

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| Grode Denise | CIRRUS LOGIC, INC. [CRUS] | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Human Resources Officer |
| (Last) (First) (Middle) 800 WEST 6TH STREET | 3. Date of Earliest Transaction (MM/DD/YYYY) 2/6/2023 | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (Street) AUSTIN, TX 78701 | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | |
| (City) (State) (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Incentive Stock Option (right to buy) | \$102.37 | 2/6/2023 | | A | | 976 | | (1) | 2/6/2033 | Common Stock | 976.0 | \$0 | 976 | D | |
| Non-Qualified Stock Option (right to buy) | \$102.37 | 2/6/2023 | | A | | 5276 | | (1) | 2/6/2033 | Common Stock | 5276.0 | \$0 | 5276 | D | |
| Performance Shares | (2) | 2/6/2023 | | A | | 1935 | | (2) | (2) | Common Stock | 1935.0 | \$0 | 4507 | D | |
| Restricted Stock Units | (3) | 2/6/2023 | | A | | 2687 | | (4) | (4) | Common Stock | 2687.0 | \$0 | 11530 | D | |

Explanation of Responses:

- Only vested shares can be exercised under this option. 25% of the shares will vest annually so that the option will be fully vested and exercisable on 2/6/27.
- Each Performance-based Restricted Stock Unit (PBRSU) represents the right to receive, following vesting, up to 200% of one share of Cirrus Logic, Inc. common stock. The resulting number of shares of common stock acquired upon vesting of the PBRsUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on February 6, 2023, and ending on February 6, 2026.
- Each restricted stock unit represents a contingent right to receive one share of Cirrus Logic common stock.
- 100% of the restricted stock units will vest on 2/6/26, the 3-year anniversary of the grant date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grode Denise 800 WEST 6TH STREET AUSTIN, TX 78701 | | | Chief Human Resources Officer | |

Signatures

By: Gregory Scott Thomas For: Denise Grode

2/8/2023

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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