units at Nortel Networks, including Asia Pacific, Nortel World Trade, and the Enterprise Solutions group. Prior to joining Nortel, Mr. Long held a variety of senior executive positions with IBM Corporation, a multinational technology and consulting corporation, and Rolm Company, an IBM and Siemens joint venture and early innovator of private branch exchange systems. He is also a member of the National Advisory Council of the Marriott School of Management at Brigham Young University. Mr. Long holds a bachelor of science degree from San Jose State University.

Qualifications: Extensive executive experience, especially with public companies; corporate strategy skills

Other Public

Directorships: None

Former Public

Directorships: 3Com Corporation, NCR Corporation

Age: 71

Director Since: 2000

Robert Y. L. Mao currently serves as Chairman of the China Region for the Hewlett Packard Company, a position he has held since August 2013. Mr. Mao previously served as chief executive officer of 3Com Corporation from 2008 to 2010. Prior to 3Com Corporation, Mr. Mao worked for Nortel Networks as CEO of the company's Greater China operations from 1997 to 2006. Before joining Nortel, Mr. Mao was regional president of the Greater China region for Alcatel-Lucent, a global telecommunications equipment company, from 1995-1997. Mr. Mao also held executive positions at Alcatel and ITT, a diversified leading manufacturer of highly engineered critical components and customized technology solutions for the energy, transportation and industrial markets, in Asia and the United States. Mr. Mao has served on the board of directors of companies listed on the NASDAQ, the Hong Kong Stock Exchange, and the Taiwan Stock Exchange. Mr. Mao is a graduate of Cornell University with a bachelor's degree in materials science and a master's degree in metallurgical engineering. He also holds a master's degree in management from the Massachusetts Institute of Technology.

Qualifications: Extensive experience advising companies doing business in the Asia Pacific region, as well as with the automotive market

Other Public

Directorships: Energy Recovery, Inc., Yulon-Nissan Motor Company, China Motor Company

Former Public

Directorships: 3Com Corporation

Age: 70

Director Since: New Nominee

Mr. Mao was nominated by James R. Long, one of our Board members.

J. D. Sherman is the president and chief operating officer of HubSpot, a marketing software company. Prior to joining HubSpot, Mr. Sherman was the chief financial officer at Akamai Technologies, a leading web networking infrastructure company, from November 2005 to February 2012. Prior to Akamai, he served as the chief financial executive of IBM's Systems and Technology Group from January 1998 until October 2005. During his 15-year career at IBM, he held a number of senior executive positions in finance, including vice president of finance and planning for the company's zSeries Server Division and chief financial officer for CommQuest, a wholly-owned IBM subsidiary. Mr. Sherman holds a master's degree in business administration from the University of Chicago and a bachelor's degree in Economics from Emory University.

Qualifications: Extensive executive management experience; strong financial and business acumen; leadership in a large public technology company

Other Public Directorships: None

Former Public Directorships: 3Com Corporation, AMI Semiconductor

Age: 48

Director Since: 2010

Wilbert van den Hoek retired from Novellus Systems, Inc., a semiconductor equipment manufacturer, in 2008, where he was executive vice president and chief technology officer. He also served as president and chief executive officer of Novellus Development Company, LLC, a wholly-owned subsidiary of Novellus Systems, Inc. from 2005 until 2008. He joined Novellus Systems, Inc. in 1990 and served in various senior executive positions until his retirement in 2008. From 1980 to 1990, he held various positions at Philips Research Laboratories, a global organization that helps introduce meaningful innovation to improve people's lives. From 2004 until 2006 when the company went public, he served on the board of directors of Neah Power Systems, Inc., a developer of innovative, long-lasting, efficient and safe power solutions for military, transportation and portable electronics applications. Since 2005, he has served on the technical advisory boards of various organizations, including Cavendish Kinetics, Inc., a fabless supplier of tunable components for RF circuits, Innopad, Inc., a manufacturer of polishing pads for use in semiconductor manufacturing, Innovent Technologies, LLC, a manufacturer of customized substrate handling products for the semiconductor, LED and solar panel industries, and Process Relations, an independent software vendor and consulting company specializing in supporting customers develop and transfer high-tech manufacturing processes in various markets including the semiconductor market. Mr. van den Hoek received a doctorandus degree cum laude in Chemistry from the Rijks Universiteit Utrecht, The Netherlands in December 1979.

Qualifications: Extensive experience as a senior executive, consultant and director in the semiconductor industry and other high technology companies; thorough understanding of semiconductor industry business models and competition

Other Public Directorships: None

Former Public Directorships: None

Age: 57

Director Since: 2011

In addition to the biographical information above regarding each nominee's specific experience, attributes, positions and qualifications, we believe that each of our director nominees currently serving as a director has performed his duties with critical attributes such as honesty, integrity, diligence and an adherence to high ethical standards. In addition, each of our current directors has demonstrated strong business acumen and an ability to exercise sound judgment, as well as a commitment to the Company and its core values. Finally, we value their significant leadership and experience on other public company boards and board committees.

Required Vote

The seven nominees receiving the highest number of affirmative votes of the shares present or represented and entitled to vote shall be elected as directors to serve until our next annual meeting, where they or their successors will be elected. Votes withheld from this proposal are counted for purposes of determining the presence or absence of a quorum for the transaction of business, but have no further legal effect under Delaware law.

- THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION TO THE BOARD OF EACH OF THE NOMINEES PROPOSED ABOVE.**

PROPOSAL TWO**RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors, upon recommendation of the Audit Committee, has reappointed the firm of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 28, 2014, subject to ratification by our stockholders.

PricewaterhouseCoopers LLP has served as our independent registered public accounting firm since 1982. A representative of PricewaterhouseCoopers LLP is expected to be present at the 2014 Annual Meeting and will have an opportunity to make a statement if he or she desires to do so, and will also be available to respond to appropriate questions.

Stockholder ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm is not required by our bylaws or other applicable legal requirements. However, the Board is submitting the selection of PricewaterhouseCoopers LLP to the stockholders for ratification as a matter of good corporate practice.

If the stockholders fail to ratify the selection of our independent registered public accounting firm, the Audit Committee and the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Board, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interest of Cypress and its stockholders.

All fees billed to Cypress by PricewaterhouseCoopers LLP for fiscal years 2012 and 2013 were pre-approved by the Audit Committee and were as follows:

Services	2012	2013
Audit Fees	\$2,120,800	\$1,949,100
Audit-Related Fees	\$38,300	—
Tax Fees	\$651,600	\$216,600
All Other Fees	—	—
Total	\$2,810,700	\$2,165,700

Audit Fees. Includes fees associated with the annual audit of our financial statements and internal control over financial reporting in compliance with regulatory requirements under the Sarbanes-Oxley Act, review of our quarterly reports on Form 10-Q, annual report on Form 10-K and periodic reports on Form 8-K, consents issued in connection with our Form S-8 filings, assistance with and review of other documents we file with the SEC, and statutory audits required internationally.

Audit-Related Fees. Audit-related services principally include employee benefit plan audits, and accounting consultations not associated with the regular audit.

Tax Fees. Includes fees for tax compliance (tax return preparation assistance and expatriate tax services), general tax planning, tax-related services on acquisitions, and international tax consulting.

Audit Committee Pre-Approval Policy

The Audit Committee has adopted a policy that requires advance approval of all audit services, audit-related services, tax, and other services performed by the Company's independent registered public accounting firm. With the exception of certain de-minimis amounts, unless the specific service has been previously pre-approved with respect to that fiscal year, the Audit Committee must approve the permitted service before the independent registered public accounting firm is engaged to perform such services for Cypress.

Required Vote

The affirmative vote of the holders of a majority of the shares represented and entitled to vote at the meeting will be required to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 28, 2014.

- THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

PROPOSAL THREE**ANNUAL ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Act enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers (“NEO”) as disclosed in this Proxy Statement in accordance with the SEC rules. We are providing this proposal for the vote of our stockholders pursuant to Rule 14A of the Securities Exchange Act of 1934, as amended.

At our 2011 Annual Meeting, as recommended by our Board of Directors, a majority of our stockholders voted in favor of including an annual advisory vote on the compensation of our named executive officers identified in our proxy statement (also known as “say-on-pay”) to be held at each annual meeting of stockholders. Therefore, we have included Proposal 3 in this Proxy Statement to provide our stockholders with a non-binding advisory, or “say-on-pay”, vote relating to the compensation of our named executive officers as disclosed in this Proxy Statement. Your vote on this item will provide us with valuable insight into our stockholder’s view on our compensation practices pertaining to our named executive officers.

Our executive compensation programs are designed to attract, motivate, and retain our named executive officers, who are critical to our success and have played a material role in our ability to drive strong financial results and attract and retain an experienced, successful team to manage our Company. Under these programs, our named executive officers are rewarded for achieving specific annual, long- and short-term and strategic, corporate goals, and realizing increased stockholder value. Please read the “*Compensation Discussion and Analysis (“CD&A”)*” section of this Proxy Statement for additional details about our executive compensation programs, including information about the fiscal year 2013 compensation of our named executive officers.

The Compensation Committee continually reviews the compensation programs for our named executive officers to ensure they achieve the desired goal of aligning our executive compensation structure with our stockholders’ interests and current market practices. We have asked for stockholder advisory votes on the compensation of our named executive officers annually since 2011 and the overall approval rating by our voting stockholders for each proxy year is shown below:

Proxy Year	Stockholder Approval Rating	ISS Recommendation
2011	95%	FOR
2012	98%	FOR
2013	53%	AGAINST

Since the 2013 vote, we have had numerous internal discussions with the management team, our Board of Directors, and our Compensation Committee who also held meetings with their independent compensation consultant. We also initiated a formal investor outreach program that targeted the proxy and governance teams of our top 25 stockholders. We also sought the opinions of approximately 20 other portfolio managers and analysts during various investor meetings. In addition, management and the Chairman of the Board and our Compensation Committee (“Committee”) held meetings with two of the leading proxy review firms, Institutional Shareholder Services Inc. and Glass, Lewis & Co., LLC, to discuss our program, including issues from the prior year and current fiscal year trends. In these various outreach meetings held with our stockholders, we took the following actions:

- provided an update on our new stockholder outreach program that we plan to do on an annual basis, regardless of the approval rating we receive each year under say-on-pay. This will allow us to proactively have periodic conversations with our investors and their respective proxy and governance teams that are not as familiar with Cypress, our philosophies or our short- and long-term results, as the portfolio managers may be;
- asked for feedback on any concerns they have regarding our compensation program, including cash and equity components;
- asked for feedback on the milestones that underlie our 100% performance-based restricted stock unit program, known as PARS;
- asked for feedback on the size and composition of our peer group;
- discussed our overall compensation philosophy and reviewed historical achievement; and
- asked for feedback on their views regarding the risks associated with pledging of stock by our CEO versus the benefits associated with large CEO ownership, especially in our unique situation of a founding CEO who is also the largest individual stockholder.

In 2013, our approval rating dropped to 53% even though our compensation philosophy had remained unchanged for the past five years. Based on the results from our investor outreach program, we believe the drop in the approval rating was due mainly to the fact that the proxy advisory firms compare **targeted** equity compensation awards (as mandated in the “*Summary Compensation Table*”) to **actual** total stockholder return (“TSR”) when analyzing pay for performance relative alignment. This approach is adequate if you are dealing with a service-based equity award in which the underlying shares granted will not change, but is a very misleading approach when dealing with 100% performance-based equity awards. Since our equity awards are 100% performance-based, the earned and delivered values can be, and in fact have been, materially different than targets that are set a full year in advance. For instance, in 2012, the targeted equity compensation for our CEO had a value of \$4,728,684 that could only be obtained in a high performance scenario. In reality, the actual compensation of our CEO was \$1,764,231, or less than half of the reported amount, which was used to justify an "AGAINST" vote on our "say-on-pay" proposal. We believe the negative recommendation by the proxy advisory firms was the primary cause of our unusually low 53% stockholder approval, despite the fact that our CEO's actual compensation was grossly overstated. Our pay-for-performance method worked, but was not reported correctly by the advisory firms.

Nonetheless, that "say-on-pay" vote led us to conduct a more extensive investor outreach program, from which we have learned much and improved our compensation programs. For example, during the discussions with our investors, we also learned (i) that they would like to see additional detail regarding our performance milestones, or CSFs, (ii) our performance measurement periods are viewed as too short; and (iii) our certain of our peer group companies were viewed as too large.

While our overall delivered compensation to our NEOs for 2012 and 2013 have declined substantially, evidencing that our pay-for-performance compensation philosophy and practices are effective, we are committed to ensuring this alignment continues and have made substantial changes to our compensation programs and disclosures as a result of our investor outreach program. Please see details in our "*Compensation Discussion and Analysis ("CD&A")*" for additional details.

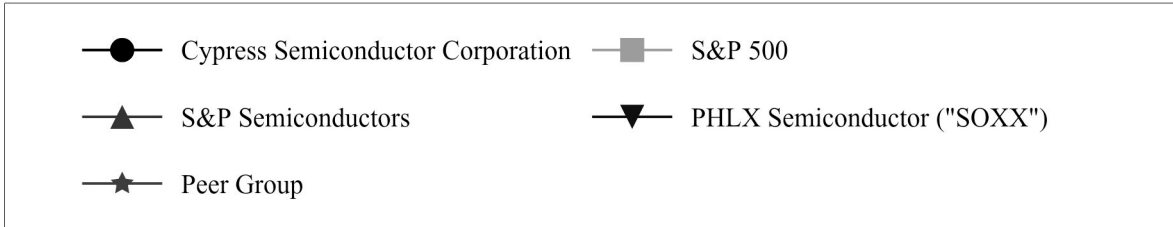
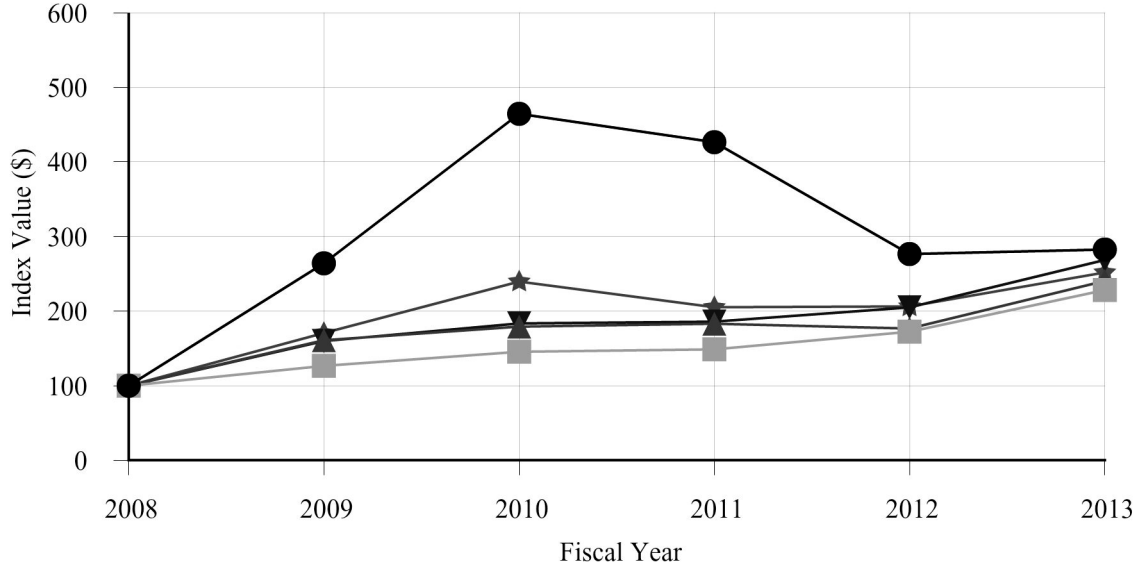
Pay for Performance Alignment

The following graph, which is required for all Form 10-Ks, details our relative TSR as compared to a variety of benchmarks for a five year period. While we have not met our TSR targets for fiscal years 2012 or 2013, we are pleased that our five year TSR is at the top of all benchmarks.

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN

(all data provided by Research Data Group, Inc.)

