CIRRUS LOGIC INC
Form 10-Q
October 24, 2011

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

FORM 10-Q

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 24, 2011

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Transition Period from __________ to __________

Commission File Number 0-17795
CIRRUS LOGIC, INC.

DELAWARE	**2901 Via Fortuna, Austin, TX 78746**	**77-0024818**
(State of incorporation)		**(I.R.S. ID)**

Registrant s telephone number, including area code:

(512) 851-4000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES þ NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES o NO þ

The number of shares of the registrant s common stock, $0.001 par value, outstanding as of October 18, 2011 was 63,931,403.

CIRRUS LOGIC, INC.
FORM 10-Q QUARTERLY REPORT
QUARTERLY PERIOD ENDED SEPTEMBER 24, 2011
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Part I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(in thousands)

	September 24, 2011 (unaudited)	March 26, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 39,268	$ 37,039
Restricted investments	2,898	5,786
Marketable securities	100,130	159,528
Accounts receivable, net	44,898	39,098
Inventories	49,552	40,497
Deferred tax assets	30,803	30,797
Other current assets	10,865	6,725
Total current assets	278,414	319,470
Long-term marketable securities	8,703	12,702
Property and equipment, net	50,102	34,563
Goodwill and intangibles, net	24,932	26,152
Deferred tax assets	90,995	102,136
Other assets	7,517	1,598
Total assets	$ 460,663	$ 496,621
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 35,256	$ 27,639
Accrued salaries and benefits	10,942	12,402
Other accrued liabilities	10,105	5,169
Deferred income	9,334	6,844
Total current liabilities	65,637	52,054
Long-term obligations	6,505	6,188
Stockholders equity:		
Capital stock	998,572	991,947
Accumulated deficit	(609,167)	(552,814)
Accumulated other comprehensive loss	(884)	(754)
Total stockholders equity	388,521	438,379
Total liabilities and stockholders equity	$ 460,663	$ 496,621

The accompanying notes are an integral part of these consolidated condensed financial statements.

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CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts; unaudited)

	Three Months Ended		Six Months Ended	
	September 24, 2011	September 25, 2010	September 24, 2011	September 25, 2010
Net sales	$ 101,602	$ 100,598	$ 193,844	$ 182,513
Cost of sales	47,247	43,818	91,780	78,998
Gross margin	54,355	56,780	102,064	103,515
Operating expenses:				
Research and development	19,682	15,450	38,449	30,542
Selling, general and administrative	16,760	15,372	31,366	29,383
Restructuring and other costs, net		401		401
Impairment of non-marketable securities		500		500
Provision for litigation expenses and settlements				135
Patent agreement, net		(4,000)		(4,000)
Total operating expenses	36,442	27,723	69,815	56,961
Income from operations	17,913	29,057	32,249	46,554
Interest income, net	112	233	266	461
Other income (expense), net	(27)	(14)	(44)	18
Income before income taxes	17,998	29,276	32,471	47,033
Provision (benefit) for income taxes	6,751	(1,598)	12,046	(1,443)
Net income	$ 11,247	$ 30,874	$ 20,425	$ 48,476
Basic income per share:	$ 0.17	$ 0.45	$ 0.31	$ 0.72
Diluted income per share:	$ 0.17	$ 0.42	$ 0.30	$ 0.67
Basic weighted average common shares outstanding:	64,426	68,513	65,763	67,576
Diluted weighted average common shares outstanding:	67,265	72,878	68,657	71,971

The accompanying notes are an integral part of these consolidated condensed financial statements.

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CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(in thousands; unaudited)

	Six Months Ended	
	September 24, 2011	September 25, 2010
Cash flows from operating activities:		
Net income	$ 20,425	$ 48,476
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,656	3,893
Stock compensation expense	5,958	4,381
Deferred income taxes	11,135	(2,229)
Loss (gain) on retirement or writeoff of long-lived assets	3	(28)
Impairment of non-marketable securities		500
Net change in operating assets and liabilities:		
Accounts receivable, net	(5,800)	(24,488)
Inventories	(9,055)	(6,567)
Other assets	(4,159)	(1,224)
Accounts payable and other accrued liabilities	11,446	11,806
Deferred income	2,490	1,261
Income taxes payable	(36)	342
Net cash provided by operating activities	37,063	36,123
Cash flows from investing activities:		
Additions to property, equipment and software	(18,404)	(16,058)
Investments in technology	(6,381)	(737)
Purchase of marketable securities	(70,497)	(103,020)
Proceeds from sale and maturity of marketable securities	133,763	65,912
Decrease in restricted investments	2,888	100
Decrease (increase) in deposits and other assets	(93)	38
Net cash provided by (used in) investing activities	41,276	(53,765)
Cash flows from financing activities:		
Repurchase and retirement of common stock	(76,782)	
Net proceeds from the issuance of common stock	672	21,370
Net cash provided by (used in) financing activities	(76,110)	21,370
Net increase in cash and cash equivalents	2,229	3,728
Cash and cash equivalents at beginning of period	37,039	16,109

