

# CIRRUS LOGIC INC

FORM S-1/A  
(Securities Registration Statement)

Filed 10/26/2000

Address	2901 VIA FORTUNA AUSTIN, Texas 78746
Telephone	512-851-4000
CIK	0000772406
Industry	Semiconductors
Sector	Technology
Fiscal Year	03/30

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Registration No. 333-32964

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO THE**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**CIRRUS LOGIC, INC.**  
(Exact name of Registrant as specified in its charter)

**DELAWARE 77-0024818**

(State or other jurisdiction (I.R.S. Employer of incorporation or organization) Identification Number)

**4210 SOUTH INDUSTRIAL DRIVE**  
**AUSTIN, TEXAS 78744**  
(512) 445-7222

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**DAVID D. FRENCH**  
**PRESIDENT AND CHIEF EXECUTIVE OFFICER**  
**CIRRUS LOGIC, INC.**  
**4210 SOUTH INDUSTRIAL DRIVE**  
**AUSTIN, TEXAS 78744**  
(512) 445-7222

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

Edward H. Molter, Esq.  
Brobeck, Phleger & Harrison LLP  
301 Congress Avenue, Suite 120  
Austin, Texas 78701

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**CIRRUS LOGIC, INC.**

This registration statement, as amended to the date of its effectiveness (March 22, 2000), registered the sale from time to time of up to 3,562,364 shares of the Common Stock of the registrant by the stockholder named therein. Of this amount, the selling stockholder sold an aggregate of 2,382,411 shares. The offering has now been terminated. Accordingly, the registrant hereby deregisters 1,179,953 shares of the common stock originally covered by this registration statement.

Item 16.	Exhibits
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Exhibit Number	Exhibit
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24.1	Power of Attorney.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 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 this 24th day of October, 2000.  
**CIRRUS LOGIC, INC.**

By:            /s/ David D. French  
-----  
                  David D. French  
                  President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ David D. French	President, Chief Executive Officer and Director	
David D. French	(Principal Executive Officer)	October 25, 2000
/s/ Robert W. Fay	Vice President, Chief Financial Officer, and Secretary	
Robert W. Fay	(Principal Financial and Accounting Officer)	October 25, 2000
Michael Hackworth	Chairman of the Board	October 25, 2000
/s/ Suhas S. Patil		
* Suhas S. Patil	Chairman Emeritus and Director	October 25, 2000
/s/ D. James Guzy		
* D. James Guzy	Director	October 25, 2000
/s/ Dr. Harold J. Raveche		
* Dr. Harold J. Raveche	Director	October 25, 2000
/s/ Walden C. Rhines		
* Walden C. Rhines	Director	October 25, 2000
/s/ Robert H. Smith		
* Robert H. Smith	Director	October 25, 2000
/s/ Alfred S. Teo		
* Alfred S. Teo	Director	October 25, 2000

\* This registration statement has been signed on behalf of the above officers and directors by David D. French, President, Chief Executive Officer and Director of the Company and Robert W. Fay as attorneys-in-fact pursuant to a power of attorney filed as Exhibit 24.1 to this registration statement.

Dated: October 25, 2000

By: /s/ David D. French  
-----  
David D. French, Attorney-in-Fact

By: /s/ Robert W. Fay  
-----  
Robert W. Fay, Attorney-in-Fact

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

**EXHIBITS  
TO  
FORM S-3  
UNDER  
SECURITIES ACT OF 1933**

**CIRRUS LOGIC, INC.**

**EXHIBIT INDEX.**

Exhibit Number	Exhibit
24.1	Power of Attorney.

**EXHIBIT 24.1**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David D. French and Robert W. Fay, jointly and severally, his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign the documents listed below and any amendments to those documents, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, these Registration Statements have been signed by the following persons in the capacities indicated on October 18, 2000.

Post Effective amendment to Registration Statement Number 333-23553 on Form S-3:  
To withdraw the registration statement for the shares issued to bondholders as the registration rights given in the agreement have expired

Post Effective amendment to Registration Statement Number 333-86561 on Form S-3:  
To withdraw the registration statement for the shares issued to AudioLogic, Inc. shareholders as the registration rights given in the acquisition agreement have expired

Post Effective amendment to Registration Statement Number 333-32964 on Form S-3:  
To withdraw the registration statement for the shares issued to IBM as the registration rights given in the restructuring agreement have expired

Registration Statement on Form S-8: To file past amendments to the 1989 Employee Stock Purchase Plan with the Securities Exchange Commission

Registration Statement on Form S-8: To increase the number shares authorized for issuance under the 1996 Stock Plan by 3,500,000

SIGNATURE	TITLE
----- Michael L. Hackworth	----- Chairman of the Board and Director
/s/ Suhas S. Patil ----- Suhas S. Patil	----- Chairman Emeritus and Director
/s/ David D. French ----- David D. French	----- President, Chief Executive Officer and Director
/s/ Walden C. Rhines ----- Walden C. Rhines	----- Director
/s/ Robert H. Smith ----- Robert H. Smith	----- Director
/s/ Alfred S. Teo ----- Alfred S. Teo	----- Director
/s/ D. James Guzy ----- D. James Guzy	----- Director
/s/ Harold J. Raveche ----- Harold J. Raveche	----- Director