Based on \$100 invested on 12/28/08 in stock or index, including reinvestment of dividends

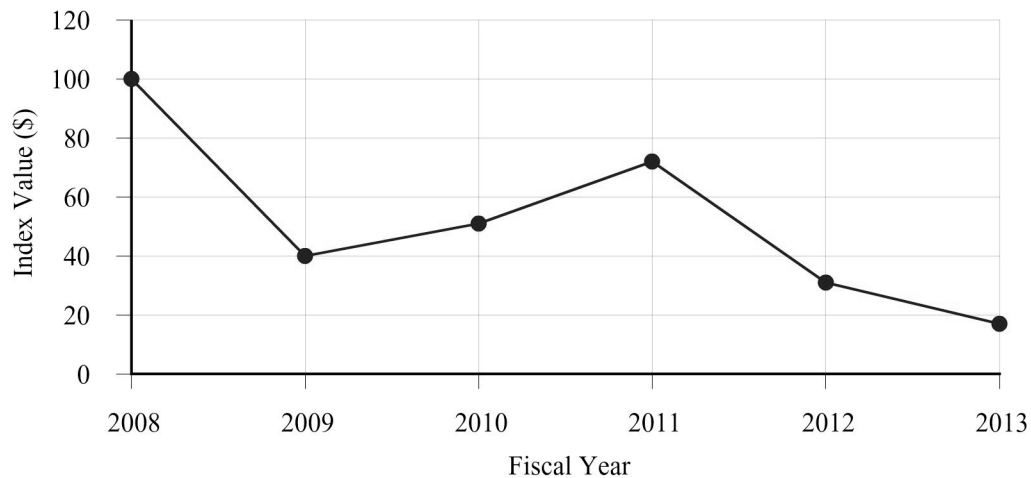


	Fiscal Year					
	2008 (\$)	2009 (\$)	2010 (\$)	2011 (\$)	2012 (\$)	2013 (\$)
Cypress Semiconductor Corporation	100	264	465	427	276	283
S&P 500	100	126	146	149	172	228
S&P Semiconductors	100	161	179	183	177	240
PHLX Semiconductor ("SOXX")	100	160	183	186	205	269
Peer Group ¹	100	170	239	205	206	252

1. Peer Group consists of those companies identified under "Compensation Discussion and Analysis ("CD&A") - Fiscal Year 2014 Executive Compensation Actions."

Compensation for our CEO, as reported in our "Summary Compensation Table" in the "Executive Compensation Tables" section of our proxy statement, has declined substantially over the last five year period by 83%. This is due mainly to the fact that the 2008 baseline year included a \$12,060,007 stock option accounting charge related to the one-time SunPower spin. Adjusting the 2008 baseline compensation for the stock option accounting charge related to SunPower would still amount to a decline of 49% in total compensation for our CEO over the five year period. The compensation drop in the last two years is a direct result of our pay-for-performance policies. The graph and table below are shown in the same format and period as the prior TSR graph and table for comparative purposes, except that it is an annual measurement and not cumulative. The total compensation per the Summary Compensation Table for fiscal year 2008 is used as the initial baseline and is indexed to 100. Each subsequent year reflects the total compensation as reported for that year as indexed to the initial baseline.

**COMPARISON OF T.J. RODGERS' TOTAL COMPENSATION OVER
FIVE YEARS RELATIVE TO FISCAL YEAR 2008**



	Fiscal Year					
	2008 (\$)	2009 (\$)	2010 (\$)	2011 (\$)	2012 (\$)	2013 (\$)
T.J. Rodgers	100	40	51	72	31	17

2013 Compensation Summary

As disclosed in the Compensation Discussion and Analysis of the 2013 Proxy Statement, we gave no base salary increases and made no changes to the participation levels for cash-based variable compensation plans for any of our NEOs. In fiscal year 2013, the cash-based variable compensation plan paid out at approximately 7% of the maximum bonus possible for each NEO and was well below our target level at the beginning of the year. As such, we believe our cash-based compensation for fiscal year 2013 will be substantially lower than our peer group average. This will also mark the second year in a row that our cash-based variable compensation plans are paying out substantially below the participation levels and targets and are a direct result of our linkage to our pay-for-performance program.

Equity grants for fiscal year 2013 were 100% performance-accelerated restricted stock units under our PARS Program and did not include any of the service-based awards that are typical in most companies. All milestones for achievement are performance-based and were pre-approved by the Committee on March 22, 2013 and disclosed in an 8-K filed on March 22, 2013. See "Compensation Discussion and Analysis ("CD&A") - Performance-Based Equity Compensation" for further discussion of the equity grants, milestones, milestone achievement, shares earned, negative discretion applied and actual shares delivered.

Based on our financial performance for fiscal year 2013, as well as our TSR in 2013, our CEO and CFO recommended to the Committee that negative discretion (reduction in amount) be applied to the PARS that were previously granted and earned. The Committee agreed with management's recommendation to apply negative discretion. The Committee held numerous meetings with and without management, as well as with the independent compensation consultant retained by the Committee to determine the amount of negative discretion to be applied. Factors considered included the following: the various achievements under the CSF scorecard which included financial, revenue, market share, new product and operational goals that have a short- and long-term benefit; actual financial performance to the annual operating plan; TSR return versus various benchmarks, including our peers; our relative level of compensation versus our peer group; each NEO's individual performance; and the need for retention in a highly competitive industry and within Silicon Valley since none of our NEO's have any unvested equity awards. After substantial review, the Committee determined to apply negative discretion to the earned 2013 PARS awards as follows:

Named Executive Officer	Total Earned Shares	Negative Discretion	Total Delivered Shares ¹
T.J. Rodgers	522,000	(313,200)	208,800
Brad W. Buss	324,000	(194,400)	129,600
Paul D. Keswick	261,000	(104,400)	156,600
Badri Kothandaraman	234,000	(93,600)	140,400
Dana Nazarian	252,000	(100,800)	151,200

1. All amounts are prior to taxes being withheld. Final amounts released to each NEO, net of taxes paid were approximately 55% of the delivered shares.

Our CEO and CFO's earned PARs decreased by 60% after the application of negative discretion by the Committee. All other NEOs' earned PARs decreased by 40%. On average all NEOs earned PARs decreased by 51%. After the application of negative discretion, we expect that our CEO compensation will be in the vicinity of the 20th percentile for our peer group. All other executive staff members, who were not NEOs, also had negative discretion applied to their earned shares in the range of 10% to 60%. In total, the number of shares forfeited by all executive staff members after the application of negative discretion was 1,327,858 shares or 43% of the earned amount.

Actual Realized Compensation

As we previously discussed due to the fact that on average 90% of our compensation is variable in nature it is very misleading to judge TSR performance to year-old compensation targets rather than actual compensation based on actual results. In order to provide further disclosure to our shareholders we are providing a comparison of realized compensation for our CEO.

2013 CEO Realized Compensation vs. TSR	
	(\$000s)
Base Salary	600
Bonus	75
Other Compensation	8
Total Cash Compensation	683
PARS at Date Delivered (\$ value)	2,044
Total Compensation	2,727
CY Peer Group Percentile Estimate ¹	15th to 20th
TSR for Period	2.50%
Peer Group Average TSR	22.30%
CY Percentile	26th

1. Not all of our peer companies have filed their proxy. As such, this is our best estimate at the time of filing.

Actions Taken as a Result of Our Investor Outreach Program

Based on the valuable feedback received through our investor outreach program and after numerous discussions with the Compensation Committee and the Committee's independent compensation consultant, we took the following actions:

- Reviewed the feedback with executive management.
- Reviewed the feedback with the Committee and the full Board of Directors.
- Used negative discretion, which was proposed by management, to decrease the number of shares released under our 2013 PARS program for our CEO and all other NEOs and executive staff in a manner consistent with our financial and share price performance versus our peer group for fiscal year 2013. This resulted in a reduction of the final delivered value versus what our CEO and NEOs earned. These adjustments were made in a manner consistent with the strict “pay-for-performance” core value and pay philosophy of the Company. Accordingly, our CEO's 2013 delivered PARS were reduced by 60% from what was earned under the program reflecting our financial performance that was lower than our annual operating plan and a disappointing 2% TSR performance in 2013.
- Confirmed our intent to change the 2014 PARS program to formally take into account: (i) a multi-year revenue growth milestone, (ii) overall performance against the annual operating plan, (iii) overall stockholder multi-year value creation as compared to peers, and (iv) adding time-based RSU grants to the long term equity mix to drive long-term alignment with our stockholders, our peer group and longer-term retention.
- Reduced the targeted number and dollar value of equity share grants for 2014 to align with the 50th percentile of our new peer group.
- Made other changes to our 2014 compensation programs, including clarification and adjustments of target bonus amounts versus maximum bonus amounts under our various programs.
- Enhanced various disclosures in this Proxy Statement to further discuss the various performance metrics, including why they were chosen and how they are expected to lead to near- and long-term benefits for the Company.
- Committed to increasing the performance period of our milestone awards from all one-year performance periods to multi-year performance periods. We will make changes to the performance periods over the next three years with incremental progress each year. This will allow us to manage employee hardship and retention in an orderly manner over the transition period from one year milestones and payouts, which was generally agreed to as prudent during our stockholder outreach meetings.

In closing, we are asking our stockholders to indicate their support for our named executive officer compensation as described in this Proxy Statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we ask our stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company’s Proxy Statement for the 2014 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2013 Summary Compensation Table and the other related tables and disclosure pursuant to Item 402 of Regulation S-K of the Securities and Exchange Commission.”

The say-on-pay vote is advisory, and therefore not binding on the Company, our Compensation Committee or our Board. Our Board and our Compensation Committee value the opinions of our stockholders. To the extent there is any significant vote against the named executive officer compensation as disclosed in this Proxy Statement, we will consider our stockholders’ concerns and our Compensation Committee will evaluate whether any actions are necessary to address those concerns.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR”
THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED
IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF
THE SECURITIES AND EXCHANGE COMMISSION.**

CORPORATE GOVERNANCE

Our business, assets and operations are managed under the direction of our Board of Directors (“Board”). Members of our Board are kept informed of our business through discussions with our chief executive officer, our chief financial officer, our executive officers, our general counsel, members of management and other Company employees as well as our independent auditors, and by reviewing materials provided to them and participating in meetings of the Board and its committees.

In addition to its management function, our Board remains committed to strong and effective corporate governance, and, as a result, it regularly monitors our corporate governance policies and practices to ensure we meet or exceed the requirements of applicable laws, regulations and rules, the NASDAQ listing standards, as well as the best practices of other public companies. The Compensation Committee, for example, has already reviewed and confirmed that it complies with the heightened independence standards that will go into effect in 2014.

The Company's long-standing corporate governance program features the following:

- a strong independent chairman of the Board for over 25 years, whose duties and responsibilities are set forth in our Bylaws;
- a Board that is up for election annually and has been for over 25 years;
- all of our directors, other than our CEO, are independent;
- we have no stockholder rights plan in place;
- regularly updated charters for each of the Board’s committees, which clearly establish the roles and responsibilities of each such committee;
- Board committees that are comprised of and chaired solely by independent directors;
- a Board that enjoys unrestricted access to the Company’s management, employees and professional advisers;
- regular executive sessions among our non-employee and independent directors;
- a risk management program with specific responsibilities assigned to management, the Board, and the Board’s committees;
- a director orientation and continuing annual education program which is tracked for compliance;
- a clear Code of Business Conduct and Ethics that is reviewed annually for best practices;
- a clear set of Corporate Governance Guidelines that is reviewed annually for best practices;
- a Clawback Policy that requires the return of incentive compensation payments to the Company by any executive engaged in (i) fraud, theft or dishonesty, (ii) intentional misconduct related to the Company's financial statements, or (iii) in the event of a material negative revision of any financial or operating measure on which incentive compensation was paid out to such executive;
- a long history of no prerequisites for our directors and executive officers;
- the Compensation Committee’s engagement of an independent compensation consultant; and
- an enhanced director/committee self-evaluation process that includes periodic one-on-one interviews by the Company's primary corporate outside counsel, allowing the directors to provide additional feedback on the Board's performance and other matters related to the Company, as well as providing each director an opportunity to ask questions of outside counsel.

In addition to the features above, we have a long-standing stock ownership requirement to ensure that our directors and executives remain aligned with the interests of the Company and its stockholders.

Stock Ownership Requirements

We believe the stock ownership of our directors and executives is on the higher end of our peer group. In fact, our CEO is the Company's fourth largest stockholder and two of our NEOs are among our largest 25 stockholders. Together, our directors and NEOs beneficially own 10.31% of our outstanding common stock as of March 1, 2014 - an amount that is significantly greater than the directors and NEOs of any company in our peer group. See "*Security Ownership of Certain Beneficial Owners and Management*" for share ownership details.

Despite the strong ownership patterns demonstrated by our directors and executives, the Board strives to ensure our corporate governance practices are consistent with industry best practices. As such, effective March 1, 2014, the Board increased our stock ownership requirements for fiscal year 2014. The table below summarizes the stock ownership policy and status among our directors and named executive officers as of March 1, 2014.

	Stock Ownership Requirement		Shares Actually Held
	Prior	New	
Chief Executive Officer	5X base compensation	6X base compensation	138X base compensation
All Other Named Executive Officers	3X base compensation	4X base compensation	6X - 29X base compensation
All Non-Employee Directors	20,000 shares	30,000 shares	47K-184K shares ¹

1. Excludes Lloyd Carney, who is stepping down from the Board as of May 9, 2014.

As a result of such requirements, our directors and named executive officers will continue to hold a substantial amount of their net worth in shares of Cypress common stock, and maintain an even stronger alignment with the Company and our stockholders.

Executive Officers. Our CEO is required to own Company common stock having a value of at least six times his annual base salary. Common stock only includes shares directly owned free and clear and does not include any granted equity awards, even if vested and in the money. Our named executive officers, other than our CEO, are required to own Company stock at least four times their annual base salary. Individuals have three years to meet the stock ownership requirement. If the stock ownership requirement is not met after three years, then the executive must hold all future shares that vest (net of taxes) until the stock ownership requirements are met. As of March 1, 2014, all of our NEOs met the stock ownership requirements.

Directors. Our non-employee directors are required to own at least 30,000 shares of common stock of the Company, which is approximately five times their annual retainer. New directors are required to meet the requirement within three years of their appointment to the Board. As of March 1, 2014, with the exception of Mr. Carney who is stepping down from the Board, our current non-employee directors met the stock ownership requirements. Mr. Carney met the ownership requirements prior to January 29, 2014.

Policy on Derivative Trading

The Company has a long-standing policy which regulates trading by our insiders, including our named executive officers and Board members. Our insider trading policy includes rules and guidance regarding quiet periods and explains when transactions in Cypress stock are permitted. The policy also sets forth certain types of prohibited transactions. Specifically, no Company director, officer or other employee, agent or contractor may, directly or indirectly, enter into any transaction which has the effect of selling any equity security of the Company, including derivative securities of the Company if he or she (1) does not own the security sold, or (2) owns the security and does not deliver it against such sale (a "short sale against the box") within twenty days thereafter, or does not within five days after such sale deposit it in the mail or other usual channels of transportation. Similarly, no Company director, employee, agent or contractor may engage in short sales or hedging activity of any kind. A short sale, as defined in this policy, means any transaction whereby one derives a benefit from a decline in the Company's stock price. This includes buying put options on the Company's stock.

Policy on Pledging

The Company's Board of Directors understands that stock pledging by the Company's directors and officers could in extreme circumstances create undue risk to the stability of the Company's stock price. The Board also believes that, with proper Board oversight, such pledging activity can occur without material risk to the Company or its stockholders. For example, our founder-CEO and one other senior executive are currently pledging a portion of their Cypress shares. They are both long-standing employees who hold substantially more stock than is required under the Company's stock ownership policy and such significant holdings are deemed a positive by our Board of Directors as they align our executives with our stockholders to a far greater degree than in most companies. In response to stockholder concerns about the prior pledging activity of two of our executives, management and our Board of Directors engaged in significant discussions amongst themselves and with our stockholders, as part of our annual investor outreach program, regarding the Company's policy and practices in this area. As a result of those discussions, the Company has formalized and adopted a written pledging policy.

Our pledging policy reiterates the Board's continued commitment to actively monitor such activity and specifically delegates the responsibility to oversee any pledging activity, including margin loans that include any amount of Cypress securities, to the Compensation Committee. In reviewing such pledging activity, the Committee will consider the facts and circumstances related to each individual, including, among other things, the ability of the executive to repay the applicable loan without resorting to the pledged securities, the number of shares pledged relative to the executive's overall holdings, the total shares outstanding for the Company and the composition of the executive's stock holdings, and the price at which the pledged shares could get called away versus the current stock price as compared with historical trading range.

The Committee will provide regular updates to the full Board of Directors as well as ensure that any material pledging activity by the Company's directors or executive officers is properly disclosed in our annual proxy statement, or any other public filing required by law. Under no circumstance will the Company issue any make-up grants to any executive, or any other employee, whose Cypress shares may be sold to satisfy a margin call or any other type of collateral call. For a more detailed discussion of the Committee's decision, see "*Compensation Discussion and Analysis ("CD&A") - Oversight of Stock Pledging Activity.*"

Communications from Stockholders and Other Interested Parties

The Board will give appropriate attention to written communication on valid business or corporate governance issues that are submitted by Company stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by committee charters, the chairman of our Board, with the assistance of the corporate secretary and internal legal counsel, is primarily responsible for monitoring communications from stockholders and other interested parties, and will provide copies or summaries of such communications to the other directors as the chairman considers appropriate. Communications will be forwarded to all directors if they relate to substantive matters and include suggestions or comments that the chairman of our Board considers to be important for the directors to know.

Stockholders and other interested parties who wish to send communications on any relevant business topic to the Board may do so by addressing such communication to the Chairman of the Board of Directors, c/o Corporate Secretary, Cypress Semiconductor Corporation, 198 Champion Court, San Jose, California, 95134 or sending an e-mail to CYBOD@cypress.com.

