

CIRRUS LOGIC INC  
Form 8-K  
January 27, 2011

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

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**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): **January 27, 2011**

**CIRRUS LOGIC, INC.**

(Exact name of Registrant as  
specified in its charter)

<b>Delaware</b>	<b>0-17795</b>	<b>77-0024818</b>
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

<b>2901 Via Fortuna, Austin, TX</b>	<b>78746</b>
(Address of Principal Executive Offices)	(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))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 25, 2011, the Company entered into a General Contractors Agreement with Harvey-Cleary Builders, Inc. for the construction of our planned new headquarters facility at 800 West 6<sup>th</sup> St., Austin, Texas. Construction will commence immediately, with completion expected in the summer of calendar year 2012. Pursuant to the agreement, payments will be based on the cost of work plus a fee with a guaranteed maximum price. The parties agreed to finalize the guaranteed maximum price within 30 days of entering into the agreement.

A copy of the General Contractors Agreement has been filed as Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed with the Commission on January 27, 2011, and is incorporated by reference herein.

**Item 2.02 Results of Operations and Financial Condition.**

On January 27, 2011, the Company issued a press release announcing its third quarter fiscal year 2011 results. The full text of the press release is attached as Exhibit No. 99.1 to this Current Report on Form 8-K. The press release contains forward-looking statements regarding the Company and cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

The information contained in Items 2.02 and 9.01 in this Current Report on Form 8-K and the exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Use of Non-GAAP Financial Information**

To supplement Cirrus Logic's financial statements presented on a GAAP basis, Cirrus has provided non-GAAP financial information, including non-GAAP operating expenses, non-GAAP net income, non-GAAP income from operations, non-GAAP operating margin and non-GAAP diluted earnings per share. A reconciliation of the adjustments to GAAP results is included in the tables below. Non-GAAP financial information is not meant as a substitute for GAAP results, but is included because management believes such information is useful to our investors for informational and comparative purposes. In addition, certain non-GAAP financial information is used internally by management to evaluate and manage the company. As a note, the non-GAAP financial information used by Cirrus Logic may differ from that used by other companies. These non-GAAP measures should be considered in addition to, and not as a substitute for, the results prepared in accordance with GAAP.

**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits**

<u>Exhibit</u>	<u>Description</u>
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Exhibit 99.1	Cirrus Logic, Inc. press release dated January 27, 2011
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**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: January 27, 2011 By: /s/ Thurman K. Case

Name: Thurman K. Case

Title: Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit No.   Description

99.1            Registrant's press release dated January 27, 2011.