Cash and cash equivalents at end of period	$ 39,268	$ 19,837

The accompanying notes are an integral part of these consolidated condensed financial statements.

CIRRUS LOGIC, INC.
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

1. Basis of Presentation

The consolidated condensed financial statements have been prepared by Cirrus Logic, Inc. (we, us, our, or the Company) pursuant to the rules and regulations of the Securities and Exchange Commission (Commission). The accompanying unaudited consolidated condensed financial statements do not include complete footnotes and financial presentations. As a result, these financial statements should be read along with the audited consolidated financial statements and notes thereto for the year ended March 26, 2011, included in our Annual Report on Form 10-K filed with the Commission on May 25, 2011. In our opinion, the financial statements reflect all adjustments, including normal recurring adjustments, necessary for a fair presentation of the financial position, operating results and cash flows, for those periods presented. The preparation of financial statements in conformity with United States (U.S.) generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect reported assets, liabilities, revenues and expenses, as well as disclosure of contingent assets and liabilities. Actual results could differ from those estimates and assumptions. Moreover, the results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the entire year. Certain reclassifications have been made to the fiscal year 2011 presentation to conform to the fiscal year 2012 presentation. This reclassification had no effect on the results of operations or stockholders equity.

2. Recently Issued Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Accounting Standards Codification (ASC) Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in this ASU result in common fair value measurement and disclosure requirements in U.S. GAAP and international financial reporting standards (IFRS). Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. To improve consistency in application across jurisdictions some changes in wording are necessary to ensure that U.S. GAAP and IFRS fair value measurement and disclosure requirements are described in the same way. The ASU also provides for certain changes in current GAAP disclosure requirements, for example with respect to the measurement of level 3 assets and for measuring the fair value of an instrument classified in a reporting entity s shareholders equity. The amendments in this ASU are to be applied prospectively, and are effective during interim and annual periods beginning after December 15, 2011. The adoption of this guidance is not anticipated to have a material impact on our consolidated financial position, results of operations or cash flows.

In May 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (ASC Topic 220) Presentation of Comprehensive Income.* The amendments from this update will result in more converged guidance on how comprehensive income is presented under both U.S. GAAP and IFRS. With this update to ASC 220, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income, nor does it affect how earnings per share is calculated or presented. Current U.S. GAAP allows reporting entities three alternatives for presenting other comprehensive income and its components in financial statements. One of those presentation options is to present the components of other comprehensive income as part of the statement of changes in stockholders equity. This update eliminates that option. The amendments in this ASU should be applied retrospectively, and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this guidance is not anticipated to have a material impact on our consolidated financial position, results of operations or cash flows.

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3. Fair Value of Financial Instruments

The following table summarizes the carrying amount and fair value of the Company s cash and financial instruments (in thousands):

	September 24, 2011		March 26, 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash	$ 5,066	$ 5,066	$ 9,626	$ 9,626
Cash equivalents	34,202	34,202	27,413	27,413
Restricted investments	2,898	2,898	5,786	5,786
Marketable securities	100,130	100,130	159,528	159,528
Long-term marketable securities	8,703	8,703	12,702	12,702
	$ 150,999	$ 150,999	$ 215,055	$ 215,055

The Company s investments that have original maturities greater than 90 days have been classified as available-for-sale securities in accordance with ASC Topic 320 *Investments Debt and Equity Securities.* Marketable securities are categorized on the consolidated condensed balance sheet as restricted investments and marketable securities, as appropriate.

The following table is a summary of available-for-sale securities at September 24, 2011 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value (Net Carrying Amount)
Corporate debt securities	$ 55,562	$ 4	$ (116)	$ 55,450
Money-market funds	16,545			16,545
U.S. Treasury securities	22,076	1	(5)	22,072
Agency discount notes	16,382	10	(1)	16,391
Commercial paper	35,482	4	(11)	35,475
Total securities	$ 146,047	$ 19	$ (133)	$ 145,933

The Company s specifically identified gross unrealized losses of $133 thousand relates to 37 different securities with amortized costs of approximately $76.4 million at September 24, 2011. The securities with gross unrealized losses have been in a continuous unrealized loss position for less than 12 months as of September 24, 2011.