Corporate Governance Guidelines

Our Corporate Governance Guidelines provide the structure and other policies related to our Board of Directors. It covers, among other topics:

- director independence;
- Board structure and composition, including the designated Board committees;
- Board member nomination and eligibility requirements, including a retirement age;
- Board leadership and executive sessions;
- limitations on other Board and committee service;
- director responsibilities;
- Board and committee resources, including access to management and employees;
- director compensation;
- director orientation and ongoing education;

- succession planning; and
- Board and committee self-evaluations.

Our current Corporate Governance Guidelines and our Code of Business Conduct and Ethics are posted on our website at <http://investors.cypress.com/governance.cfm>.

Board Structure

For fiscal year 2013, our Board of Directors was comprised of eight directors, all of whom were independent except for our chief executive officer, T.J. Rodgers. Eric A. Benhamou serves as chairman of our Board of Directors. Our Board's general policy, as stated in our Corporate Governance Guidelines, is that separate persons should hold positions of chairman of the Board and chief executive officer to enhance the Board's oversight of management. This leadership structure enhances accountability of our chief executive officer to the Board, provides a balance of power on our Board and encourages thoughtful decision-making. We also separate the roles in recognition of the differences in roles. While the chief executive officer is responsible for the day-to-day leadership of the Company and the setting of strategic direction, the chairman provides guidance to the Board and sets the agenda for and presides over Board meetings as well as meetings of the Board's independent directors. The chairman also provides performance feedback on behalf of the Board to our chief executive officer.

Executive Sessions. Executive sessions of independent directors are held before each regularly scheduled meeting of our Board and at other times as deemed necessary by our directors. In fiscal year 2013, our Board held four regularly scheduled meetings, and every director attended all such Board meetings, including in each case, the executive sessions. Mr. Benhamou, our chairman of the Board, presided over all executive sessions of our directors. The Board's policy is to hold executive sessions without the presence of management, including the chief executive officer. Except for the Operations Committee, the committees of the Board also meet in executive session at the end of each committee meeting. Members of the Operations Committee provide feedback to management following their attendance at the Company's quarterly operations reviews.

Our directors are expected to attend each of the regularly scheduled board meetings. For that reason, the Board's calendar is set in advance to ensure that all directors can attend all such meetings, including our Annual Meeting of Stockholders.

Determination of Independence. The Board has adopted the definition of "independence" as described under the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") Section 301, Rule 10A-3 under the Securities Exchange Act of 1934 (also referred to as the "Exchange Act") and NASDAQ Rule 5605. In order to make a determination of independence of a director as required by our Corporate Governance Guidelines and the rules of the SEC, the Board determines whether a director or a director nominee has a material relationship with Cypress (either directly or indirectly as a partner, stockholder or officer of an organization that has a relationship with Cypress). Each director or director nominee completed a questionnaire, with questions tailored to the NASDAQ Rules, as well as the securities law requirements for independence. On the basis of the questionnaires completed and returned by each director, the Board determined that each of Messrs. Albrecht, Benhamou, Carney, Long, Mao, Sherman, and van den Hoek is independent as determined under our Corporate Governance Guidelines, the rules of the NASDAQ and the Exchange Act. The Board determined that Mr. T.J. Rodgers, our president and chief executive officer, is not independent by virtue of his employment and position at Cypress. In addition, since Mr. McCranie accepted full-time employment with the Company on January 23, 2014, he is no longer considered independent by the Board for the remainder of his term, which expires on May 9, 2014. Apart from Mr. Rodgers, no other director has a relationship with Cypress other than through his membership on the Board and its committees. For an explanation of certain relationships between the Company and entities associated with our directors, please see "*Other Required Disclosures - Certain Relationships and Related Transactions.*"

Board's Role in Risk Management Oversight

Among the responsibility of our full Board of Directors is the oversight, review and management of the Company's various sources of risk. The Board addresses this risk, in part, through its engagement with our chief executive officer and various members of management and the Company's outside consultants. Directors also discuss risk as a part of their review of the ongoing business, financial, and other activities of the Company. The Board also has overall responsibility for executive officer succession planning and reviews succession plans each year.

In the majority of cases, the Board implements its risk oversight responsibilities primarily through its various committees, which receive input from management on the potentially significant risks the Company faces and how the Company seeks to control, manage and mitigate risk where appropriate. If the report is deemed significant, the chairman of the relevant committee reports on the committee discussion to the full Board during the committee reports portion of the next Board meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

The Board's four committees (Audit, Compensation, Nominating and Corporate Governance, and Operations) oversee those risks that are most appropriate to their charters. For example, the Audit Committee oversees risks related to internal controls, financial reporting, fraud, insurance, treasury, ethics and compliance, and litigation. The Audit Committee also oversees the activities of the Internal Audit Department that independently assesses, audits and monitors risk throughout the Company. The Compensation Committee oversees risks related to employees, our cash and equity compensation programs, perquisites, related-party transactions and use of Company equity. The Nominating and Governance Committee oversees risks related to corporate governance, the composition of our board of directors and its committees, executive management and business ethics of the Company. The Operations Committee, primarily through attending quarterly operations review meetings, oversees risks related to daily operations, supply chain and customers. The foregoing committees, including the membership and functions of each committee in 2013, are described in the table below with additional details following the table:

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Operations Committee
T.J. Rodgers				
W. Steve Albrecht	Chairman			
Eric A. Benhamou	Member	Chairman		
Lloyd Carney ¹		Member		
James R. Long		Member	Chairman	
J. Daniel McCranie ²	Member		Member	Member
J. D. Sherman	Member			
Wilbert van den Hoek			Member	Member

1. As a result of his duties as CEO of Brocade, Mr. Carney has decided not to stand for re-election at the Company's 2014 Annual Meeting.

2. Mr. McCranie joined the Company as a full-time employee, effective January 23, 2014. As a result, he immediately stepped down from his Committee assignments and will not stand for re-election at the Company's 2014 Annual Meeting.

The Audit Committee. For fiscal year 2013, the Audit Committee consisted of Messrs. Albrecht, Benhamou, McCranie and Sherman, each of whom was determined to be independent as independence is defined under the NASDAQ Rules. The Audit Committee operates under a written charter adopted by our Board, and reviewed annually by the Audit Committee. The Audit Committee's charter was established in accordance with Exchange Act Rule 3(a)(58)(A) and is available on our website at <http://investors.cypress.com/governance.cfm>.

The Board determined that each member of the Audit Committee is financially literate and has accounting and/or related financial management expertise as required under the NASDAQ Rules. While our Board designated Mr. Albrecht as the "audit committee financial expert" in accordance with the requirements of the Securities and Exchange Committee (SEC) and NASDAQ Rules, all of the members of our Audit Committee meet the qualifications for an audit committee financial expert.

The responsibilities of our Audit Committee and its activities during fiscal year 2013 are described in its charter and the Report of the Audit Committee contained in this Proxy Statement.

The Audit Committee, through delegation by the Board, has overall responsibility for:

- reviewing and approving the scope of the annual audit and the adequacy of the Audit Committee charter;
- assisting the Board in the oversight of the Company's compliance with legal and regulatory requirements;
- meeting separately with our independent registered public accounting firm, internal auditors, and our senior management to identify, assess, manage and mitigate areas of risk for the Company;

- overseeing and reviewing our accounting and financial reporting processes, annual audit and matters relating to the Company's internal control systems, as well as the results of the annual audit;
- ensuring the integrity of the Company's financial statements;
- overseeing the outside auditor's performance, qualifications and independence issues;
- preparing a Report of the Audit Committee to be included in the Company's annual proxy statement;
- pre-approving all proposed services and related fees to be paid to our independent registered public accounting firm;
- providing input on the risk assessment processes in the Company, which forms the basis of the annual audit plan;
- overseeing the Company's whistleblower policy and reporting function; and
- reviewing SEC filings, earnings releases and other forms of significant investor communications.

The Audit Committee met eight times in fiscal year 2013 and generally met in executive session independently with each of management, our internal audit team and PricewaterhouseCoopers, our independent public accounting firm.

The Compensation Committee. For fiscal year 2013, the Compensation Committee consisted of Messrs. Benhamou, Carney, and Long, each an independent director under the NASDAQ Rules, including the new heightened independence standard set forth in NASDAQ Rule 5605(d)(2)(A). The Compensation Committee assists the Board with discharging its duties with respect to the formulation, implementation, review and modification of the compensation of our directors, officers and management, the preparation of the annual report on executive compensation for inclusion in our proxy statement and oversight of the Company's equity programs.

The Compensation Committee regularly considers the risks associated with our compensation policies and practices for employees, including those related to executive compensation programs. As part of the risk assessment, the Compensation Committee reviews our compensation programs to avoid certain design features that have been identified by experts as having the potential to encourage excessive risk-taking. Instead, our compensation programs are designed to encourage employees to take appropriate risks and encourage behaviors that enhance sustainable value creation in furtherance of the Company's business, but do not encourage excessive risk and accordingly are not reasonably likely to have a material adverse effect on the Company. The Compensation Committee believes that because we closely link our variable compensation with attaining performance objectives, we are encouraging our employees to make decisions that should result in positive short- and long-term returns for our business and our stockholders without providing an incentive to take unnecessary risks. In fulfilling its responsibilities, the Committee may, to the extent permitted under applicable law, the NASDAQ Rules, the rules of the SEC and the Internal Revenue Code, and the Company's Certificate of Incorporation and Bylaws, delegate any or all of its responsibilities to a subcommittee of the Committee. The Compensation Committee, with the assistance of Buck Consultants, LLC, an independent compensation consultant, intends to continue, on an on-going basis, a process of thoroughly reviewing our compensation policies and programs to ensure that our compensation programs and risk mitigation strategies continue to discourage imprudent risk-taking activities.

No officer of the Company was present during discussions or deliberations regarding that officer's own compensation. Additionally, the Compensation Committee sometimes meets in executive session with its independent consultant to discuss various matters and formulate certain final decisions, including those regarding the performance and compensation of the chief executive officer.

The Compensation Committee, through delegation by the Board, has overall responsibility for:

- establishing the specific performance objectives for our executive officers, including the chief executive officer, and subsequently evaluating their compensation based on achievement of those objectives;
- formulating, implementing, reviewing, approving, and modifying the compensation of the Company's directors and senior management;
- recommending to the Board for approval the Company's compensation plans, policies and programs, and administering such approved compensation plans, policies and programs;
- reviewing and approving the Company's compensation discussion and analysis ("CD&A") for inclusion in the proxy ;
- reviewing, revising - in its discretion, and approving the annual merit and stock budgets for focal salary increases and equity grant awards for all eligible employees;

- reviewing the annual benefit changes made by the Company with respect to its employees;
- providing feedback to the chief executive officer on his performance;
- overseeing the stock plans of the Company and its subsidiary companies;
- overseeing and monitoring executive succession planning for the Company;
- conducting a periodic risk analysis of the Company's compensation policies and programs; and
- establishing the Company's derivative trading and pledging policy and overseeing compliance with such policies.

In discharging its duties, the Compensation Committee selects and retains the services of compensation consultants in order to have independent, expert perspectives on matters related to executive compensation, Company and executive performance, equity plans and other issues. The Compensation Committee has the sole authority to determine the scope of services for these consultants and may terminate the consultants' services at any time. The fees of these consultants are paid by the Company. In fiscal year 2013, the Compensation Committee retained the services of Buck Consultants, LLC for various compensation-related services, including comparing our director compensation with the compensation of directors of our peer group companies.

The Compensation Committee held six meetings during our 2013 fiscal year. The Report of the Compensation Committee is contained in this Proxy Statement. The charter for our Compensation Committee is posted on our website at <http://investors.cypress.com/governance.cfm>.

The Nominating and Corporate Governance Committee. For fiscal year 2013, the Nominating and Corporate Governance Committee consisted of Messrs. Long, McCranie, and van den Hoek, each of whom was determined to be independent directors under the NASDAQ Rules. The purpose of the Nominating and Corporate Governance Committee is to:

- determine the skills, education and experiences the Board needs to most effectively meet its responsibilities;
- as part of its risk management, ensure the Board has the requisite mix of skills and expertise to competently oversee the operations of the Company;
- identify and evaluate individuals qualified to become Board members;
- recommend to the Board the persons to be nominated by the Board for election as directors at the annual meeting of stockholders, including any nomination of qualified individuals properly submitted by stockholders of the Company;
- develop, maintain and recommend to the Board a set of corporate governance principles;
- oversee the annual self-evaluation process of the Board and the Board committees;
- ensure that stockholder proposals, when approved, are implemented as approved;
- make recommendations to the Board on Board committee membership; and
- oversee the director's continuing education program.

With respect to board size, membership and nomination, the Nominating and Corporate Governance Committee is responsible for regularly assessing the size and composition of the Board and identifying exceptional director candidates in the event a vacancy occurs due to retirement or otherwise. The Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating nominees for directorships, including requests to Board members, professional outside consultants and other third-party trusted sources. Through the process of identification and evaluation of potential director candidates, the Nominating and Corporate Governance Committee seeks to achieve a balance of experience, a broad knowledge base, integrity and capability on the Board.

Stockholders may recommend, with timely notice, individuals for the Nominating and Corporate Governance Committee to consider as potential director candidates by submitting their names and background to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, Cypress Semiconductor Corporation, 198 Champion Court, San Jose, California 95134. The Nominating and Corporate Governance Committee will consider a recommendation only if appropriate biographical information and background materials are provided on a timely basis (see "*How and when may I submit proposals or nominations for consideration at next year's annual meeting of stockholders?*" in the "*Frequently Asked Questions*" section of this Proxy Statement for additional details). No such stockholder recommendations were received for consideration at this year's Annual Meeting of Stockholders.

The qualifications of recommended director candidates will be reviewed by the Nominating and Corporate Governance Committee in accordance with the criteria set forth in our Corporate Governance Guidelines, established by the Nominating and Corporate Governance Committee and set forth in applicable securities laws, regardless of whether or not a potential candidate was recommended by a stockholder, the Board, management or other third party. These criteria include, at a minimum, the candidate's skills, attributes, character and integrity, professional experience, general business and semiconductor industry expertise, leadership profile, domestic or international expertise, commitment, diligence, conflicts of interest and the ability to act in the interest of all stockholders.

The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. Cypress believes that the skill set, background and qualifications of our directors, considered as a group, should provide a critical composite mix of experience, knowledge and abilities that will allow our Board to fulfill its responsibilities and act in the best interest of the Company and its stockholders.

The process followed by the Nominating and Corporate Governance Committee to identify and evaluate nominees includes meeting from time-to-time to assess the real or potential needs of the Board as well as evaluate biographical information and background material relating to potential candidates and, if appropriate, conducting interviews of selected candidates by members of the Nominating and Corporate Governance Committee and the Board. Assuming that appropriate biographical and background material are provided for candidates recommended by stockholders, the Nominating and Corporate Governance Committee will evaluate nominees by following substantially the same process, and applying substantially the same criteria, as for candidates submitted by the Board to our stockholders. The assessment is made in the context of the perceived needs of the Board at the time of the evaluation.

The Board makes the final determination whether or not a stockholder-recommended candidate will be included as a director nominee for election in accordance with the criteria set forth in our Corporate Governance Guidelines or those previously identified by the Committee. If the Board decides to nominate a stockholder-recommended candidate and recommends his or her election as a director by the stockholders, the name of the nominee will be included in Cypress's proxy statement and proxy card for the stockholders meeting at which his or her election is recommended.

The Nominating and Corporate Governance Committee is authorized to retain advisers and consultants and to compensate them for their services. The Nominating and Corporate Governance Committee did not retain any such advisers or consultants during fiscal year 2013.

The Nominating and Corporate Governance Committee held four meetings during fiscal year 2013. The charter for our Nominating and Corporate Governance Committee is posted on our website at <http://investors.cypress.com/governance.cfm>.

The Operations Committee. For fiscal year 2013, the Operations Committee consisted of Messrs. McCranie and van den Hoek, each of whom were determined to be independent under the NASDAQ Rules. The purpose of the Operations Committee is to:

- provide advice and counsel to management regarding the Company's daily business operations;
- review strategic proposals related to the Company's operations; and
- present to management of the Company and the Board an independent assessment of Cypress's business operations and practices.

To discharge their responsibilities, members of the Operations Committee attend various quarterly operations reviews and meet regularly with various members of the Company's senior management. The charter of the Operations Committee is posted on our website at <http://investors.cypress.com/governance.cfm>.

Printed copies of the Corporate Governance Guidelines document, the Code of Business Conduct and Ethics, and the charters of the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Operations Committee are also available to any stockholder upon written request to:

Victoria Valenzuela, Corporate Secretary
 Cypress Semiconductor Corporation
 198 Champion Court
 San Jose, California 95134

COMPENSATION OF DIRECTORS

Non-Employee Director Cash Compensation

Our non-employee directors are paid an annual fee for serving on the Board, plus additional fees based on their committee service. Cash fees have not changed since 2009. The table below shows the cash compensation for our non-employee Board members in fiscal year 2013.

