

RAMTRON INTERNATIONAL CORP
Form 4
October 17, 2012

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CYPRESS SEMICONDUCTOR
CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
RAMTRON INTERNATIONAL
CORP [RMTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

198 CHAMPION COURT

(Street)

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

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

SAN JOSE, CA 95134-1599

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	10/15/2012		P	(1) 413,716 A	\$ 3.1 26,018,967	I	See Explanation of Responses (2) (3) (4)
Common Stock, par value \$0.01 per share	10/16/2012		P	(1) 658,179 A	\$ 3.1 26,677,146	I	See Explanation of Responses (2) (3) (4)
Common Stock, par	10/17/2012		P	(1) 903,377 A	\$ 3.1 27,580,523	I	See Explanation

value
\$0.01 per
share

of Responses
(2) (3) (4)

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CYPRESS SEMICONDUCTOR CORP /DE/ 198 CHAMPION COURT SAN JOSE, CA 95134-1599	X	X		

Signatures

/s/ Neil Weiss, Senior Vice President, Cypress Semiconductor Corporation

10/17/2012

__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).

Reflects the shares of common stock of Ramtron International Corporation ("Ramtron") acquired during the subsequent offering period of (1) the tender offer effected pursuant to the Agreement and Plan of Merger dated as of September 18, 2012 (the "Merger Agreement"), entered into by and among the Reporting Person, Rain Acquisition Corp. ("Rain") and Ramtron, which commenced on October 10, 2012.

(2)

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The Reporting Person is filing this Form 4 on behalf of itself and Rain, a Delaware corporation and a wholly owned subsidiary of the Reporting Person, with principal executive offices located at 198 Champion Court, San Jose, California 95134-1599. Of the shares of common stock of Ramtron to which this Form 4 relates, 1,667,584 were previously owned by the Reporting Person and the remainder were acquired by Rain in a tender offer for all outstanding shares of common stock of Ramtron upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 21, 2012, which was annexed to and filed with the Schedule TO filed by the Reporting Person with the Securities and Exchange Commission on June 21, 2012, as amended and supplemented from time to time (the "Offer").

- Pursuant to the Merger Agreement, Rain was entitled, after consummation of the Offer, to designate such number of directors of Ramtron, rounded up to the next whole number, as would give Rain representation on the board of directors of Ramtron equal to the
- (3) product of the total number of Ramtron's directors (after giving effect to any increase in the number of directors pursuant to the Merger Agreement) multiplied by the percentage that the aggregate number of shares of common stock of Ramtron purchased by Rain in the Offer bears to the total number of shares of common stock outstanding. (Continued in Footnote 4)

- On October 10, 2012, immediately following the closing of the Offer, all of the directors of Ramtron resigned from the board of directors of Ramtron, other than Theodore J. Coburn, William G. Howard, Jr. and William L. George, and such remaining directors of Ramtron
- (4) appointed T.J. Rodgers, Brad W. Buss, Dana C. Nazarian, Neil Weiss, Cathal Phelan and Thomas Surrette, each of whom was designated by Rain, to the board of directors of Ramtron.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.