

WATERS GREGORY L

Form 4

March 29, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WATERS GREGORY L

(Last) (First) (Middle)

C/O INTEGRATED DEVICE
TECHNOLOGY, 6024 SILVER
CREEK VALLEY ROAD

(Street)

SAN JOSE, CA 95138

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INTEGRATED DEVICE
TECHNOLOGY INC [IDTI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
Common Stock	03/29/2019		D ⁽¹⁾	791,429	D	223,855 ⁽²⁾	D
Common Stock	03/29/2019		D ⁽³⁾	223,855	D	⁽³⁾ 0	D

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

**Persons who respond to the collection of
information contained in this form are not
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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities Number of Shares
Performance Stock Units	(4)	03/29/2019		A	179,963	(4) (4)	Common Stock 179,963
Performance Stock Units	(4)	03/29/2019		D(5)	179,963	(4) (4)	Common Stock 179,963

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WATERS GREGORY L C/O INTEGRATED DEVICE TECHNOLOGY 6024 SILVER CREEK VALLEY ROAD SAN JOSE, CA 95138	President & CEO

Signatures

Matthew Brandalise, as Attorney in Fact for Gregory L. Waters
 03/29/2019
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Disposed of pursuant to the closing of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of September 10, 2018 by and between Renesas Electronics Corporation and Integrated Device Technology, Inc. ("Issuer"), and subsequently joined by Chapter Two Company (the "Merger"). Each share of Issuer common stock held by the reporting person was cancelled in the Merger and converted into the right to receive \$49.00 in cash per share (the "Per Share Merger Consideration").
- (2) Includes 223,855 Restricted Stock Units ("RSUs").
- (3) RSUs disposed of pursuant to the Merger. Each Company RSU (or portion thereof) that is an Accelerated RSU (excluding any Director RSU) shall, without any action on the part of the holder thereof, be cancelled and converted at the Effective Time into the right to receive that number of whole vested and exercisable Parent One Yen Options equal to the calculation set forth in Section 2.4 of the Merger Agreement.
- (4) Represents the certification of achievement of performance metrics underlying Performance Stock Units ("PSUs") awarded on December 26, 2018.
- (5) PSUs disposed of pursuant to the Merger. Each Company PSU (or portion thereof) shall, without any action on the part of the holder thereof, be cancelled and converted at the Effective Time into the right to receive that number of whole Parent One Yen Options equal to the calculation set forth in Section 2.4 of the Merger Agreement.

Remarks:

Capitalized terms used in these footnotes that are not defined herein shall have the same meaning as those terms are defined in

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

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