Position	2013 Annual Fees ¹
Non-employee director retainer	\$50,000
Board chairman	\$30,000
Audit Committee chairman	\$20,000
Audit Committee member	\$15,000
Compensation Committee chairman	\$15,000
Compensation Committee member	\$10,000
Nominating and Corporate Governance Committee chairman	\$5,000
Nominating and Corporate Governance Committee member	\$5,000
Operations Committee	\$2,500 for each of the Company's quarterly operations meetings attended

1. Excluding the Operations Committee fees, which are paid per meeting.

In addition to the retainer and meeting fees described above, non-employee directors are also reimbursed for travel and other reasonable out-of-pocket expenses related to attendance at Board and committee meetings, business events on behalf of Cypress, and seminars and programs on subjects related to their responsibilities.

Non-Employee Director Equity Compensation

Upon their initial appointment to the Board, each non-management director is granted an equity award with a grant date value of approximately \$175,000, which vests annually over three years. This amount was reduced in 2014 from the historical amount of \$525,000. Effective May 2014, Directors who are elected at the Company's annual stockholders meeting shall receive an equity grant equal to approximately \$175,000, which shall vest the day before the next annual stockholders meeting ("annual equity grant"). Prior to May 2014, annual equity grants were vested immediately. Any new director appointed by the Board in between annual stockholder meetings shall receive the annual equity grant, but with a value that is pro-rated for the number of months the director serves until the Company's next annual stockholders meeting. All such awards are subject to the limitations set forth in the Company's stock plan.

DIRECTOR COMPENSATION**Fiscal Year Ended December 29, 2013**

Director	Year	Fees Earned or Paid in Cash (\$)	Stock Awards ¹ (\$)	Option Awards ² (\$)	All Other Compensation (\$)	Total (\$)
W. Steve Albrecht ³	2013	85,000	174,991	-	0	259,991
Eric A. Benhamou ⁴	2013	120,000	174,991	-	0	294,991
Lloyd Carney ⁵	2013	60,000	174,991	-	0	234,991
James R. Long ⁶	2013	70,000	174,991	-	0	244,991
J. Daniel McCranie ⁷	2013	130,000	174,991	-	0	304,991
J.D. Sherman ⁸	2013	65,000	174,991	-	0	239,991
Wilbert van den Hoek ⁹	2013	167,500	174,991	-	0	342,491

- The value reported in the “Stock Awards” column represents the aggregate grant date fair value of awards granted in fiscal year 2013, as determined pursuant to ASC 718. The amount shown for each director reflects the grant date fair value of a grant for 16,158 shares made on May 10, 2013. The value actually delivered was \$174,991 per person, prior to the payment of taxes. The directors had the following number of unvested restricted stock units at the end of fiscal year 2013: each of Messrs. Albrecht, Benhamou, Carney, Long, McCranie and Sherman, 0 shares; and Mr. van den Hoek, 8,002 shares. Mr. van den Hoek's 8,002 shares represent the last tranche of his initial director grant.
- No stock option awards were granted to our directors in fiscal year 2013. The following aggregate number of option awards was outstanding at the end of fiscal year 2013: Mr. Albrecht, 9,614 shares; Mr. Benhamou, 164,808 shares; Mr. Carney, 37,808 shares; Mr. Long, 75,202 shares; each of Messrs. McCranie and Sherman and van den Hoek, 0 shares.
- Amount includes \$50,000 Board retainer fee, \$20,000 Audit Committee chairman fee and \$15,000 Audit Committee member fee.
- Amount includes \$50,000 Board retainer fee, \$30,000 for Board chairmanship, \$15,000 Audit Committee member fee, \$15,000 Compensation Committee chairman fee, and \$10,000 Compensation Committee member fee.
- Amount includes \$50,000 Board retainer fee and \$10,000 Compensation Committee member fee.
- Amount includes \$50,000 Board retainer fee, \$10,000 Compensation Committee member fee, \$5,000 Nominating and Corporate Governance Committee chairman fee, and \$5,000 Nominating and Corporate Governance Committee member fee.
- Amount includes \$50,000 Board retainer fee, \$15,000 Audit Committee member fee, \$5,000 Nominating and Corporate Committee member fee, and \$60,000 for attendance at our operations review meetings as member of the Operations Committee.
- Amount includes \$50,000 Board retainer fee and \$15,000 Audit Committee member fee.
- Amount includes \$50,000 Board retainer fee, \$5,000 Nominating and Corporate Committee member fee, and \$112,250 for attendance at our operations review meetings as member of the Operations Committee.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding common stock beneficially owned as of March 1, 2014 (which includes any equity shares that will vest within 60 days thereof) as well as those shares that were actually owned as of March 1, 2014 for:

- each of our directors,
- our chief executive officer, our chief financial officer and each of the three other most highly compensated individuals who served as our executive officers at fiscal year-end (the “named executive officers”),
- all individuals who served as directors or executive officers at fiscal year-end as a group, and
- each person (including any “group” as that term is used in Rule 13(d)(3) of the Exchange Act of 1934, as amended) who is known by us to own beneficially more than 5% of our common stock as of the date identified on their Schedule 13G filing.

Directors, Officers and 5% Stockholders	Shares Beneficially Owned ¹	Percent ³	Shares Owned Outright ²
Directors			
T.J. Rodgers ⁴	11,208,574	6.99%	8,507,070
W. Steve Albrecht ⁵	139,171	*	129,557
Eric A. Benhamou ⁶	334,045	*	169,237
Lloyd Carney ⁷	20,000	*	0
James R. Long ⁸	259,643	*	184,441
J. Daniel McCranie	204,092	*	204,092
J.D. Sherman	100,737	*	100,737
Wilbert van den Hoek	46,944	*	46,944
Named Executive Officers			
Brad W. Buss ⁹	1,470,690	0.92%	1,039,128
Paul D. Keswick ¹⁰	996,828	0.62%	836,140
Badri Kothandaraman ¹¹	214,507	*	184,426
Dana C. Nazarian ¹²	352,930	*	321,753
All directors and executive officers of the Company at fiscal year-end as a group¹³			
	16,546,645	10.31%	12,808,379
5% Stockholders			
FMR LLC ¹⁴ 82 Devonshire Street Boston, Massachusetts 02109	15,752,277	9.82%	—
Waddell & Reed Financial, Inc. ¹⁵ 6300 Lamar Avenue Overland Park, KS 66202	10,064,981	6.27%	—
The Vanguard Group, Inc. ¹⁶ 100 Vanguard Blvd. Malvern, PA 19355	7,894,113	4.92%	—

* Less than 0.5%. See footnotes on the next page.

1. For each person and group included in this column excluding those companies listed under the *5% Stockholders* heading, beneficially owned shares includes the number of shares of common stock that such person or group had the right to acquire within 60 days after March 1, 2014.
2. For each person and group included in this column excluding those companies listed under the *5% Stockholders* heading, shares owned by such person or group excludes the number of shares of common stock that such person or group had the right to acquire within 60 days after March 1, 2014.
3. For each person and group included in this table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group by the sum of 160,426,636, which is the number of shares of common stock outstanding as of March 1, 2014, plus the number of shares of common stock that such person or group had the right to acquire within 60 days after March 1, 2014.
4. Shares Beneficially Owned includes 8,507,070 shares of common stock held by Mr. Rodgers and options to purchase 2,701,504 shares of common stock, which are fully vested. Shares Owned Outright includes 8,507,070 shares of common stock held by Mr. Rodgers, of which 6,213,267 pledged shares may be subject to a margin call, and excludes options to purchase 2,701,504 shares of common stock, which are fully vested. Both Beneficially Owned and Actually Owned amounts include 472,160 shares of common stock held indirectly on March 1, 2014.
5. Shares Beneficially Owned represents 129,557 shares of common stock held directly by Mr. Albrecht and options to purchase 9,614 shares of common stock, which are fully vested. Shares Owned Outright represents 129,557 shares of common stock held directly by Mr. Albrecht and excludes options to purchase 9,614 shares of common stock, which are fully vested.
6. Shares Beneficially Owned represents 169,237 shares of common stock held directly by Mr. Benhamou and options to purchase 164,808 shares of common stock, which are fully vested. Shares Owned Outright represents 169,237 shares of common stock held directly by Mr. Benhamou and excludes options to purchase 164,808 shares of common stock, which are fully vested.
7. Shares Beneficially Owned represents options for Mr. Carney to purchase 20,000 shares of common stock, which are fully vested.
8. Shares Beneficially Owned represents 184,441 shares of common stock held directly by Mr. Long and options to purchase 75,202 shares of common stock, which are fully vested. Shares Owned Outright represents 184,441 shares of common stock held directly by Mr. Long and excludes options to purchase 75,202 shares of common stock, which are fully vested.
9. Shares Beneficially Owned represents 1,039,128 shares of common stock held directly by Mr. Buss and options to purchase 431,562 shares of common stock, which are fully vested. Shares Owned Outright represents 1,039,128 shares of common stock held directly by Mr. Buss and excludes options to purchase 431,562 shares of common stock, which are fully vested.
10. Shares Beneficially Owned represents 836,140 shares of common stock directly held by Mr. Keswick and options to purchase 160,688 shares of common stock, which are fully vested. Shares Owned Outright represents 836,140 shares of common stock directly held by Mr. Keswick, of which 512,295 shares are pledged, and excludes options to purchase 160,688 shares of common stock, which are fully vested.
11. Shares Beneficially Owned represents 184,426 shares of common stock held directly by Mr. Kothandaraman and options to purchase 30,081 shares of common stock, which are fully vested. Shares Owned Outright represents 184,426 shares of common stock held directly by Mr. Kothandaraman and excludes options to purchase 30,081 shares of common stock, which are fully vested.
12. Shares Beneficially Owned represents 321,753 shares of common stock held directly by Mr. Nazarian and options to purchase 31,177 shares of common stock, which are full vested. Shares Owned Outright represents 321,753 shares of common stock held directly by Mr. Nazarian and excludes options to purchase 31,177 shares of common stock, which are fully vested.

13. Shares Beneficially Owned includes 12,808,379 shares of common stock held directly or indirectly by our directors, executive officers, and their family members and includes options to purchase 3,713,854 shares of common stock and rights to acquire 24,412 restricted stock unit awards, which are exercisable or scheduled to vest within 60 days of March 1, 2014. Shares Owned Outright includes shares of common stock held directly or indirectly by our directors, executive officers, and their family members and excludes options to purchase 3,713,854 shares of common stock and 24,412 restricted stock unit awards, which are exercisable or scheduled to vest within 60 days of March 1, 2014.
14. The ownership information set forth in the table is based on information contained in a statement on Schedule 13G/A filed on February 14, 2014, with the SEC by FMR LLC. FMR LLC has sole voting power with respect to 105,229 shares and sole dispositive power with respect to 15,752,277 shares of common stock.
15. The ownership information set forth in table is based on information contained in a statement on Schedule 13G filed on February 7, 2014, with the SEC by Waddell & Reed Financial, Inc. Waddell & Reed Financial Inc. has sole voting and sole dispositive power with respect to all 10,064,981 shares.
16. The ownership information set forth in the table is based on information contained in a statement on Schedule 13G/A filed on February 12, 2014, with the SEC by The Vanguard Group, Inc. The Vanguard Group, Inc. has sole voting power with respect to 209,517 shares, sole dispositive power with respect to 7,695,396 shares and shared dispositive power with respect to 198,717 shares.

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

The information in this report shall not be deemed to be “soliciting material” or “filed” with the Securities and Exchange Commission or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except to the extent that Cypress specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended or the Exchange Act.

We have reviewed and discussed the following Compensation Discussion and Analysis (which is incorporated by reference in this report) with management. Based on our review and discussion with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement on Schedule 14A.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Eric A. Benhamou, Chairman
Lloyd Carney
James R. Long

COMPENSATION DISCUSSION AND ANALYSIS ("CD&A")

This section describes the Company's executive compensation philosophies, objectives and programs, as well as the compensation-related actions taken in fiscal year 2013 and planned for 2014 for our chief executive officer, our chief financial officer and our three most highly compensated executive officers employed at the end of fiscal year 2013. These executives are referred to in this section as our named executive officers, or NEOs, and for fiscal year 2013 were:

- T.J. Rodgers - President and Chief Executive Officer;
- Brad W. Buss - Chief Financial Officer and Executive Vice President, Finance and Administration;
- Paul D. Keswick - Executive Vice President, Marketing and IT;
- Badri Kothandaraman - Executive Vice President, Data Communications Division; and
- Dana C. Nazarian - Executive Vice President, Memory Products Division.

In this CD&A section, the terms "we," "our," and "us" refer to management, the Company and sometimes as applicable, the Compensation Committee ("Committee") of the Company's Board of Directors (the "Board").

Executive Summary

Fiscal year 2013 was challenging for Cypress, due to significant revenue volatility mainly within our mobile handset business. This caused us to have reduced revenue in 2013 vs. 2012, which, in turn, reduced our non-GAAP profit before tax to 9.3%, a decent metric but one that was below that in our annual operating plan. We were able to mitigate the impact of a portion of the negative revenue growth by being proactive and reducing our non-GAAP operating expense in 2013 by 8%. Nevertheless, our financial performance fell below our expectations for the year. We responded to the challenges presented and achieved a number of critical strategic and operational milestones during 2013 that we believe will set the stage for increased market share and growth, as well as improved productivity and profit in the second half of 2014. These milestones included:

- fundamentally reducing our infrastructure costs worldwide and across all functions. We believe our streamlined cost structure positions us to deliver significant operating leverage as revenues increase;
- continued focus on innovation and investment in key initiatives during 2013, which resulted in a significant increase to our design win funnel over the course of the year. We expect these new design wins to be growth drivers for Cypress in fiscal years 2014 and 2015;
- returning \$64.8 million in cash to our stockholders, primarily through our cash dividend; and
- achieving significant major new product launches in SRAM, USB, PSoC and TrueTouch.

For six straight years ending in fiscal year 2011, our total stockholder return (TSR) outperformed the Philadelphia Semiconductor Sector Index ("SOXX"), our major semiconductor benchmark index. Our five-year TSR is 183%, with a compound annual growth rate, or CAGR, of 23.1%, exceeding the 21.8% CAGR for the SOXX. Please see the graph under "*Proposal Three: Annual Advisory Vote to Approve the Compensation of our Named Executive Officers*" for additional details.

However, our TSR for fiscal years 2012 and 2013 was below the SOXX and our peer group. We are not pleased with our TSR for 2012 and 2013 and our overall compensation for those years has also declined significantly, evidencing that our pay-for-performance compensation philosophy and practices are effective. We are committed to ensuring this alignment continues by further incorporating TSR metrics into our incentive compensation programs going forward (see "*Fiscal Year 2014 Executive Compensation Actions - 2014 PARS Program*" later in this section for additional details).

Our executive compensation programs have always been designed to motivate and reward our executives for their contribution to outstanding company performance, to attract and retain talented executives, and to ensure alignment between the interests of our executive team and our stockholders. Fiscal year 2013 provides a good example of how our pay-for-performance compensation programs focus on both the Company's financial achievements as well as the operational and long-term strategic successes achieved by management. The delivered payouts in 2013 were intended to reward such achievements and acknowledge the Company's below annual-operating-plan financial results and below-average TSR.

We believe that our pay-for-performance compensation programs are effective in driving the future success of the Company. To ensure this remains true and secure alignment with our stockholders, we enhanced our regular review of our compensation practices by engaging in significant discussions with our investors regarding our executive compensation programs and corporate governance policies. As a result of our review and those discussions, we have taken the following actions:

- at the suggestion of our CEO and CFO, the Committee reduced the earned equity payouts under our PARS Program to ensure the final 2013 equity payouts were consistent with the Company's overall financial and TSR performance;
- implemented design changes to our executive compensation programs for 2014, such as longer measurement periods and increased weighting of relative financial factors, to improve alignment with our stockholders' interests while ensuring our ability to retain critical talent;
- formalized our pledging policy as it relates to our directors and executive officers;
- provided additional disclosure in this Proxy Statement to explain why various performance metrics were chosen;
- modified the vesting policies related to certain of our equity grants to include minimum or extended vesting periods; and
- modified our peer group for more effective benchmarking of our executive compensation programs.

Our Compensation Processes and Philosophy

Our Process. The Compensation Committee of our Board of Directors reviews and approves all compensation for our executive officers, including salary, bonus, equity compensation, and other employee benefits. Our Compensation Committee consists entirely of independent directors. The Compensation Committee has a two-fold philosophy regarding the total compensation of our senior executives. First, the Compensation Committee seeks to encourage and reward our executives for achievements that are critical to the Company's performance and profitability by tying a significant portion of our named executive officers' total compensation directly to the Company's financial and operational performance. Second, the Compensation Committee seeks to ensure that our executive compensation is competitive by targeting the total compensation of each executive at approximately the 50th percentile of our compensation peer group of companies. The actual percentile may vary depending on our financial performance, each executive's individual performance and importance to the Company, or internal equity considerations among all senior executives. As the Company's performance improves, so does the compensation of our executives.

