

Registration No. 333-

As filed with the Securities and Exchange Commission on August 12, 2020

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**Cirrus Logic, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**77-0024818**

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

**800 W. 6<sup>th</sup> Street Austin, TX 78701**

**(512) 851-4000** (Address, including zip code, and telephone  
number, including area code, of registrant's principal executive  
offices)

**CIRRUS LOGIC, INC.**

**2018 LONG TERM INCENTIVE PLAN**

(Full title of the plan)

**Gregory S. Thomas**

**800 W. 6<sup>th</sup> Street**

**Austin, Texas 78701**

**(512) 851-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer



Accelerated filer



Non-accelerated filer



Smaller Reporting Company



Emerging Growth Company



If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Common stock, par value \$0.001 per share	3,520,000	\$65.82	\$231,686,400.00	\$30,072.89

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the additional shares of Common Stock as may become issuable pursuant to the adjustment and anti-dilution provisions of the Cirrus Logic, Inc. 2018 Long Term Incentive Plan, as amended from time to time (the “Plan”) are also being registered

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price for the 3,520,000 shares being registered hereby is based on a price of \$65.82, which is the average of the high and low prices of our Common Stock as reported by the Nasdaq Global Select Market on August 6, 2020.

(3) Pursuant to General Instruction E to Form S-8, a registration fee is only being paid with respect to the registration of an additional 3,520,000 shares of Common Stock under the Plan.

### EXPLANATORY NOTE

Cirrus Logic, Inc. (the “Registrant”), is filing this registration statement on Form S-8 (this “Registration Statement”) pursuant to General Instruction E of Form S-8 to register the offer and sale of an additional 3,520,000 shares of Common Stock that may be issued to eligible individuals pursuant to the Plan. The Registrant’s shareholders approved 3,200,000 shares of Common Stock for issuance pursuant to the Plan at the 2020 annual meeting of shareholders in connection with a First Amendment to the Plan, and an additional 320,000 shares of Common Stock are being registered for administrative convenience. Except as otherwise set forth below, the contents of the Registrant’s registration statement on Form S-8 relating to the Plan, which was previously filed with the Securities and Exchange Commission (the “Commission”) on August 3, 2018 (File No. 333-226578) is incorporated by reference into this Registration Statement as permitted by General Instruction E of Form S-8.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Exhibits.

Number	Description
4.1	<a href="#"><u>Certificate of Incorporation of Cirrus Logic, Inc., filed with the Delaware Secretary of State on August 26, 1998 (incorporated by reference to Exhibit 3.1 to the Registrant’s Annual Report on Form 10-K filed with the Commission on June 22, 2001).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Cirrus Logic, Inc., (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on January 29, 2020).</u></a>
4.3	<a href="#"><u>Cirrus Logic, Inc. 2018 Long Term Incentive Plan (incorporated by reference to the Registrant’s Registration Statement on Form S-8 filed with the Commission on August 3, 2018 (Registration No. 333-226578)).</u></a>
4.4	<a href="#"><u>First Amendment to the Cirrus Logic, Inc. 2018 Long Term Incentive Plan (incorporated by reference to Exhibit 1 to the Registrant’s Definitive Proxy Statement filed with the Commission on June 3, 2020 (Registration Number 000-17795)).</u></a>
5.1*	<a href="#"><u>Opinion of Vinson &amp; Elkins L.L.P. as to the legality of the securities being registered.</u></a>
23.1*	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</u></a>
23.2*	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1 hereto).
24.1*	Powers of Attorney (included on the signature page hereof).

\*Filed herewith.

## **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on August 12, 2020.

### **CIRRUS LOGIC, INC.**

By: /s/ Thurman K. Case

Thurman K. Case

Vice President, Chief Financial Officer and Principal Accounting Officer

## **POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thurman K. Case as his or her true and lawful attorney-in-fact and agent, with full power of substitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

*[signatures on next page]*

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Pursuant to the requirements of the Securities Act, this Registration Statement and the above Power of Attorney have been signed below by the following persons in the capacities indicated on August 12, 2020.

Name	Position
<hr/> <div>/s/ Jason P. Rhode</div> <hr/> Jason P. Rhode	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>
<hr/> <div>/s/ Thurman K. Case</div> <hr/> Thurman K. Case	Vice President, Chief Financial Officer and Principal Accounting Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>
<hr/> <div>/s/ John C. Carter</div> <hr/> John C. Carter	Director
<hr/> <div>/s/ Alexander M. Davern</div> <hr/> Alexander M. Davern	Director
<hr/> <div>/s/ Timothy R. Dehne</div> <hr/> Timothy R. Dehne	Director
<hr/> <div>/s/ Deirdre R. Hanford</div> <hr/> Deirdre R. Hanford	Director
<hr/> <div>/s/ Catherine P. Lego</div> <hr/> Catherine P. Lego	Director
<hr/> <div>/s/ Alan R. Schuele</div> <hr/> Alan R. Schuele	Director
<hr/> <div>/s/ David J. Tupman</div> <hr/> David J. Tupman	Director

August 12, 2020

Cirrus Logic, Inc.  
800 W. 6<sup>th</sup> Street  
Austin, Texas 78701

Ladies and Gentlemen:

We have acted as counsel for Cirrus Logic, Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of an aggregate of up to 3,520,000 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) on August 12, 2020, which Shares may be issued from time to time in accordance with the terms of the Company’s 2018 Long Term Incentive Plan (as amended from time to time, the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, that govern the awards to which any Share relates, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

**Vinson & Elkins LLP Attorneys at Law**  
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York Palo Alto Richmond Riyadh San  
Francisco Taipei Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700  
Dallas, TX 75201-2975  
**Tel +1.214.220.7700 Fax +1.214.220.7716 [www.velaw.com](http://www.velaw.com)**

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Long Term Incentive Plan of Cirrus Logic, Inc. (as amended and restated on June 3, 2020) of our reports dated May 20, 2020, with respect to the consolidated financial statements of Cirrus Logic, Inc., and the effectiveness of internal control over financial reporting of Cirrus Logic, Inc. included in its Annual Report (Form 10-K) for the fiscal year ended March 28, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas  
August 12, 2020