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The following table is a summary of cash and marketable securities at March 26, 2011 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value (Net Carrying Amount)
Corporate debt securities	$ 64,227	$ 23	$ (38)	$ 64,212
Money-market funds	17,700			17,700
U.S. Treasury securities	45,768	13		45,781
Agency discount notes	16,588	5	(2)	16,591
Commercial paper	61,128	24	(7)	61,145
Total securities	$ 205,411	$ 65	$ (47)	$ 205,429

The Company s specifically identified gross unrealized losses of $47 thousand relates to 28 different securities with a total amortized cost of approximately $61.8 million at March 26, 2011. The securities with gross unrealized losses had been in a continuous unrealized loss position for less than 12 months as of March 26, 2011.

The Company has determined that the only assets and liabilities in the Company s financial statements that are required to be measured at fair value on a recurring basis are the Company s cash and investment portfolio assets. The Company defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company s investment portfolio assets consist of U.S. Treasury securities, obligations of U.S. government-sponsored enterprises, corporate debt, commercial paper, and money-market funds, and are reflected on our consolidated condensed balance sheet under the headings cash and cash equivalents, restricted investments, marketable securities, and long-term marketable securities. The Company determines the fair value of its investment portfolio assets by obtaining non-binding market prices from its third-party portfolio managers on the last day of the quarter, whose sources may use quoted prices in active markets for identical assets (Level 1 inputs) or inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs) in determining fair value. The Company began classifying certain of its available-for-sale marketable securities as Level 2 in the second quarter of fiscal year 2012. Prior to the quarterly period ending September 24, 2011 the Company classified all investment portfolio assets as Level 1 inputs. These changes in the disclosed classification had no effect on the reported fair values of these investments. Prior period amounts have been reclassified to conform to the current year presentation. The Company has no Level 3 assets. Except as noted above, there were no transfers between level 1, level 2, or level 3 measurements for the three or six month period ending September 24, 2011.

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The fair value of our financial assets at September 24, 2011, was determined using the following inputs (in thousands):

Description	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Available-for-sale securities				
Corporate debt securities	$	$ 55,450	$	$ 55,450
Money-market funds	16,545			16,545
U.S. Treasury securities	22,072			22,072
Agency discount notes		16,391		16,391
Commercial paper		35,475		35,475
	$ 38,617	$ 107,316	$	$ 145,933

The fair value of our financial assets at March 26, 2011, was determined using the following inputs (in thousands):

Description	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Available-for-sale securities				
Corporate debt securities	$	$ 64,212	$	$ 64,212
Money-market funds	17,700			17,700
U.S. Treasury securities	45,781			45,781
Agency discount notes		16,591		16,591
Commercial paper		61,145		61,145
	$ 63,481	$ 141,948	$	$ 205,429

4. Accounts Receivable, net

The following are the components of accounts receivable, net (in thousands):

	September 24, 2011	**March 26, 2011**
Gross accounts receivable	$ 45,351	$ 39,519
Allowance for doubtful accounts	(453)	(421)

	$	44,898	$	39,098

The net average days sales outstanding calculated as of September 24, 2011, and March 26, 2011, were 39 days and 38 days, respectively.

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5. Inventories

Inventories are comprised of the following (in thousands):

	September 24, 2011	March 26, 2011
Work in process	$ 26,932	$ 22,048
Finished goods	22,620	18,449
	$ 49,552	$ 40,497

The increase in inventory balances at September 24, 2011, as compared to March 26, 2011, is primarily related to the expected increased demand for our products, and reflects planned inventory builds.

6. Income Taxes

We recorded income tax expense of $6.8 million and $12.0 million for the second quarter and first six months of fiscal year 2012, both of which were primarily non-cash charges, on pre-tax income of $18.0 million and $32.5 million, respectively, yielding effective tax rates of 37.5 percent and 37.1 percent, respectively. Our income tax expense for the second quarter and first six months of fiscal year 2012 is based on estimated effective tax rates derived from an estimate of consolidated earnings before taxes, adjusted for nondeductible expenses and other permanent differences for fiscal year 2012. The estimated effective tax rates were impacted primarily by the worldwide mix of consolidated earnings before taxes. Our income tax expense for the second quarter and first six months of fiscal year 2012 was slightly above the federal statutory rate primarily due to the effect of state income taxes and nondeductible expenses.