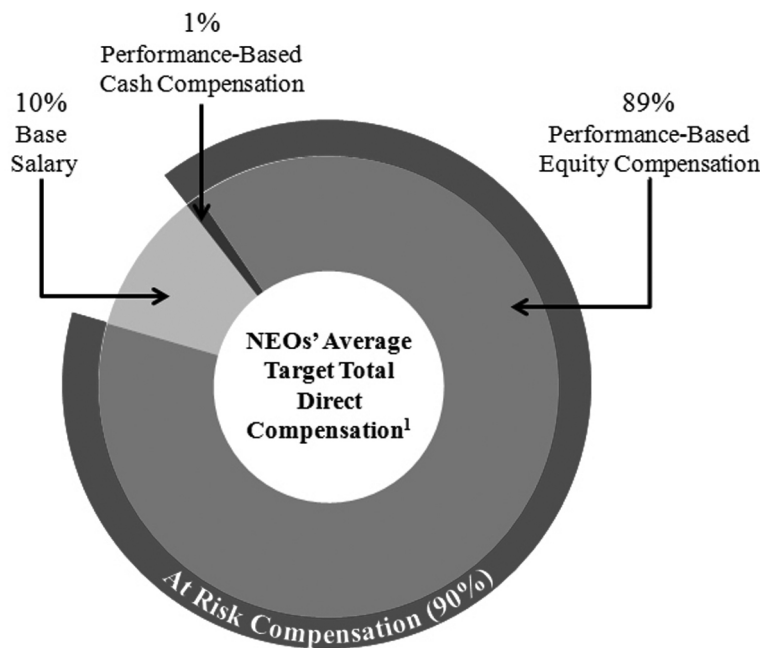
While our Compensation Committee believes that compensation survey data is a useful guide for comparative purposes, we believe that a successful compensation program also requires that the Committee apply its own judgment and subjective determination of individual performance by our executives to ensure alignment with our stockholder interests. Therefore, the Compensation Committee applies its judgment in reconciling the program's objectives with the realities of rewarding excellent performance and retaining valued employees. Our Compensation Committee has retained a compensation consultant, Buck Consultants, LLC. Buck Consultants is independent from the Company, has not provided any services to the Company other than to the Compensation Committee, and receives compensation from the Company only for services provided to the Committee. The Compensation Committee typically asks Buck Consultants to attend the Committee's regular meetings and many of the Committee's special meetings, including executive sessions of the Committee at which management is not present. The Committee worked directly with Buck Consultants to develop recommendations for our executives.

The Chief Executive Officer also makes recommendations each year to the Compensation Committee about the compensation of the other executive officers based on their achievement of annual Company and individual objectives. While the Compensation Committee is solely responsible for approving executive compensation, our Executive Vice President of Human Resources and our Chief Financial Officer support the work of the Committee and Buck Consultants. The Compensation Committee meets frequently in executive session without management present. In making its compensation determinations, the Compensation Committee also annually reviews the total compensation that each of our executive officers and other key executives is eligible to receive against the compensation levels of comparable positions of a peer group of companies. The Compensation Committee selects peer companies that are publicly traded, headquartered in the United States, compete in the semiconductor industry, and are similar to Cypress in their product and services offerings, revenue size and market capitalization. In addition, we compete with these peer companies for talent.

Our Philosophy. The Company's philosophy is to target our average named executive officers' total compensation at approximately the 50th percentile among our named peer group companies. Our compensation programs for our executives are designed to achieve the following objectives:

Attract and Retain Top Talent — to compete effectively and retain the highest quality of people who will determine our long-term success. We have structured our executive compensation program to be competitive with compensation paid by companies in the same market for executive talent, which may include public and private companies. This is very important, especially in the Silicon Valley area. To ensure we remain competitive, we generally administer an annual focal review process to evaluate whether the current level of compensation and equity for each employee (including our executive officers) is adequate and make adjustments based on merit. By using a ranking system in the annual focal review, we reinforce the direct and meaningful link between individual performance and rewards. Therefore, the higher an executive officer is ranked, the more likely that officer will receive a greater percentage increase in both equity and cash compensation.

Pay-for-Performance — to align executive compensation with the achievements of the Company on both a short- and long-term basis. Our NEOs' total direct compensation is heavily weighted towards 100% at-risk, performance-based cash and equity compensation, which includes quarterly and annual incentive cash bonuses and performance-based restricted stock units. The performance targets under these programs are challenging and pre-determined both at the corporate level, through corporate goals, and at a personal level through individual goals set for each applicable period. This aligns executive compensation with stockholder interests by tying a significant majority of total direct compensation to achieving performance goals designed to ensure the Company's financial and operational success. Both are set in advance and pre-approved by the Compensation Committee. They are designed to be very rewarding when the goals are achieved and result in limited or no payout when the goals are not achieved, with the Committee providing oversight to ensure payouts are consistent with financial results. As shown in the following chart, the performance-based incentives constitute by far the largest portion of potential compensation for our CEO and other named executive officers:



- (1) The percentages above were calculated using base salary, target incentive cash compensation, target equity awards multiplied by the grant date fair value of \$11.09, paid-time-off cashed out and life insurance premiums.

In addition, when determining whether or not our compensation objectives are met, the Company considers the results of the annual advisory "say-on-pay" vote cast by our stockholders. While we received a passing vote at our 2013 Annual Meeting, we were disappointed that only 53% of our stockholders approved our 2012 executive compensation programs; an unacceptable result from our Board's perspective, especially considering that our previous approval rates were 95% or higher. We felt it was critical to open a dialogue with our stockholders to receive additional feedback and further explain the Company's compensation philosophy and practices. As such, we initiated our first ever investor outreach program targeted at our top 25 stockholders. As a result of such discussions, we made a number of changes for 2014, including, for example, providing more disclosure on pledging and modifying our performance milestones to ensure greater alignment, particularly with our stockholders' long-term interests. In addition, executive management recommended to the Committee that negative discretion be applied to the PARS that were previously granted and earned. The Committee agreed with management's recommendation to apply negative discretion. See "*Fiscal Year 2014 Executive Compensation Actions*" for additional details.

Elements of Compensation

The components of our executive compensation program are: (i) base salary; (ii) performance-based compensation, consisting of variable and at-risk incentive cash compensation and equity awards; and (iii) limited benefit programs, such as our deferred compensation plans. We do not offer any perquisites. We offer standard health benefits, and an employee stock purchase program to all our employees (excluding our CEO, who is ineligible to participate due to his greater than 5% stock ownership).

Below is a description of each of our elements of compensation, their objectives and their key features.

	Compensation Element	Objectives	Key Features
Fixed Compensation	Base Salary	To provide a fixed level of cash compensation to reward demonstrated experience, skills and competencies relative to the market value of the job.	Targeted at the 50th percentile of our peer group, but varies based on skills, experience and other factors. Adjustments are considered annually based on individual performance, level of pay relative to the market, and internal pay equity.
Performance-Based Compensation	Key Employee Bonus Plan (KEBP) / Performance Bonus Plan (PBP)	Cash incentive compensation that rewards achievement of strategic corporate and individual critical success factors, or "CSFs." Aligns NEOs' interests with those of our stockholders by requiring strong profit before tax (PBT) results and ensuring the achievement of other key financial milestones.	KEBP and PBP are economically and structurally identical. The only difference between them is the participants - our CEO is the only participant in the PBP, which was set up to achieve certain tax efficiencies. All other NEOs participate in KEBP. Our CEO is eligible to earn up to 175% of his base salary under PBP, and our NEOs are eligible to earn up to 80% of their respective base salaries under KEBP. The maximum payout under KEBP/PBP occurs when the CEO's CSFs are 100%, the individual's CSFs are 100% and the Company achieves 20% PBT. The Plans may pay more than the maximum in the event the Company exceeds 20% PBT. Due to the aggressive nature of our CSFs, no one has ever achieved the maximum payout under KEBP or PBP.
	Performance Accelerated Restricted Stock (PARS)	Provides opportunity for wealth creation and ownership, promoting retention and enabling us to attract and motivate our NEOs. Aligns NEOs' interests with stockholder interests by linking part of each NEO's compensation to long-term corporate performance. Retention of NEO through multi-year vesting of equity grants	Designed to provide total direct compensation (base + annual incentive + equity awards) at approximately the 50th percentile of our peer group's total direct compensation in average years, but can be higher or lower depending on the performance in that year.
Other	Non-Qualified Deferred Compensation	To provide retirement savings in a tax-efficient manner.	NEOs can elect to defer up to 100% of their annual incentive cash payments or defer a portion of their base salaries. Balances in the deferred compensation plan are unfunded obligations and at risk. Investment returns on balances are linked to the returns on mutual funds and other publicly-traded securities and do not generate any above market or preferential returns. The Company does not guarantee any return or provide any matching contributions.

Fixed Compensation - Base Salary. Base salaries for our named executive officers depend on the scope of their responsibilities, their leadership skills and values, their performance and their length of service. Decisions regarding salary increases are affected by each NEO's current salary, individual job performance and the amounts paid to the individual's peers within and outside the Company.

Performance-Based Incentive Cash Compensation. We have two performance-based incentive cash bonus plans that are structurally identical. The Key Employee Bonus Plan (KEBP), in which all of our NEOs participate in except our CEO and the Performance Bonus Plan (PBP), in which our CEO is the only participant and which was implemented to achieve certain tax efficiencies.

Below is a summary of each of these incentive cash compensation plans. For actual fiscal year 2013 payments under each of these plans, please read "*2013 Executive Compensation Results*."

Key Employee Bonus Plan (KEBP). Our named executive officers, except our chief executive officer, participate in KEBP, which can pay out quarterly and annually and is a key part of our variable compensation structure. The objective of KEBP is to provide variable cash incentives based on the achievement of strategic corporate and individual critical success factors, or "CSFs," as well as a pre-determined financial performance metric for the Company. With the exception of our chief executive officer, each of our NEOs is at the 80% participation level, which means they are eligible to earn up to 80% of their base salary under KEBP.

Payouts under KEBP are subject to achieving certain corporate financial performance objectives, individual performance objectives as well as the CEO's performance on his quarterly and annual performance milestones, or CSFs. Therefore, the earned payout can be drastically reduced or eliminated altogether depending on the performance of all three elements. The maximum payout requires achieving very aggressive goals that generally are not fully achieved and our Committee retains the discretion to reduce or eliminate any KEBP award that would otherwise be payable.

$$\text{KEBP Payout Amount} = \text{Annual Base Pay} \times \text{Participation Level \%} \times \text{Non-GAAP PBT Factor} \times \text{Individual CSF Score} \times \text{CEO CSF Factor}$$

1. Non-GAAP PBT Factor

Each year, the Committee determines the corporate financial metric that will be included in the KEBP formula. For the past several years, including fiscal year 2013, the Committee has used the Company's non-GAAP profit before taxes percentage ("non-GAAP PBT%") for this metric. For example, a full KEBP payout could not be achieved in fiscal year 2013 unless the Company achieved a non-GAAP PBT% of at least 20%. The Company's non-GAAP PBT% substantially reduced KEBP payouts to our NEOs in fiscal year 2013 due to our 9.3% PBT achievement. In fact, no executive has ever realized the full KEBP payout, in part, due to the aggressive nature of the annual financial milestone selected by the Committee.

2. Individual CSF Score

The second element of KEBP is the achievement of individual CSFs, which are measurable quarterly and annual performance goals that are identified by our NEOs and reviewed, modified as appropriate, and approved in advance by our CEO. The CSFs will vary by person and are a mix of short- and long-term goals that are focused on factors critical to the success of the Company, including financial, market share, new customers, new products and operational initiatives. CSFs for each period are scored on a scale of 0 to 100%, with each CSF representing a specific point value based on its importance to the Company and/or its level of difficulty. Specific scoring parameters that are used to determine whether the CSF has been achieved are also identified in advance in writing. At the end of each fiscal quarter, or fiscal year, as applicable, our executive officers "score" their CSFs based on the scoring parameters previously established. Their scores are reviewed, adjusted if necessary, and approved by our CEO. The specific CSFs designated for each executive officer often vary from quarter to quarter. See "*Performance-Based Equity Compensation - 2013 Performance Accelerated Restricted Stock Program (PARS)*" later in this CD&A for a discussion of some of the major CSFs for fiscal year 2013 and why they were chosen. Historically, our NEOs do not achieve 100% of their CSFs. In fiscal year 2013, for example, our NEOs scored between 60% and 88% on their CSFs and in fiscal year 2012, they scored between 66% and 88% on their CSFs. These scoring trends demonstrate the aggressive nature of our CSFs, as well as the difficulty of attaining 100% of the targeted cash incentive compensation.

3. CEO CSF Factor

The third multiplier under KEBP is based on the CSF score of our chief executive officer (the "CEO CSF Factor"). Our CEO's CSFs include the Company's critical initiatives, projects, and financial and operational targets deemed necessary to ensure the Company's short- and long-term success. See "*Performance-Based Equity Compensation - 2013 Performance Accelerated Restricted Stock Program (PARS) - Tier 1 Grant*" for more details on our CEO's CSFs). By including them as a factor in our KEBP, we ensure an alignment of effort among our executive team. Following each quarter, the CEO's CSF score is reviewed, adjusted if necessary, and approved by the Committee. The CEO CSF Factor is determined as follows:

If the CEO CSF score is:	Then the CEO CSF Factor is:
80.0 or higher	100%
65.0 or higher, and less than 80.0	50%
Less than 65.0	0%

The CEO CSF Factor has typically reduced KEBP payouts to NEOs at least once per year over the last few years, including most recently in the third quarter of fiscal year 2013. The CEO CSF Factor further demonstrates the link between pay and performance under the Company's incentive cash compensation plans.

Performance Bonus Plan (PBP). Our CEO was the only participant under the PBP in fiscal year 2013, and is currently the only participant. A PBP participant is not eligible to participate in KEBP. The PBP was designed to maintain the corporate tax deduction under Internal Revenue Code Section 162(m) for certain variable cash compensation paid to an executive officer to the extent such compensation exceeds \$1 million in any one year.

The PBP operates exactly like KEBP. It contains a corporate performance metric and individual performance metrics. Similar to KEBP, in fiscal year 2013 the Committee established non-GAAP PBT% as the PBP quarterly and annual corporate performance metric which is calculated using the same formula described above. In addition, our CEO has individual quarterly and annual performance objectives, or CSFs. Our CEO's CSFs are submitted to, reviewed, modified as appropriate, and approved by the Board. Following each quarter, the CEO's score is then reviewed, adjusted if necessary, and approved by the Committee. Like KEBP, even when the Company's goal has been achieved, the actual payout is subject to reduction based on the CEO's CSF score for the period. If the CEO's CSF score for the period is more than 65.0% but less than 80.0%, then the CEO's PBP payment is reduced by 50% for that period. If the CEO's CSF score for the period is less than 65.0%, then the CEO's PBP payment is reduced to zero for that period.

The PBP, like KEBP, has quarterly and annual components. Our Committee retains the discretion to reduce or eliminate any PBP award that would otherwise be payable.

Performance-Based Equity Compensation - Performance Accelerated Restricted Stock Program (PARS). Our performance-based equity program, referred to as PARS, is intended to provide a long-term incentive to (1) achieve our business objectives, (2) attract, motivate and retain key talent, and (3) align our executives' interests with stockholders' interests through above average common stock ownership and performance metrics that ensure stockholder returns.

In 2007, under the PARS program, we awarded five-year, performance-based vesting restricted stock units (RSUs) to key employees, including our NEOs and our other executive officers. Our executive officers, including our NEOs, did not receive any other service-based awards since their PARS grant in 2007, which were earned from 2007-2011. The 2007 PARS program was effective in maintaining low turnover and a high stockholder return. In February 2013, we awarded a mix of one- and two-year performance-based vesting RSUs to our executive officers that covered fiscal year 2013. The Committee releases all earned shares following certification that the applicable performance milestone has been achieved, net of all federal and state withholding tax requirements. Following final certification by the Committee, if the performance milestone is not achieved in full, the portion of the target shares for that particular performance milestone that was not earned in the given period is forfeited and returned to the Plan.

For achievement in fiscal year 2013 of the 2013 PARS award, please refer to "*2013 Performance Accelerated Restricted Stock Program (PARS)*" later in this CD&A. Our Committee retains the discretion to reduce or eliminate any PARS award that would otherwise be payable.

Other Compensation.

Discretionary Cash Incentives. It is generally against the Company's pay-for-performance belief to award any discretionary cash incentive to our NEOs and none have been awarded over the last five years.

Non-Qualified Deferred Compensation. The Company also maintains an unfunded, non-qualified deferred compensation plan which allows eligible participants, including executive officers, to voluntarily defer receipt of a percentage up to 100% of their salary or cash bonus payment, as the case may be, until the date or dates elected by the participants, thereby allowing the participating employees to defer taxation on such amounts. There are two non-qualified deferred compensation plans available, one of which pays a death benefit two times participant contributions. All eligible employees have the option to choose the plan in which they participate. Mr. Rodgers qualifies for the death benefit payable under the non-qualified deferred compensation plan. Refer to the table entitled "*Non-Qualified Deferred Compensation*" in the "*Executive Compensation Tables*" section for employee contributions and performance under this benefit plan in fiscal year 2013.

Other Compensation Limited. We limit all other compensation to our named executive officers. For example, the Company does not provide a defined benefit pension plan, a match to employee contributions to our 401(k) plan or any other material perquisites.

