

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 19, 2023

Commission File Number

CIRRUS LOGIC, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

800 W. 6th Street

(Address of Principal Executive Offices)

000-17795

(Commission File Number)

Austin, TX

77-0024818

(IRS Employer
Identification No.)

78701

(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, \$0.001 par value	CRUS	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 19, 2023, John C. Carter, a member of the Board of Directors (the “Board”) of Cirrus Logic, Inc. (the “Company”), informed the Company of his decision to retire from the Board effective at the Company’s Annual Meeting of Stockholders expected to be in July 2023 (“2023 Annual Meeting”). His decision is not the result of any disagreement with management or the Board related to the Company’s operations, policies, or practices. The Board is grateful for Mr. Carter’s dedication to the Company and participation on the Board.

Item 7.01 Regulation FD Disclosure.

On May 24, 2023, the Company issued a press release announcing the nomination of Duy-Loan T. Le for election to the Board at its 2023 Annual Meeting.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or in the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are furnished with this Current Report on Form 8-K.

Exhibit No. Description

[99.1 Cirrus Logic, Inc. Press Release, dated May 24, 2023.](#)

104 Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

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

CIRRUS LOGIC, INC.

Date: May 24, 2023

By: /s/ Gregory S. Thomas

Name: Gregory S. Thomas

Title: Senior Vice President, General Counsel, Corporate Secretary



COMPANY NEWS

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Cirrus Logic Nominates Duy-Loan T. Le for Election to Board of Directors

AUSTIN, Texas – May 24, 2023 – Cirrus Logic (NASDAQ: CRUS) today announced that its board of directors nominated Duy-Loan T. Le to stand for election at the company’s 2023 Annual Meeting expected to be held in July.

Le brings a long history of technology leadership and accomplishment from her 35-year career at Texas Instruments (TI), including overseeing global R&D centers, joint ventures, foundries and OSAT (Outsourced Semiconductor Assembly and Test) partnerships in Asia and Europe. In addition, she has been awarded 24 U.S. patents, was inducted into the Women in Technology Hall of Fame and became the first engineer to be inducted into the Asian Hall of Fame. Le has also been honored for her philanthropic contributions worldwide, including receiving a Congressional Special Recognition. Le currently serves on the boards of Wolfspeed, Inc. (NASDAQ: WOLF), National Instruments (NASDAQ: NATI), Atomera, Inc. (NASDAQ: ATOM) and BrainChip Holdings Ltd. (NASDAQ: BRCHF).

“We are pleased to nominate Duy-Loan for election to the Cirrus Logic Board of Directors,” said John Forsyth, president and chief executive officer, Cirrus Logic. “Her technical prominence and deep semiconductor expertise spanning chip design, silicon manufacturing

technology development and advanced technology manufacturing will provide valuable insights as a member of the Cirrus Logic team.”

Departing board member John Carter has been a member of the Cirrus Logic board since 2009. He served on both the Audit and the Compensation and Human Resources committees. “John has been an invaluable member of the board,” said Cirrus Logic Board Chair, David Tupman. “His insights and legacy of innovation in the audio space, along with business leadership, will be missed.”

Cirrus Logic, Inc.

Cirrus Logic is a leader in low-power, high-precision mixed-signal processing solutions that create innovative user experiences for the world’s top mobile and consumer applications. With headquarters in Austin, Texas, Cirrus Logic is recognized globally for its award-winning corporate culture. Check us out at www.cirrus.com.

This Press Release is Not a Solicitation of Proxies

This press release is not a solicitation of proxies from holders of common stock of Cirrus Logic, Inc. The Company will provide shareholders with a proxy statement and other relevant materials in connection with the 2023 Annual Meeting of Shareholders. Any solicitation of proxies by or on behalf of the Company in connection with the 2023 Annual Meeting of Shareholders will be conducted upon and following the dissemination of the proxy statement and other materials in accordance with applicable law.

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