We recorded an income tax benefit of $1.6 million and $1.4 million for the second quarter and first six months of fiscal year 2011 on pre-tax income of $29.3 million and $47.0 million, respectively, yielding an effective tax benefit rate of 5.5 percent and 3.1 percent, respectively. Our income tax benefit for the second quarter and first six months of fiscal year 2011 was based on an estimated effective tax rate, which was derived from an estimate of consolidated earnings before taxes for fiscal year 2011. The estimated effective tax rate was impacted primarily by the worldwide mix of consolidated earnings before taxes and an assessment regarding the ability to realize our deferred tax assets. This assessment resulted in a $2.2 million increase in deferred tax assets for the three months ended September 25, 2010. Our income tax expense for the second quarter and first six months of fiscal year 2011 was less than the Federal statutory rate primarily as a result of the utilization of a portion of our U.S. deferred tax asset and related valuation allowance.

We had no unrecognized tax benefits as of September 24, 2011. We do not expect our unrecognized tax benefits to change significantly over the next 12 months. Our policy is to recognize interest and penalties related to income tax matters in income tax expense. As of September 24, 2011, the balance of accrued interest and penalties was zero. No interest or penalties were incurred during the first six months of fiscal year 2012.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax in multiple state and foreign jurisdictions. Fiscal years 2008 through 2011 remain open to examination by the major taxing jurisdictions to which we are subject.

7. Net Income Per Share

Basic net income per share is based on the weighted effect of common shares issued and outstanding and is calculated by dividing net income by the basic weighted average shares outstanding during the period. Diluted net income per share is calculated by dividing net income by the weighted average number of common shares used in the basic net income per share calculation, plus the equivalent number of common shares that would be issued assuming exercise or conversion of all potentially dilutive items outstanding.

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The weighted average outstanding options excluded from our diluted calculation for the quarters ended September 24, 2011, and September 25, 2010, were 953,000, and 397,000, respectively, as the strike price of the options exceeded the average market price during the respective periods. The weighted average outstanding options excluded from our diluted calculation for the six months ended September 24, 2011, and September 25, 2010, were 917,000, and 517,000, respectively, as the strike price of the options exceeded the average market price during the respective periods.

8. Restructuring And Other Costs, Net

The Company s restructuring initiative relates to our facilities abandonment activities which commenced in fiscal year 2004. In the first six months of fiscal year 2011, we incurred a $0.4 million charge attributable to changed assumptions on future sublease income. The entry to record the changed sublease assumptions is reflected as a separate line item on the consolidated condensed statement of operations in operating expenses under the heading *Restructuring and other costs, net.*

As of September 24, 2011, we had a remaining accrual from all of our past restructurings of $0.3 million, primarily related to net lease expenses that will be paid over the lease terms through the summer of calendar year 2012, along with other anticipated lease termination costs. The remaining balance is classified as a short term restructuring accrual.

9. Impairment of Non-Marketable Securities

In the second quarter of fiscal year 2011, the Company recognized a loss on the impairment of an equity investment in the amount of $0.5 million. Our original investment was in the form of a note receivable, which was then converted into an equity security. After the conversion, we determined that an impairment indicator existed related to our cost method investment. We performed a fair value analysis of our cost method investment in accordance with FASB ASC Topic 320 - *Investments Debt and Equity Securities.* Based on the results of this analysis as of September 25, 2010, we recognized an impairment of $0.5 million to reduce the carrying value of the cost method investment to zero. The impairment was recorded as a separate line item on the consolidated condensed statement of operations in operating expenses under the caption *Impairment of non-marketable securities.*

10. Patent Agreement, Net

On July 13, 2010, we entered into a Patent Purchase Agreement for the sale of certain Company owned patents. As a result of this agreement, on August 31, 2010, the Company received cash consideration of $4.0 million from the purchaser. The proceeds were recorded as a recovery of costs previously incurred and are reflected as a separate line item on the consolidated condensed statement of operations in operating expenses under the caption *Patent agreement, net.*

11. Legal Matters

During the first quarter of fiscal year 2011, the Company incurred $135 thousand in settlement costs related to a dispute with a former distributor of the Company s products. This transaction is reflected as a separate line item on the consolidated condensed statement of operations in operating expenses under the caption *Provision for litigation expenses and settlements.*

On September 1, 2011, HSM Portfolio LLC and Technology Properties Limited LLC (collectively, the Plaintiffs) filed suit against Cirrus Logic and 17 other defendants in the U.S. District Court, District of Delaware. The Plaintiffs allege that Cirrus Logic infringed U.S. Patent No. 5,030,853. In their complaint, the Plaintiffs indicated that they are seeking unspecified monetary damages, including up to treble damages for willful infringement. Our answer to the complaint is due on October 24, 2011. At this stage of the litigation, we cannot predict the ultimate outcome and we are unable to estimate any potential liability that we may incur.