No Employment and Severance Agreements. Our named executive officers do not have employment, severance or change-of-control agreements. They serve at the will of the Board, which enables us to set the terms of any termination of employment.

2013 Executive Compensation Results

Fixed Compensation - Base Salary. We target executive officers' base salaries at approximately the 50th percentile of base salaries for similar positions in our peer group companies. In May 2013, as part of its annual review of executive compensation, the Committee reviewed the base salaries of our named executive officers, focusing on the competitiveness of salaries and ensuring base salaries remained at or near the 50th percentile as well as Company financial performance. Management recommended to the Compensation Committee that no named executive officer receive a salary increase for fiscal year 2013. The Compensation Committee agreed with management's recommendation. Below is a summary of the salary of our NEOs for fiscal year 2013:

Named Executive Officer	2013 Salary	% Increase from 2012
T.J. Rodgers	\$600,000	0%
Brad W. Buss	\$347,526	0%
Paul D. Keswick	\$329,073	0%
Badri Kothandaraman	\$270,649	0%
Dana C. Nazarian	\$279,965	0%

Performance-based Incentive Cash Compensation. Consistent with our pay-for-performance philosophy, our performance against various operational goals in fiscal year 2012 and against various financial goals in fiscal year 2013 resulted in substantially lower performance-based cash compensation to our NEOs than in previous years.

Key Employee Bonus Plan (KEBP). In 2013, the incentive cash compensation participation level for our executive officers remained the same as the last five years at 80% of base salary for all named executive officers, except our CEO, under the KEBP program. For fiscal year 2013 our target for KEBP was expected to be approximately 20% of base salary, substantially below the normal 80% participation level. The actual amount earned was 8% of base salary. No executive officer achieved the targeted level of cash compensation for 2012 or 2013 and we expect to be below the 50th percentile versus our peer group for fiscal year 2013.

The quarterly and annual targets for non-GAAP PBT%, our actual non-GAAP PBT% achievement, and the percentage of achievement against plan for fiscal year 2013 are set forth in the following table (percentage achievement is calculated on a linear scale where 10% pays at zero and 20% pays at 100%):

2013 Fiscal Year Period	Non-GAAP PBT % Target	Non-GAAP PBT % Achieved	Percentage Achievement Against Target
First Quarter	20.0%	2.5%	0%
Second Quarter	20.0%	11.5%	15.0%
Third Quarter	20.0%	12.5%	25.0%
Fourth Quarter	20.0%	9.4%	0%
Annual	20.0%	9.1%	0%
Average	20.0%	9.0%	8%

In determining the amount of cash incentive compensation payable under KEBP, the Committee uses the final CSF scores for the given review period as a component in the formulas that determine the bonus to be paid under each plan. In order to apply its discretion to reduce the maximum payout under KEBP, the Committee considers the participant's CSF score for the applicable period. Our named executive officers' performance goals were strongly aligned with each other in 2013 to achieve critical strategic and operational milestones during fiscal year 2013 and to set the stage for increased market share, growth and improved productivity in future years. During our most recent outreach program, our investors expressed a desire to more fully understand the types of goals set for our named executive officers. Below is a breakdown of our performance goals that is intended to be responsive to our investors' request but still protects certain strategic information contained in such goals that we feel is required not to be disclosed due to competitive reasons.

The goals that were common across most of our named executive officers included the following, which were all approved by the Board as part of our annual operating and strategic planning session for fiscal year 2013:

- Specific revenue, gross margin, operating expenses, profit-before tax and earnings per share targets.
- Specific targets to reduce our infrastructure costs worldwide and across all functions and increase the span of control for all managers.
- Specific targets to improve innovation and invest in key initiatives and bring specific new products to market.

Below is a summary of additional quarterly and annual performance goals for each named executive officer participating in KEBP:

Brad W. Buss. Specific targets related to:

- our acquisition strategy and identifying potential acquisition targets;
- increasing cumulative free cash flow;
- gross inventory reduction;
- implementation of a credit revolver strategy;
- decreasing the amount of business fulfilled through distribution in order to increase gross margins;
- increasing the efficiency of certain business process and IT systems to reduce costs;
- obtaining stock award plan approval from our stockholders;
- the integration of the Ramtron acquisition; and
- increasing the revenue for various IP-related programs and achieving certain financial targets.

Paul Keswick. Specific targets related to:

- implementing various programs to gain new customers in platform PSoC that will grow future revenue;
- increasing share of market for the SRAM, TrueTouch and USB product lines;
- releasing new products for Capsense, TrueTouch, platform PSoC and software on-time;
- achieving customer service metrics including net promoter score increases; and
- implementing and deploying key initiatives in the information technology organization to increase service and decrease costs.

Badri Kothandaraman. Specific targets related to:

- gaining new customers in USB in order to increase revenue;
- increasing USB market share;
- releasing the following new products: CX3, HX3, USB-Serial, PSoC4 BLE and Streetfighter; and
- achieving customer service metrics, including net promoter score increases to increase customer loyalty.

Dana Nazarian. Specific targets related to:

- the integration of Ramtron International Corporation and achieving certain revenue and profit targets for FRAM;
- increasing SRAM market share;
- improving the quality of our automotive parts to gain market share and increase revenue;
- releasing new products for SRAM, FRAM and clocks on-time; and
- achieving customer service metrics, including net promoter score increases to increase customer loyalty.

Below is a historical table that shows the three-year average KEBP achievement by our named executive officers:

KEBP Participant	2011 Average	2012 Average	2013 Average
Brad W. Buss	76%	2%	7%
Paul D. Keswick	47%	2%	4%
Badri Kothandaraman	—	—	4%
Dana C. Nazarian	—	1%	4%

As the table reveals, none of our NEOs have achieved the target or participation levels for the three years identified.

Performance Bonus Plan (PBP). In fiscal year 2013, the incentive cash compensation target percentage for our CEO was expected to be approximately 20% based on our estimate at the beginning of the year, substantially below the 175% participation level.

The quarterly and annual targets for non-GAAP PBT% under the PBP were the same as described above under "*Performance-based Cash Compensation - Key Employee Bonus Plan (KEBP)*" earlier in this CD&A.

In fiscal year 2013, our chief executive officer, T.J. Rodgers' annual and quarterly CSF performance goals included short-and long-term CSFs organized around six key areas: revenue, gaining share of market, customer satisfaction, developing new products and software solutions, operational efficiency, and achieving key financial metrics.

More specifically, Mr. Rodgers' goals included the following targets:

- obtaining certain revenue for Platform PSoC, TrueTouch Gen4, Agiga Tech, Inc. and Deca Technologies Inc.;
- our acquisition strategy and identifying potential acquisition targets;
- meeting specific targets related to gross margins, ASP's, operating expenses, EPS and cumulative free cash flow;
- gaining new customers in platform PSoC;
- increasing share of market for SRAM, TrueTouch and USB product lines;
- releasing new products for CapSense, TrueTouch, platform PSoC and software on-time;
- achieving customer service metrics, including increasing our net promoter score; and
- achieving operational performance in the areas of quality, yield, inventory levels and customer delivery.

Many of Mr. Rodgers' targets will yield substantial short- and long-term benefits for the Company if achieved.

Below is a historical table that shows the three-year average PBP achievement by our CEO:

PBP Participant	2011 Average	2012 Average	2013 Average
T.J. Rodgers	72%	1%	7%

Our management and the Committee have considered the implications of Section 162(m) of the Internal Revenue Code of 1986. This section precludes a public corporation from taking a tax deduction for individual compensation in excess of \$1 million for its chief executive officer and certain other executive officers. This section also provides for certain exceptions to this limitation, including compensation that is performance-based within the meaning of Section 162(m). Our Performance Bonus Plan enables us to qualify more compensation as deductible performance-based compensation. Many of our executive compensation plans are designed to qualify payments thereunder as deductible performance-based compensation. In order, however, to preserve flexibility in designing our compensation programs, not all amounts we pay may qualify for deductibility.

Performance-Based Equity Compensation.

2013 Performance Accelerated Restricted Stock Program (PARS). In early 2013, the Committee set the performance goals under which participants were eligible to earn their PARS shares. There are three levels of grants under the 2013 PARS program: the Tier 1 Grant, Tier 2 Grant and Tier 3 Grant. The milestones for each grant and the actual percent achieved in fiscal 2013 were as follows:

Tier 1 Grant

60% of the total PARS award could be earned based on the Tier 1 Grant Scorecard, which is based on the CEO's fiscal year 2013 CSFs (which included detailed financial, product development, operational and business process improvement goals) that were deemed to be strategic goals to achieve the long term success of the Company. The payout for this milestone is 100% if the "Tier #1 Grant Scorecard" (the "Scorecard") achieves a score of 85.0 points and adjusts linearly to zero percent if a score of 65.0 points or lower is achieved. The Tier 1 Grant milestone achievement for fiscal year 2013 was 86 points out of 100 points and the percentage attainment was 100%. However, as detailed below, the Committee exercised negative discretion and did not deliver the amount earned.

The Scorecard is the main business system that the Company uses to set its strategic goals. The Scorecard is developed over a period of three months as part of the annual operating plan process. The Scorecard consists of various strategic initiatives that are deemed critical to achieving the Company's annual operating plan for the next one to three years. Each initiative in the Scorecard has a very specific performance measurement with a precise definition of what is required to achieve a score between 0% and 100%. The Scorecard is reviewed and approved by the Board at the beginning of the year and none of the initiatives and scoring may be changed in the year. Our CEO provides an update on the status of the Scorecard at every Board meeting. Based on a request from our stockholders, we are providing the following additional information on our Scorecard but, for competitive purposes, we are not detailing every initiative or the exact details for each initiative. For 2013 the Scorecard was organized into six distinct initiatives:

- Revenue - achievement of 4 points out of 9. Initiatives were as follows:
 - Achievement of the 2013 revenue plan;
 - Achievement of the Platform PSoC revenue plan - our main growth division;
 - Achievement of the Emerging Technologies Division revenue plan - our "startup" division that will drive long-term growth;
 - Achievement of the Ramtron revenue plan - we purchased Ramtron in 2012 and have exceeded the plan; and
 - Achievement of the Trackpad and TSG5 revenue plans - major divisions for long-term growth.
- Finance - achievement of 18 points out of 21. Initiatives were as follows:
 - Attaining our gross margin (GM)% plan - critical for our financial performance;
 - Attaining our operating expense plan - critical for our financial performance and part of a three year plan;
 - Attaining our earning per share plan - critical for our financial performance and part of a three year plan;
 - Attaining our world class cost plan - critical to obtain our GM% and operating expense goals; and
 - Attaining our free cash flow plan - critical to support of our leading dividend.

- Gain Share of market - achievement of 12 points out of 15. Initiatives were as follows:
 - Implementing a set number of design win replication presentations - used to build our customer funnel for the next three years of revenue;
 - Attaining a certain number of new customers for platform PSoC - our main growth division and a foundation for long-term revenue growth;
 - Grow our share of market ("SOM") to a certain percentage for TrueTouch, SRAM and USB - our key areas for growth;
 - Implement various distributor programs - drives our sales funnel and designs for new customers for the long-term; and
 - Manage our average selling price variance to a set target - critical for GM% management.
- Develop New Products - achievement of 38 points out of 39. Initiatives were as follows:
 - Implementing HOBTO - our new design efficiency system - on a key product for CapSense - critical to maintain our #1 market position and increase GM%;
 - Achieve certain specific design milestones for TSG5, TSG5L, PSoC 4, and HX3 - all critical new products for our PSD and USB divisions. Required to set a foundation for revenue for the next 5 years; and
 - Achieve certain specific software and solutions milestones for our programmable software - crucial to drive sales and increase market share over the long-term.
- Ease of Doing Business - achievement of 6 points out of 7. Initiatives were as follows:
 - Attaining certain targets under our net promoter score for transactional activities, application notes, development kits and our programmable software - all key items to ensure our customers want to do business with Cypress and to build long-term customer loyalty and design wins;
 - Achieving certain delivery targets - key item to build long-term customer satisfaction; and
 - Achieving specific goals related to our build-to-order product strategy - key to achieving customer delivery goals and long-term pricing targets.
- Operational - achievement of 8 points out of 9. Initiatives were as follows:
 - Achieving our world class targets for operating expense reductions - critical for our GM% and profit plan;
 - Exceeding a lower gross inventory target - key part of our free cash flow program;
 - Achieving a higher level of automotive quality in certain product lines - critical for our long-term plan to more than triple our automobile segment revenue over the next few years; and
 - Achieving a specific level of span of control - critical to gaining additional efficiencies and managing our labor costs which are the single largest expense we have to manage.

Tier 2 Grant

30% of the total PARS award could be earned if Cypress is awarded one or more design wins and/or achieves revenue at certain industry leading customers in 2013 using a PSoC programmable product. The payout for this milestone is 100% if the dollar total value of design wins and/or revenue from these customers in fiscal year 2013 is at least \$75 million and adjusts on a linear scale down to 0% if the total dollar value of design wins and/or revenue is \$45 million or less. There will be no payout if the total revenue from these customers is less than \$25 million in 2013, regardless of the magnitude of the design wins. For fiscal year 2013, the Tier 2 Grant milestone achievement was 100% because all revenue and design win targets were achieved. We are not providing additional details on the specific achievement for the Tier 3 Grant due to nondisclosure obligations with these customers and for competitive reasons. However, as detailed below, the Committee exercised negative discretion and did not deliver the amount earned.

Tier 3 Grant

10% of the total PARS award could be earned if Cypress's stock price performance is at a higher rate compared to the SOXX Index as measured over a two-year fiscal period beginning December 28, 2012 and ending on December 26, 2014. The payout for this milestone adjusts as follows:

Payout	Requirement
200%	Cypress's common stock price must appreciate 1.50 times or higher compared to the SOXX
100%	Cypress's common stock must appreciate 1.25 times more than the SOXX
50%	Cypress's common stock must appreciate equal to the SOXX
0%	Cypress's common stock appreciation is less than the SOXX
50%	The SOXX and Cypress's common stock price appreciation are both negative but Cypress's common stock depreciation is equal to or less than the SOXX

The payout for the Tier 3 Grant adjusts on a linear scale between the 200% and 100% payout and between the 100% and 50% payout points only. There is no adjustment between the 50% and 0% payout points. Because this is a two year milestone, there is no payout that can be earned in 2013.

Application of Negative Discretion for Fiscal Year 2013 Equity Awards. The following table sets forth the shares that could be earned in fiscal year 2013 by our named executive officers under PARS and the actual shares delivered after the application of negative discretion by the Compensation Committee. The total earned achievement under the PARS program in fiscal year 2013 was 100% before the application of negative discretion. After the application of negative discretion, our CEO and CFO were delivered 40% of earned shares and the other NEOs were delivered 60% of earned shares. Due to the application of negative discretion, 806,400 shares previously granted to our NEOs were forfeited and returned to the Company's equity pool in March 2014.

2013 PARS EARNED VERSUS DELIVERED

Named Executive Officer	Total Shares Earned	Negative Discretion	Total Shares Delivered ¹
T.J. Rodgers	522,000	(313,200)	208,800
Brad W. Buss	324,000	(194,400)	129,600
Paul D. Keswick	261,000	(104,400)	156,600
Badri Kothandaraman	234,000	(93,600)	140,400
Dana Nazarian	252,000	(100,800)	151,200

- Total Shares Delivered represents the actual shares delivered to the NEO after the application of negative discretion by the Compensation Committee. All amounts are before shares sold for tax withholdings. Net shares delivered were as follows: Mr. Rodgers, 113,175 shares; Mr. Buss, 74,710 shares; Mr. Keswick, 88,419 shares; Mr. Kothandaraman, 80,752 shares; and Mr. Nazarian, 85,841 shares.

CEO Compensation. Consistent with the Company's philosophy on pay-for-performance, in fiscal year 2013, 78% of Mr. Rodgers' total earned compensation was in the form of variable compensation, comprised of performance-based quarterly and annual incentive cash bonuses and annual performance-based restricted stock units. Mr. Rodgers did not receive an increase in his base salary in fiscal year 2013. In fiscal year 2013, Mr. Rodgers earned 7% of his participation level under the annual incentive cash bonus plan and 43% of the target under the annual performance-based restricted stock program, levels significantly lower than in fiscal year 2012 due to the Company's overall performance.

Fiscal Year 2014 Executive Compensation Actions

Historically, as part of our regular review of our compensation and governance practices, we have engaged on an informal basis with a broad cross-section of our stockholders regarding our compensation philosophies and programs. In 2014, we initiated a formal investor outreach program that targeted the proxy and governance teams of our top 25 stockholders. We also sought the opinions of approximately 20 other portfolio managers and analysts during various investor meetings. The purpose of the outreach program was to gain insight and perspective from our stockholders on our executive compensation programs and policies, as well as to update investors on key governance and compensation issues and to solicit feedback and answer questions. The input we received has been taken into consideration in making compensation decisions and evaluating changes to our executive compensation and governance programs. Below is a summary of each of the changes the Committee and management have or will implement in 2014 and beyond.

