

CYPRESS SEMICONDUCTOR CORP /DE/

Form 424B3

January 30, 2004

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Registration No. 333-106667

**PROSPECTUS SUPPLEMENT DATED JANUARY 30, 2004
(To Prospectus Dated September 10, 2003)**

CYPRESS SEMICONDUCTOR CORPORATION

\$600,000,000
(aggregate principal amount)

**1.25% Convertible Subordinated Plus Cash NotesSM due June 15, 2008 and
the Common Stock Issuable Upon Conversion of the Notes**

This Prospectus Supplement, together with the Prospectus listed above, is to be used by certain holders of the above-referenced securities or by their transferees, pledgees, donees or their successors in connection with the offer and sale of the above referenced securities.

1. Selling Securityholders

The table captioned "Selling Securityholders" commencing on page 40 of the Prospectus is hereby amended to reflect the following additions and changes:

| Name | Principal Amount at | Percentage of Notes Outstanding | Number of Shares of Common Stock That May Be Sold(1) | Percentage of Common Stock Outstanding(2) |
|--|---|---------------------------------------|--|---|
| | Maturity of Notes Beneficially Owned That May Be Sold | | | |
| Argent LowLev Convertible Arbitrage Fund II, LLC | 186,000 | * | 10,261 | * |
| Goldman, Sachs & Co. (3) | 21,019,000 | 3.5% | 1,159,660 | * |
| Sturgeon Limited | 104,000 | * | 5,737 | * |

* Less than 1%

- (1) Assumes conversion of all of the holder's notes at a conversion rate of approximately 55.172 shares of our common stock for each \$1,000 principal amount of notes and that we pay the \$300 in cash rather than stock. However, this conversion rate will be subject to adjustment as described under "Description of Notes - Conversion of the Notes." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 120,592,304 shares of common stock outstanding as of December 11, 2003. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's notes. However, we did not assume the conversion of any other holder's notes.
- (3) In addition to the shares issuable upon conversion of the notes, such holder has beneficial ownership based on Rule 13d-3(d)(i) of the Exchange Act of the following: (a) 64,324 shares of common stock held of record as of December 22, 2003; (b) 2,600,000 shares of common stock that may be obtained upon the exercise of call options; and (c) 8,089 shares of common stock issuable upon conversion of our 3.75% convertible subordinated notes due 2005.

2. Plan of Distribution

The following sentence supersedes in part and supplements the information in the twelfth paragraph in the relevant section in the Prospectus.

The following selling securityholders are underwriters within the meaning of the Securities Act: CIBC World Markets, Credit Suisse First Boston LLC, Deutsche Bank Securities Inc., Forest Fulcrum Fund LLP, Goldman, Sachs & Co., Jefferies & Co. Inc., U.S. Bancorp Piper Jaffray and Wachovia Capital Markets LLC.