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From time to time, other various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, intellectual property, employment disputes, as well as other issues. Frequent claims and litigation involving these types of issues are not uncommon in our industry. As to any of these claims or litigation, we cannot predict the ultimate outcome with certainty.

12. Stockholder s Equity

Common Stock

The Company issued 98 thousand and 160 thousand shares of common stock, respectively, for the three and six month periods ending September 24, 2011, in connection with stock option exercises during the current fiscal year, as well as for grants to certain members of our Board of Directors. The Company issued 1.4 million and 3.3 million shares of common stock, respectively, for the three and six month periods ending September 25, 2010, in connection with stock option exercises during the prior fiscal year.

Comprehensive Income

The components of comprehensive income, net of tax, are as follows (in thousands):

	Three Months Ended		Six Months Ended	
	September 24, 2011	September 25, 2010	September 24, 2011	September 25, 2010
Net income	$ 11,247	$ 30,874	$ 20,425	$ 48,476
Adjustments to arrive at comprehensive income:				
Change in unrealized gain on marketable securities	(135)	127	(130)	27
Comprehensive income	$ 11,112	$ 31,001	$ 20,295	$ 48,503

Share Repurchase Program

On November 4, 2010, we announced an $80 million share repurchase program had been approved by our Board of Directors. To date, we have repurchased 5.1 million shares at a cost of $79.5 million, or an average price of $15.51 per share. Of this total, during the current fiscal year we have repurchased 4.9 million shares at a cost of $76.8 million, or an average cost of $15.63 per share. As of September 24, 2011, approximately $0.5 million remains available for share repurchases under this $80 million share repurchase program. All shares of our common stock that were repurchased were cancelled and retired.

13. Segment Information

We determine our operating segments in accordance with FASB ASC Topic 280, *Segment Reporting.* Our Chief Executive Officer (CEO) has been identified as the chief operating decision maker as defined by FASB ASC Topic 280.

The Company operates and tracks its results in one reportable segment based on the aggregation of activity from its two product lines under ASC Topic 280. Our CEO receives and uses enterprise-wide financial information to assess financial performance and allocate resources, rather than detailed information at a product line level. Additionally, our product lines have similar characteristics and customers. They share operations support functions such as sales, public relations, supply chain management, various research and development and engineering support, in addition to the general and administrative functions of human resources, legal, finance and information technology. Therefore, there is no complete, discrete financial information maintained for these product lines.

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Revenue from our product lines are as follows (in thousands):

	Three Months Ended		Six Months Ended	
	September 24, 2011	**September 25, 2010**	**September 24, 2011**	**September 25, 2010**
Audio Products	$ 83,683	$ 71,171	$ 154,802	$ 125,159
Energy Products	17,919	29,427	39,042	57,354
	$ 101,602	$ 100,598	$ 193,844	$ 182,513

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read along with the unaudited consolidated condensed financial statements and notes thereto included in Item 1 of this Quarterly Report on Form 10-Q, as well as the audited consolidated financial statements and notes thereto and Management s Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended March 26, 2011, contained in our fiscal year 2011 Annual Report on Form 10-K filed with the Securities and Exchange Commission (Commission) on May 25, 2011. We maintain a web site at investor.cirrus.com, which makes available free of charge our most recent annual report and all other filings we have made with the SEC.

This Management s Discussion and Analysis of Financial Condition and Results of Operations and certain information incorporated herein by reference contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Exchange Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations, estimates, forecasts and projections and the beliefs and assumptions of our management. In some cases, forward-looking statements are identified by words such as expect, anticipate, target, project, believe, goals, intend, and variations of these types of words and similar expressions which are intended to identify these forward-looking statements. In addition, any statements that refer to our plans, expectations, strategies or other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update publicly any forward-looking statement for any reason. Among the important factors that could cause actual results to differ materially from those indicated by our forward-looking statements are those discussed in *Item 1A Risk Factors Affecting our Business and Prospects* in our 2011 Annual Report on Form 10-K filed with the Commission on May 25, 2011, and in Part II, Item IA *Risk Factors* within this quarterly report. Readers should carefully review these risk factors, as well as those identified in other documents filed by us with the Commission.