Peer Group Companies. The Committee significantly modified our peer group companies for 2014 to better align the group with our size. The Committee looked at factors such as revenue, market capitalization, industries served, number of employees and companies with whom we compete for talent. They also looked at the companies that ISS and Glass Lewis previously designated as our peer group companies. Seven of the companies from our 2013 peer group have been dropped for 2014. Those companies include Avago Technologies Limited, LSI Corporation, Marvell Technology Group Limited, Maxim Integrated Products, Inc., OmniVision Technologies, Inc., ON Semiconductor Corporation and Xilinx, Inc. The Committee also added the following three companies to the 2014 peer group: Microsemi Corporation, Silicon Laboratories, Inc. and RF Micro Devices, Inc. Each of these companies is included as a peer company by ISS, but not by Glass Lewis. Fourteen of the fifteen companies in our 2014 peer group are common to the ISS peer group. We consider the 2014 peer group to be a strong improvement from our 2013 peer group in that is better aligned with our overall size.

Our peer group companies for 2014 are listed in the table below:

2014 Peer Group Companies	
Altera Corporation	Microchip Technology Inc.
Atmel Corporation	Microsemi Corporation
Cirrus Logic, Inc.	PMC-Sierra, Inc.
Fairchild Semiconductor International, Inc.	RF Micro Devices, Inc.
Integrated Device Technology Inc.	Skyworks Solutions, Inc.
International Rectifier Corporation	Silicon Laboratories, Inc.
Intersil Corporation	Synaptics Incorporated
Linear Technology Corporation	

Key Employee Bonus Plan (KEBP) and Performance Bonus Plan (PBP) Changes. In response to the Company's performance, the Compensation Committee also made significant changes to the Company's 2014 KEBP and PBP. In the past, the financial milestone for KEBP and PBP was achievement of the non-GAAP PBT% targeted in the Company's annual operating plan ("AOP"). For fiscal year 2014, the zero point for the KEBP and PBP Plans will be 10% PBT with the plan scaling linearly to a 50% payout upon achievement of the Company's AOP of 15% PBT. Payouts under the Plan accelerate up to 200% for achievement above and beyond the AOP to 25% PBT. We thus expect that the target cash incentive award for each NEO in fiscal year 2014 will be in the range of 10% to 15% of base salary, which is well below the participation level for the third year in a row.

Executive Base Compensation. For fiscal year 2014, executive management has voluntarily agreed that it will not accept any increases in base compensation, unless due to a change in role or responsibilities, and the Compensation Committee has agreed. Executive management's compensation will instead be heavily weighted towards variable compensation that will be based on performance milestones aligned with our stockholder's interests.

Stock Vesting Changes. As a result of the Committee's periodic review of the Company's compensation policies and practices against industry best practices, the Committee made several changes impacting the vesting of certain equity grants. Specifically, the following changes have been approved by the Committee and will be implemented going forward:

- The equity grant received by our directors upon their re-election at the annual meeting of stockholders will now vest at the end of their one year of service, rather than immediately upon their re-election.
- Under our stock plan, all equity grants will be subject to a minimum vesting period of one year.
- Under our stock plan, our Board of Directors shall only have the discretion to accelerate an equity grant upon a change of control only if the change of control transaction closes.

Oversight of Stock Pledging Activity. The Company's Board of Directors understands that stock pledging by the Company's directors and officers could create undue risk to the stability of the Company's stock price. The Board also believes that, with Board oversight, such activity may not result in material risk to the Company or its stockholders and also continue to encourage large ownership by management. In response to stockholder concerns about the prior pledging activity of two of our executives, management and our Board of Directors engaged in significant discussions with both themselves and with our stockholders, as part of our annual investor outreach program, regarding the Company's policy and practices in this area. As a result of those discussions, the Company has formalized and adopted a written pledging policy.

Our pledging policy reiterates the Board's continued commitment to actively monitor such activity and specifically delegates the responsibility to oversee any pledging activity, including margin loans that include any amount of Cypress securities, to the Compensation Committee. In reviewing such pledging activity, the Committee will consider the facts and circumstances related to each individual, including, among other things, the ability of the executive to repay the applicable loan without resorting to the pledged securities, the length of service of the employee, the number of shares pledged relative to the executive's overall holdings, the total shares outstanding for the Company and the composition of the executive's stock holdings, the price at which the pledged shares could get called away versus the current stock price as compared with historical trading range, as well as whether the executive meets the Company's stock ownership requirement net of the pledged shares. The Committee will provide regular updates to the full Board of Directors as well as ensure that any material pledging activity by the Company's directors or executive officers is properly disclosed in our annual proxy statement, or any other public filing required by law. Under no circumstance will the Company issue any make-up grants to any executive, or any other employee, whose Cypress shares may be sold to satisfy a margin call or any other type of collateral call.

Only two of our executives, T.J. Rodgers, our Founder, Chief Executive Officer and member of our Board of Directors, and Paul Keswick, our Executive Vice President of Marketing and IT, and an employee of Cypress for over twenty-seven years, currently have any Cypress stock pledged. The Compensation Committee has considered the facts and circumstances of Mr. Rodgers' pledging activity. Based upon the criteria above and our conversations with our stockholders who overwhelmingly supported the large stock ownership positions of our CEO and other NEOs, the Committee has concluded that the potential risk posed by Mr. Rodgers' pledging activity is far outweighed by the value of his loyalty to Cypress stock as well as the alignment his significant stockholdings creates with our stockholders' interests.

For Mr. Rodgers, the Board based its conclusion on the following:

- Mr. Rodgers is Cypress's founder and one of the company's largest and most loyal stockholders. As one of the Company's largest stockholders, his interests are strongly aligned with those of our stockholders. Mr. Rodgers has accumulated his significant holdings over his 30 plus years of service by holding the vast majority of shares he has received as part of his compensation and by making various open market purchases.
- The pledged shares are not used to shift or hedge any economic risk in owning Cypress shares. These shares collateralize loans used primarily to allow Mr. Rodgers' to own more shares of Cypress stock. If Mr. Rodgers were not permitted to pledge a portion of his shares, he would own fewer shares, reducing his alignment with the Company's stockholders and penalizing his loyalty to Cypress stock. As of March 1, 2014, Mr. Rodgers beneficially owned 11,208,574 shares and owned 8,507,070 shares outright. The highest stock ownership by a factor amongst our peer group where the majority of CEO's own less than 1% of outstanding shares.
- As of March 1, 2014, 6,213,267 of Mr. Rodgers' pledged shares may be subject to a margin call. Excluding his total pledged shares, Mr. Rodgers' ownership still exceeds our stock ownership requirements for our CEO.
- The pledged shares represent less than 5% of Cypress's outstanding shares as of March 1, 2014, and therefore we believe do not present a material risk for investors or the Company.
- We have an active stockholder engagement program in which we meet regularly with our largest stockholders. We have discussed the facts and circumstances of Mr. Rodgers' pledging, and most of these stockholders feel the significant ownership outweighs the risk and have asked for additional disclosure and Compensation Committee oversight which we have committed to this year.

For Mr. Keswick, the Board based its conclusion on the following:

- Mr. Keswick has been a valued employee of Cypress for over 27 years.
- Our stockholders value the high stock ownership that our NEOs hold; ownership that is well above our peer group and subjects our NEOs to significant stock price movement risk.

- The pledged shares total 512,295 as of March 1, 2014, and are not used to shift or hedge any economic risk in owning Cypress shares. These shares collateralize various derivative positions in S&P 500 options that are managed by a third party broker over periods less than 45 days on average. As such, Mr. Keswick is able to reduce or completely close his positions in a few days.
- Upon being made aware of the various investor opinions on the subject of share pledging, Mr. Keswick has voluntarily agreed to not increase his outstanding loan balance using Cypress shares as collateral.
- If Mr. Keswick is not permitted to pledge a limited number of his shares, he may be forced to sell certain of his Cypress shares in order to obtain the necessary funds, reducing his alignment with the Company's stockholders and penalizing his loyalty to Cypress stock.
- The pledged shares represent less than 1% of Cypress's outstanding shares as of March 1, 2014, and therefore, do not present a material risk for investors or the Company.
- Excluding the pledged shares, Mr. Keswick's ownership still exceeds our stock ownership requirements for executives.
- Mr. Keswick has established his financial capacity to repay the loan(s) which are collateralized by the pledged shares without resorting to the pledged shares. Furthermore, Mr. Keswick's unpledged share ownership and other assets would likely be able to prevent any margin call.

No other Cypress executive officer or director currently holds Cypress securities that are pledged pursuant to a margin account or loan or otherwise.

EXECUTIVE COMPENSATION TABLES

Summary Compensation Table

The following table shows compensation information for fiscal years 2011, 2012 and 2013 for our named executive officers.

Name and Principal Position	Year	Salary ¹ (S)	Bonus ² (S)	Stock Awards ³ (S)	Option Awards (S)	Non-Equity Incentive Plan Compensation ⁴ (S)	All Other Compensation ⁵ (S)	Total Compensation (S)
T.J. Rodgers President, Chief Executive Officer and Director	2013	600,000	—	2,313,504	—	74,702	8,060	2,996,588
	2012	599,997	—	4,728,684	—	15,865	131,278	5,475,824
	2011	599,997	—	11,460,141	—	757,087	73,586	12,890,811
Brad W. Buss Executive Vice President, Finance & Administration, Chief Financial Officer	2013	347,526	—	1,435,968	—	20,629	536	1,804,659
	2012	347,526	6,683	2,955,418	—	3,944	536	3,314,107
	2011	343,630	—	7,162,590	—	208,561	526	7,715,307
Paul D. Keswick Executive Vice President, Marketing & IT	2013	329,073	—	1,735,128	—	81,361	1,440	2,147,002
	2012	329,077	—	2,364,350	—	62,354	1,440	2,757,221
	2011	325,629	—	5,730,062	—	158,711	756	6,215,158
Badri Kothandaraman Executive Vice President, Data Communications Division	2013	270,649	—	1,555,632	—	11,924	264	1,838,469
	2012	—	—	—	—	—	—	—
	2011	—	—	—	—	—	—	—
Dana C. Nazarian Executive Vice President, Memory Products Division	2013	279,965	—	1,675,296	—	9,642	13,874	1,978,777
	2012	279,968	—	2,050,775	—	3,394	11,182	2,345,319
	2011	—	—	—	—	—	—	—

1. Represents actual salary earned in fiscal years 2013, 2012 and 2011.
2. Represents 40 hours of pay received for seven years of service. All regular employees who work at least 20 hours per week are eligible for the seven year service award.
3. Amounts shown for fiscal years 2013, 2012 and 2011 do not reflect compensation actually received by the named executive officer. For fiscal year 2013, the amounts shown represent the number of shares delivered after the exercise of negative discretion valued at the price determined at the time of grant. Prior to negative discretion being applied we had initially assumed that 100% of the Tier 1 Grant would be achieved, 75% of the Tier 2 Grant would be achieved and zero percent of the Tier 3 Grant would be achieved. Without the application of negative discretion, the amounts reportable for fiscal year 2013 for each of our named executive officers would be as follows: Mr. Rodgers, \$5,580,180; Mr. Buss, \$3,463,560; Mr. Keswick, \$2,790,090; Mr. Kothandaraman, \$2,501,460; and Mr. Nazarian, \$2,693,880. The assumptions used to calculate the value of the foregoing stock awards are set forth in Note 8 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for fiscal year 2013 filed with the SEC on February 27, 2014. The following shares of restricted stock units were delivered in fiscal year 2014, after the application of negative discretion was applied and before taxes were paid, to the named executive officers: Mr. Rodgers, 208,800 shares; Mr. Buss, 129,600 shares; Mr. Keswick, 156,600 shares; Mr. Kothandaraman, 140,400 shares; and Mr. Nazarian, 151,200 shares. For fiscal years 2012 and 2011, the amounts reported above in the "Stock Awards" column represents the aggregate grant date fair value of stock awards and option awards granted in the respective fiscal years assuming the probable level of performance achieved as of the grant date, as determined pursuant to ASC 718. For fiscal year 2012, it was assumed that 90% of the Core Grant would be achieved and zero percent of each of the Tier 1 and Tier 2 Grants, which were stretch goals, would be achieved. For fiscal year 2011, 100% achievement was assumed. The assumptions used to calculate the value of stock awards are set forth in Note 8 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for fiscal year 2012 filed with the SEC on February 28, 2013.
4. Except for Mr. Keswick, includes bonus amounts earned under our KEBP and PBP for services rendered in the respective fiscal years. Mr. Keswick's bonus amounts also include payments made under our Design Bonus Plan, a bonus plan available only to our design and certain product development engineers, a group which Mr. Keswick previously managed. Mr. Keswick earned the following amounts under our Design Bonus Plan for fiscal years 2013, 2012 and 2011: \$71,177, \$75,622 and \$116,758, respectively.
5. The amounts reported in this column include payments by the Company of term life insurance premiums for the named executive officers. The Company is not the beneficiary of the life insurance policies. NEOs participate in the same life insurance program as all other Cypress employees, which pays out at one times the employee's annual base pay. Amounts shown for fiscal years 2011 and 2012 also reflect paid time off cashed out by Mr. Rodgers of \$69,230 and \$126,922, respectively, and paid time off cashed out by Mr. Nazarian for fiscal years 2012 and 2013 of \$10,768 and \$13,460, respectively.

GRANTS OF PLAN-BASED AWARDS

Fiscal Year Ended December 29, 2013

The following table shows all plan-based awards granted to our named executive officers during fiscal year 2013.

Name and Principal Position	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ¹			Estimated Future Payouts Under Equity Incentive Plan Awards ²			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/SH)	Grant Date Fair Value of Stock and Option Awards (\$) ⁶
		Threshold (\$)	Target (\$) ³	Maximum (\$)	Threshold (#)	Target (#) ⁴	Maximum (#) ⁵				
T.J. Rodgers President, Chief Executive Officer and Director	Q1	0	18,000	240,000	0	478,500	580,000	—	—	—	5,301,780
	Q2	0	18,000	240,000	—	—	—	—	—	—	—
	Q3	0	18,000	240,000	—	—	—	—	—	—	—
	Q4	0	18,000	240,000	—	—	—	—	—	—	—
	Annual	0	18,000	240,000	—	—	—	—	—	—	—
Brad W. Buss Executive Vice President, Finance and Administration, Chief Financial Officer	Q1	0	10,426	139,011	0	297,000	360,000	—	—	—	3,290,760
	Q2	0	10,426	139,011	—	—	—	—	—	—	—
	Q3	0	10,426	139,011	—	—	—	—	—	—	—
	Q4	0	10,426	139,011	—	—	—	—	—	—	—
	Annual	0	10,426	139,011	—	—	—	—	—	—	—
Paul D. Keswick Executive Vice President, Marketing & IT	Q1	(26,325)	9,872	131,629	0	239,250	290,000	—	—	—	2,650,890
	Q2	(26,325)	9,872	131,629	—	—	—	—	—	—	—
	Q3	(26,325)	9,872	131,629	—	—	—	—	—	—	—
	Q4	(26,325)	9,872	131,629	—	—	—	—	—	—	—
	Annual	(26,325)	9,872	131,629	—	—	—	—	—	—	—
Badri Kothandaraman Executive Vice President, Data Communications Division	Q1	0	8,119	108,260	0	214,500	260,000	—	—	—	2,376,660
	Q2	0	8,119	108,260	—	—	—	—	—	—	—
	Q3	0	8,119	108,260	—	—	—	—	—	—	—
	Q4	0	8,119	108,260	—	—	—	—	—	—	—
	Annual	0	8,119	108,260	—	—	—	—	—	—	—
Dana C. Nazarian Executive Vice President, Memory Products Division	Q1	0	8,399	111,986	0	231,000	280,000	—	—	—	2,559,480
	Q2	0	8,399	111,986	—	—	—	—	—	—	—
	Q3	0	8,399	111,986	—	—	—	—	—	—	—
	Q4	0	8,399	111,986	—	—	—	—	—	—	—
	Annual	0	8,399	111,986	—	—	—	—	—	—	—

1. Represents potential performance compensation that could be earned under our KEBP, PBP and DBP programs in fiscal year 2013. The columns show the amounts that could be earned at the threshold, target and maximum levels of performance.
2. Represents grants made under our PARS program in fiscal year 2013. The columns show the stock that could be earned at the threshold, target and maximum levels of performance. Please see the "Option Exercises and Stock Vesting" table for the actual amounts earned in our 2013 by our named executive officers under our PARS program.
3. Represents the expected achievement at the beginning of the fiscal year. For fiscal year 2013, the actual amounts paid were as follows: Mr. Rodgers, \$74,702; Mr. Buss, \$20,629; Mr. Keswick, \$81,361; Mr. Kothandaraman, \$11,924; and Mr. Nazarian, \$9,642.
4. The following number of shares were delivered in fiscal year 2014 after the application of negative discretion: Mr. Rodgers, 208,800; Mr. Buss, 129,600; Mr. Keswick, 156,600; Mr. Kothandaraman, 140,400; and Mr. Nazarian, 151,200.
5. Ten percent of the shares granted could not be earned in 2013.
6. Represents the target number of shares multiplied at the grant date fair value. See the "Summary Compensation Table" above for shares actually delivered.

OUTSTANDING EQUITY AWARDS
Fiscal Year Ended December 29, 2013

Name and Principal Position	Option Awards ¹					Stock Awards ¹			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised/Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Units of Stock Unvested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested ² (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ³ (\$)
T.J. Rodgers President, Chief Executive Officer and Director	—	—	—	—	—	—	—	580,000	5,678,200
	1,442,077	—	—	3.53	2/25/15	—	—	—	—
	3,028	—	—	8.83	2/25/15	—	—	—	—
	5,306	—	—	3.53	2/25/15	—	—	—	—
	1,251,093	—	—	3.53	6/30/16	—	—	—	—
Brad W. Buss Executive Vice President, Finance and Administration, Chief Financial Officer	—	—	—	—	—	—	—	360,000	3,524,400
	90,699	—	—	3.70	8/15/15	—	—	—	—
	209,016	—	—	3.70	8/15/15	—	—	—	—
	131,847	—	—	3.99	10/27/16	—	—	—	—
Paul D. Keswick Executive Vice President, Marketing & IT	—	—	—	—	—	—	—	290,000	2,839,100
	37,082	—	—	3.53	2/25/15	—	—	—	—
Badri Kothandaraman Executive Vice President, Data Communications Division	16,500	2,250	—	6.17	3/19/2017	—	—	—	—
	11,331	—	—	4.91	3/8/2016	—	—	—	—
	—	—	—	—	—	—	—	5,566	—
	—	—	—	—	—	—	—	260,000	2,545,400
	—	—	—	—	—	—	—	—	—
Dana C. Nazarian Executive Vice President, Memory Products Division	3,794	—	—	3.99	10/27/16	—	—	—	—
	27,383	—	—	4.91	3/8/16	—	—	—	—
	—	—	—	—	—	—	—	280,000	2,741,200
	—	—	—	—	—	—	—	—	—

- The grants reported above in the “Option Awards” and “Stock Awards” columns were awarded under our 2013 Stock Plan. Grants made prior to September 29, 2008 reflect adjustments made, pursuant to the tax free spin-off of SunPower Corporation in which existing awards were multiplied by the SunPower spin-off ratio of 4.12022 to reflect the change in market value of the Company’s common stock following the distribution to the Company’s stockholders of SunPower Corporation class B common stock.
- On February 27, 2014, the Compensation Committee determined that 90% of the entire grant or 100% of Tier 1 and Tier 2 2013 PARS was earned based on the achievement of the corporate performance milestones. In order to align the 2013 PARS payout with the Company’s overall performance (as more fully described in the “*Compensation Discussion and Analysis*”), the Compensation Committee exercised its right to negative discretion. As a result, the earned awards were reduced to the following: Mr. Rodgers, 208,800 shares; Mr. Buss, 129,600 shares; Mr. Keswick, 156,600 shares; Mr. Kothandaraman, 140,400 shares and Mr. Nazarian, 151,200 shares. The shares earned but not received were forfeited and returned to the Company’s equity pool.
- The amounts are based on the payout value of \$9.79 per share.

OPTION EXERCISES AND STOCK VESTING

Fiscal Year Ended December 29, 2013

Named Executive Officer	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized Upon Exercise ¹ (\$)	Number of Shares Acquired Upon Vesting (#)	Value Realized Upon Vesting ² (\$)
T.J. Rodgers	1,442,077	6,450,012	—	—
Brad W. Buss	—	—	—	—
Paul D. Keswick	265,754	2,027,670	—	—
Badri Kothandaraman	—	—	2,782	25,803
Dana C. Nazarian	—	—	—	—

1. Amount shown reflects the difference between the option exercise price and the market value of the underlying shares on the exercise date multiplied by the number of shares covered by the option. All shares and dollar values are before required tax payments.
2. Amount shown reflects total number of shares that were granted during 2010 and vested in 2013. The actual amount released to the named executive officer represents the total shares multiplied by the market value on the date released. All shares and dollar values are before required tax payments.

NON-QUALIFIED DEFERRED COMPENSATION

Fiscal Year Ended December 29, 2013¹

Named Executive Officer	Executive Contribution in the Last Fiscal Year (\$)	Registrant Contribution in the Last Fiscal Year (\$)	Aggregate Earnings in the Last Fiscal Year (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$)
T.J. Rodgers	511,800	—	782,201	—	10,250,190
Brad W. Buss	5,157	—	748,372	—	1,176,867
Paul D. Keswick	—	—	—	—	—
Badri Kothandaraman	—	—	—	—	—
Dana C. Nazarian	—	—	65,658	—	330,421

1. Our deferred compensation plan provides certain key employees, including our executive management, with the ability to defer the receipt of compensation in order to accumulate funds for retirement on a tax-deferred basis. Each participant in our deferred compensation plans may elect to defer a percentage of their compensation (annual base salary, cash bonuses and any cash sales commissions) and invest such deferral in any investment that is available on the open market. We do not make contributions to the deferred compensation plan and we do not guarantee returns on the investments. Participant deferrals and investment gains and losses remain as our liabilities and the underlying assets are subject to claims of general creditors. Withdrawals and other distributions are subject to the requirements of Code Section 409A.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee of Cypress's Board of Directors serves as the representative of the Board of Directors with respect to its oversight of:

- Cypress's accounting and financial reporting processes, including the integrity of the Company's financial statements as well as the annual and quarterly audits of such financial statements;
- Cypress's internal controls and the audit of management's assessment of the effectiveness of internal control over financial reporting;
- Cypress's compliance with legal and regulatory requirements;
- the Company's independent registered public accounting firm's appointment, qualifications and independence, as well as such firm's fees and scope of services; and
- the performance of Cypress's internal audit function.

The Audit Committee also provides the Board with such information and materials as it may deem necessary to make the Board aware of financial matters requiring the attention of the Board.

The charter of the Audit Committee is posted on our website at <http://investors.cypress.com/governance.cfm>.

Cypress's management has primary responsibility for preparing Cypress's financial statements, establishing the Company's financial reporting process and internal financial controls. Cypress's independent registered public accounting firm, currently PricewaterhouseCoopers LLP, is responsible for expressing an opinion on the conformity of Cypress's financial statements to generally accepted accounting principles and on the effectiveness of Cypress's internal controls over financial reporting. The Audit Committee reviews the Company's financial disclosures and holds regular executive sessions outside the presence of management with our independent registered public accounting firm. The Committee also meets privately, as needed, with our chief financial officer, our legal counsel and our internal auditors to discuss our internal accounting control policies and procedures as well as any other issues raised by the Committee. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in our Annual Report on Form 10-K for our fiscal year ended December 29, 2013, with management, including a discussion of the quality and substance of the accounting principles, the reasonableness of any significant judgment exercised, and the clarity of disclosures in the financial statements. In addition, the Audit Committee reviewed the results of management's assessment of the effectiveness of Cypress's internal control over financial reporting as of December 29, 2013. The Audit Committee reports on these meetings to our full Board of Directors.

The Audit Committee hereby reports as follows:

- (1) The Audit Committee has reviewed and discussed with management and the independent auditors the audited financial statements in Cypress's Annual Report on Form 10-K for fiscal year ended December 29, 2013.
- (2) The Audit Committee has discussed with the independent auditors the matters required to be discussed by the Statement on Audit Standards No. 61, as amended (Codification of Statements on Auditing Standards, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.
- (3) The Audit Committee has received the written disclosures and the letter from the independent auditors for Cypress as required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence, and has discussed with the auditors their independence.

Based on the review and discussion referred to in items (1) through (3) above, the Audit Committee recommended to Cypress's Board of Directors and the Board approved that the Company's audited financial statements be included in Cypress's Annual Report on Form 10-K for the fiscal year ended December 29, 2013 for filing with the SEC. The Audit Committee also recommended the reappointment of PricewaterhouseCoopers LLP as Cypress's independent registered public accounting firm for fiscal year 2014.

Each member of the Audit Committee that served during fiscal year 2013 was independent as defined under the NASDAQ listing standards. While Mr. Daniel McCranie has stepped down from the Committee as of January 23, 2014, as a result of his new position as Executive Vice President, Sales for the Company, he is a signatory to this Report of the Audit Committee in his previously-held capacity as an independent member of the Committee during fiscal year 2013.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

W. Steve Albrecht, Chairman
Eric A. Benhamou
J. Daniel McCranie
J. D. Sherman

OTHER REQUIRED DISCLOSURES

Compensation Committee Interlocks and Insider Participation

During fiscal year 2013, the following directors were members of our Compensation Committee: Mr. Eric A. Benhamou, Mr. Lloyd Carney, and Mr. James R. Long. None of the Compensation Committee members is or has at any time been an officer or employee of Cypress.

None of Cypress's named executive officers serves, or in the past fiscal year served, as a member of the board of directors or compensation committee of any entity that has one or more of its executive officers serving on Cypress's Board or Compensation Committee.

Policies and Procedures with Respect to Related Person Transactions

Our written Code of Business Conduct and Ethics prohibits our executive officers, directors and employees, or any of such persons' immediate family members or affiliates, from entering into any transaction or relationship that might present a conflict of interest to the Company or such individual. Any potential conflict of interest must be reported to the Company's chief financial officer or the Legal Department for review and, if necessary, escalation to the Audit Committee for further review. Our Audit Committee considers the relevant facts and circumstances available and deemed relevant to the Audit Committee, including, but not limited to the risks, costs and benefits to us, the terms of the transaction, the availability of other sources for comparable services or products, and, if applicable, the impact on a director's independence.

Certain Relationships and Related Transactions

In fiscal year 2013, we purchased approximately \$4,030,664 in software and services from Mentor Graphics Corporation ("Mentor Graphics"). Dan McCranie, who sits on our Board of Directors until May 9, 2014, also sits on the Board of Directors of Mentor Graphics. Mr. McCranie was in no way directly involved in the negotiation of our purchase agreement with Mentor Graphics.

In fiscal year 2013, we sold (primarily through our distribution channel) approximately \$525,314 in products to Tesla Motors, Inc. ("Tesla"). Brad Buss, our chief financial officer, sits on the Board of Directors of Tesla. Mr. Buss did not have any role in determining the price or sales terms to Tesla.

Other than described above, there are no related parted transactions between our directors or executive officers and our Company. For purposes of this section, "related person" and "transaction" have the meanings contained in Item 404 of Regulation S-K.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file an initial report of ownership on Form 3 and changes in ownership on Form 4 or Form 5 with the SEC. Such officers, directors and 10% stockholders are also required by the SEC rules to furnish us with copies of all of the forms they filed to comply with Section 16(a) requirements.

We believe that, during fiscal year 2013, our directors, executive officers, and 10% stockholders complied with all Section 16(a) filing requirements.

In making these statements, we have relied upon examination of the copies of Forms 3, 4, and 5, and amendments to these forms, provided to us and the written representations of our directors, executive officers, and 10% stockholders.

OTHER MATTERS

We know of no other matters to be submitted at the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the enclosed proxy to vote the shares they represent as the Board of Directors may recommend.

It is important that your stock be represented at the Annual Meeting, regardless of the number of shares you hold. You are, therefore, urged to execute and return your proxy card in the envelope provided or to vote by telephone or online at your earliest convenience.

FOR THE BOARD OF DIRECTORS



Victoria Valenzuela
Corporate Secretary

Dated: March 28, 2014

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ADVANCED IMAGING SYSTEMS NEED USB 3.0

More imaging applications are moving to high definition (HD), requiring bandwidth up to 3 Gbps. Cypress's FX3™ device delivers 5-Gbps USB 3.0 bandwidth to virtually any imaging system, creating some of the world's most advanced vision-enabled systems. FX3 is the industry's only programmable USB 3.0 peripheral controller. The USB 3.0 imaging market will be **\$500 million in 2017.***

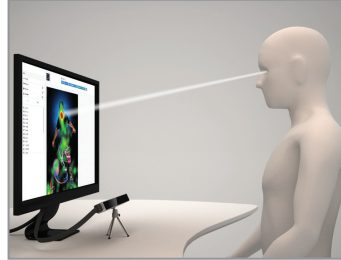
Innovative New Products Need the Bandwidth and Flexibility of FX3



The advanced 3-D Light Field Camera by Raytrix is smaller than its lens. It creates 3-D pictures.



Kodak's industry-leading i3400 Document Scanner processes 90 pages per minute.



The Eye-Tracking Controller by Eye Tribe demonstrates the future of system control.



Cross Match Biometrics Scanners are used in more than 80 countries for identity management.

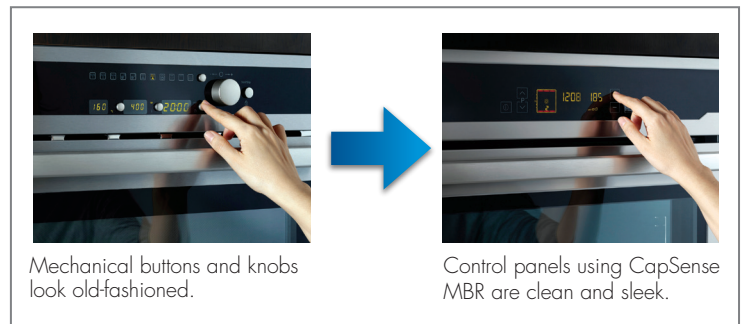
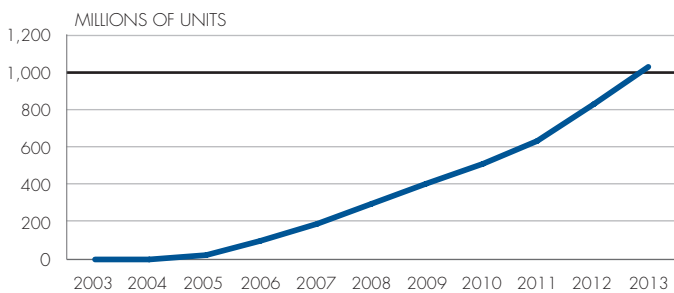
* Source: DisplaySearch and company information

CAPSENSE® CROSSES THE BILLION-UNIT MARK

As shown in the timeline at the bottom of this page, Cypress created the first high-volume, capacitive-sensing solution, CapSense, in 2003, and has enjoyed growth to 1 billion units since. Cypress has replaced more than five billion mechanical buttons and established the industry's No. 1 solution in sales by 4x over No. 2.

In February 2014, we introduced CapSense MBR3 at the Embedded World trade show in Nuremberg, Germany. This third-generation product is optimized for replacing the world's **1.2 trillion** mechanical buttons. MBR3 enables engineers to replace clunky, unreliable mechanical buttons for \$0.03 each. It also provides advanced features such as proximity sensing and water tolerance.

CapSense Shipments (2003 - 2013)



Touch Buttons



LG Chocolate Mobile Phone

Water Tolerance



Whirlpool Dishwasher

Noise Immunity



HP Touchsmart Printer

Configurability



Microsoft Arc Touch Mouse

1B Units Shipped



Samsung Galaxy Note 3 Superphone

2003

Cypress's research and development delivers cellphone CapSense buttons

2008

CapSense algorithms offer water tolerance and proximity sensing

2010

SmartSense™ Auto-tuning removes manual tuning and improves noise immunity

2011

CapSense Express™ offers configurable solutions that do not require firmware development

2013

Cypress ships **one billionth** CapSense controller

WEARABLE ELECTRONICS – THE NEXT KILLER APP – USES TOUCHSCREENS

Wearable Electronics Has Arrived

The **Dick Tracy watch** is becoming a reality. Soon the entire functionality of cell phones and personal computers will be available on your wrist. The wearable electronics challenge – tiny touchscreens that run on a watch battery – already has a first-generation Cypress solution. Our TrueTouch® touchscreen controller powers the Sony SmartWatch2 and Qualcomm Toq smartwatch. The wearable electronics market as a whole is expected to grow steadily from \$2.7 billion in 2013 to **\$8.4 billion by 2018**.*

*Source: MarketsandMarkets Analysis



Qualcomm Toq



Sony SmartWatch2

CYPRESS: NO. 1 IN AUTOMOTIVE HUMAN MACHINE INTERFACES (HMI)

The Human Machine Interfaces in today's most iconic automobiles look more like the controls and displays in jet fighters than those of the cars of even a few years ago. Cypress is making this possible with our TrueTouch touchscreen and CapSense® touch-sensing solutions, whose signal-to-noise ratio of 100:1 enables flawless performance. The automotive electronics markets addressed by Cypress will grow to **\$300 million by 2017**.**



BMW's fast, intuitive iDrive intelligent joystick, which enables heads-up control of the vehicle's entertainment, information, communication and navigation functions, is driven by Cypress's TrueTouch controller.



The curved climate control touch panel in the 2014 **Toyota Harrier** leverages the superior signal-to-noise ratio of Cypress's CapSense controllers.



The curved, integrated system control trackpad in the **Mercedes 2014 C-Class** sedan is powered by TrueTouch.



The 2014 **Infiniti Q50** sedan's stunning InTouch™ touchscreen uses TrueTouch to control the infotainment and navigation systems.

**Source: Gartner and company information



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