Overview

Cirrus Logic, Inc. (Cirrus Logic, Cirrus, We, Us, Our, or the Company) develops high-precision, analog and mixed-signal integrated circuits (ICs) for a broad range of audio and energy markets. Building on our diverse analog mixed-signal patent portfolio, Cirrus Logic delivers highly optimized products for consumer and commercial audio, automotive entertainment and targeted industrial and energy-related applications. We develop ICs, board-level modules and hybrids for high-power amplifier applications branded as the Apex Precision Power (Apex) line of products and provide complete system reference designs based on our technology that enable our customers to bring products to market in a timely and cost-effective manner.

Critical Accounting Policies

Our discussion and analysis of the Company s financial condition and results of operations are based upon the unaudited consolidated condensed financial statements included in this report, which have been prepared in accordance with U. S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts. We evaluate the estimates on an on-going basis. We base these estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

There were no material changes in the first six months of fiscal year 2012 to the information provided under the heading *Critical Accounting Policies* included in our Annual Report on Form 10-K for the fiscal year ended March 26, 2011.

Results of Operations

The following table summarizes the results of our operations for the second quarter and first six months of fiscal years 2012 and 2011 as a percent of net sales. All percentage amounts were calculated using the underlying data in thousands, unaudited:

	Percentage of Net Sales			
	Three Months Ended		Six Months Ended	
	September 24, 2011	September 25, 2010	September 24, 2011	September 25, 2010
Audio products	82%	71%	80%	69%
Energy products	18%	29%	20%	31%
Net sales	100%	100%	100%	100%
Cost of sales	47%	44%	47%	43%
Gross margin	53%	56%	53%	57%
Research and development	19%	15%	20%	17%
Selling, general and administrative	16%	15%	16%	16%
Restructuring and other costs, net		0%		0%
Impairment of non-marketable securities		1%		0%
Provision for litigation expenses and settlements				0%
Patent agreement, net		(4%)		(2%)
Total operating expenses	35%	27%	36%	31%
Income from operations	18%	29%	17%	26%
Interest income, net	0%	0%	0%	0%
Other income (expense), net	0%	0%	0%	0%
Income before income taxes	18%	29%	17%	26%
Provision (benefit) for income taxes	7%	(2%)	6%	(1%)
Net income	11%	31%	11%	27%

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Net Sales

Net sales for the second quarter of fiscal year 2012 increased $1.0 million, or 1 percent, to $101.6 million from $100.6 million in the second quarter of fiscal year 2011. Net sales from our audio products increased $12.5 million, or 18 percent, primarily due to increased sales in our portable products and surround codecs partially offset by a decrease in other audio products during the comparable time period in the prior fiscal year. Energy product sales decreased $11.5 million, or 39 percent, during the second quarter of fiscal year 2012 versus the comparable quarter of the prior fiscal year due primarily to sales reductions across various products within the energy product line and in particular to a reduction in year-over-year sales of seismic products.

Net sales for the first six months of fiscal year 2012 increased $11.3 million, or 6 percent, to $193.8 million from $182.5 million for the first six months of fiscal year 2011. Net sales from our audio products increased $29.6 million, or 24 percent, as compared to the comparable period from the prior fiscal year and were attributable to increased sales in our portable products. Energy product sales decreased $18.3 million, or 32 percent, during the first six months of fiscal year 2012 versus the comparable period of the prior fiscal year. These decreases were attributable to sales reductions across various products within the energy product line and in particular to a year-over-year reduction in sales of seismic products.

Export sales, principally to Asia, including sales to U.S.-based customers with manufacturing plants overseas, were 88 percent and 84 percent of net sales during the second quarter of fiscal years 2012 and 2011, respectively. For the first six months of fiscal years 2012 and 2011, export sales, principally to Asia, were 87 percent and 82 percent of net sales, respectively. Our sales are denominated primarily in U.S. dollars. As a result, we have not entered into foreign currency forward exchange and option contracts.

Since the components we produce are largely proprietary and generally not available from second sources, we consider our end customer to be the entity specifying the use of our component in their design. These end customers may then purchase our products directly from us, from an external sales representative or distributor, or through a third party manufacturer contracted to produce their designs. For the second quarter of fiscal years 2012 and 2011, our ten largest end customers represented approximately 74 percent and 63 percent of our sales, respectively. For the first six months of fiscal years 2012 and 2011, our ten largest end customers represented approximately 71 percent and 57 percent of our sales, respectively.

We had one end customer, Apple Inc., that purchased through multiple contract manufacturers and represented approximately 59 percent and 44 percent of the Company s total sales for the second quarter of fiscal years 2012 and 2011, respectively. This same customer represented approximately 57 percent and 40 percent of the Company s total sales for the first six months of fiscal years 2012 and 2011, respectively.

We had one distributor, Avnet Inc., which represented 18 percent of our sales for both the three and six month periods ending September 24, 2011. This same distributor represented approximately 24 percent and 26 percent of the Company s total sales for the three and six month periods ending September 25, 2010, respectively.

No other end customer or distributor represented more than 10 percent of net sales for the three and six month periods ending September 24, 2011, or September 25, 2010.

Gross Margin

Gross margin was 53.5 percent in the second quarter of fiscal year 2012, down from 56.4 percent in the second quarter of fiscal year 2011. Gross margin during the current fiscal quarter was primarily reduced by the change in product mix primarily to higher revenue in our Audio products combined with a reduction in revenue from our Energy products as well as the residual effects of the production issue disclosed in our 2011 Form 10-K pertaining to a new audio device that ramped into high volume production in March 2011.

Gross margin was 52.7 percent in the first six months of fiscal year 2012, down from 56.7 percent in the first six months of fiscal year 2011. Gross margin during the current fiscal year was reduced by the residual effects of the production issue disclosed in our 2011 Form 10-K pertaining to the new audio device that ramped into high volume production in March 2011. Further, gross margin year over year was effected by a change in product mix primarily to higher revenue in our Audio products combined with a reduction in revenue from our Energy products.

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Research and Development Expense

Research and development expense for the second quarter of fiscal year 2012 was $19.7 million, an increase of $4.2 million, or 27 percent, from $15.4 million in the second quarter of fiscal year 2011. This increase was primarily due to a 25 percent increase in research and development headcount and the associated employee related expenses, coupled with higher software maintenance contract expenses.

Research and development expense for the first six months of fiscal year 2012 was $38.4 million, an increase of $7.9 million, or 26 percent, from $30.5 million in the first six months of fiscal year 2011. This increase was primarily due to an increase in research and development headcount and associated employee related expenses, coupled with higher software maintenance contract expenses.

Selling, General and Administrative Expense

Selling, general and administrative (SG&A) expense in the second quarter of fiscal year 2012 was $16.8 million, an increase of $1.4 million, or 9 percent, from $15.4 million in the second quarter of fiscal year 2011. The increase was primarily attributable to a 12 percent increase in SG&A headcount and associated employee related expenses and equipment costs.

Selling, general and administrative expense in the first six months of fiscal year 2012 was $31.4 million, an increase of $2.0 million, or 7 percent, from $29.4 million in the first six months of fiscal year 2011. The increase was primarily attributable to increased salaries and benefits costs attributable to the 12 percent increase in SG&A headcount, increased equipment expenses, higher depreciation and amortization expenses, and outside professional services, partially offset by a reduction in certain bonus related estimates, including variable compensation and sales representative commissions.

Restructuring and Other Costs, Net

The Company s restructuring initiative relates to our facilities abandonment activities which commenced in fiscal year 2004. For the first six months of fiscal year 2011, we incurred a net reduction in the fiscal year 2004 restructuring accrual in the amount of $0.1 million. The net reduction primarily reflects cash payments of $0.6 million, partially offset by a $0.4 million charge for changed assumptions on future sublease income and $0.1 million for recurring accretion activity. The entry to record the changed sublease assumptions is reflected as a separate line item on the consolidated condensed statement of operations in operating expenses under the heading *Restructuring and other costs, net*.

Provision for Litigation Expenses and Settlements

During the first quarter of fiscal year 2011, the Company incurred $135 thousand in settlement costs related to a dispute with a former distributor of the Company s products. This transaction is reflected as a separate line item on the consolidated condensed statement of operations in operating expenses under the caption *Provision for litigation expenses and settlements.*

Patent Agreement, Net

On July 13, 2010, we entered into a Patent Purchase Agreement for the sale of certain Company owned patents. As a result of this agreement, on August 31, 2010, the Company received cash consideration of $4.0 million from the purchaser. The proceeds were recorded as a recovery of costs previously incurred and are reflected as a separate line item on the consolidated condensed statement of operations in operating expenses under the caption *Patent agreement, net.*

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Income Taxes

We recorded income tax expense of $6.8 million and $12.0 million for the second quarter and first six months of fiscal year 2012, both of which were primarily non-cash charges, on pre-tax income of $18.0 million and $32.5 million, respectively, yielding effective tax rates of 37.5 percent and 37.1 percent, respectively. Our income tax expense for the second quarter and first six months of fiscal year 2012 is based on estimated effective tax rates derived from an estimate of consolidated earnings before taxes, adjusted for nondeductible expenses and other permanent differences for fiscal year 2012. The estimated effective tax rates were impacted primarily by the worldwide mix of consolidated earnings before taxes. Our income tax expense for the second quarter and first six months of fiscal year 2012 was slightly above the federal statutory rate primarily due to the effect of state income taxes and nondeductible expenses.

We recorded an income tax benefit of $1.6 million and $1.4 million for the second quarter and first six months of fiscal year 2011 on pre-tax income of $29.3 million and $47.0 million, respectively, yielding an effective tax benefit rate of 5.5 percent and 3.1 percent, respectively. Our income tax benefit for the second quarter and first six months of fiscal year 2011 was based on an estimated effective tax rate, which was derived from an estimate of consolidated earnings before taxes for fiscal year 2011. The estimated effective tax rate was impacted primarily by the worldwide mix of consolidated earnings before taxes and an assessment regarding the ability to realize our deferred tax assets. This assessment resulted in a $2.2 million increase in deferred tax assets for the three months ended September 25, 2010. Our income tax expense for the second quarter and first six months of fiscal year 2011 was less than the Federal statutory rate primarily as a result of the utilization of a portion of our U.S. deferred tax asset and related valuation allowance.

Recently Issued Accounting Pronouncements

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (ASC Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in this ASU result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRS. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. To improve consistency in application across jurisdictions some changes in wording are necessary to ensure that U.S. GAAP and IFRS fair value measurement and disclosure requirements are described in the same way. The ASU also provides for certain changes in current GAAP disclosure requirements, for example with respect to the measurement of level 3 assets and for measuring the fair value of an instrument classified in a reporting entity s shareholders equity. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. The adoption of this guidance is not anticipated to have a material impact on our consolidated financial position, results of operations or cash flows.

In May 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (ASC Topic 220) Presentation of Comprehensive Income.* The amendments from this update will result in more converged guidance on how comprehensive income is presented under both U.S. GAAP and IFRS. With this update to ASC 220, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income, nor does it affect how earnings per share is calculated or presented. Current U.S. GAAP allows reporting entities three alternatives for presenting other comprehensive income and its components in financial statements. One of those presentation options is to present the components of other comprehensive income as part of the statement of changes in stockholders equity. This update eliminates that option. The amendments in this ASU should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this guidance is not anticipated to have a material impact on our consolidated financial position, results of operations or cash flows.

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Liquidity and Capital Resources

We require cash to fund our operating expenses and working capital requirements, including outlays for research and development, to make capital expenditures, repurchase our stock, make investments in marketable securities, and for strategic acquisitions. Our principal sources of liquidity are cash on hand, cash generated from operations, cash generated from the sale and maturity of marketable securities, and funds from equity issuances.

Cash provided by operating activities is net income adjusted for certain non-cash items and changes in certain current assets and current liabilities. Our operational cash flows are affected by the ability of our operations to generate cash, and our management of our assets and liabilities, including both working capital and long-term assets and liabilities.

Net cash provided by operating activities was $37.1 million for the first six months of fiscal year 2012 as compared to $36.1 million for the corresponding period of fiscal year 2011. The primary source of cash from operations during the current quarter was related to the cash components of our net income, in addition to a $5.1 million increase in working capital. Working capital fluctuates depending on end-market demand and our management of certain items such as receivables, inventory and payables. In times of escalating demand, our working capital requirements may increase as we purchase additional manufacturing materials and increase production. Our working capital, including cash, was $212.8 million at September 24, 2011 and $267.4 million at March 26, 2011.

Net cash provided by investing activities was $41.3 million during the first six months of fiscal year 2012 as compared to net cash used in investing activities of $53.8 million during the first six months of fiscal year 2011, primarily as a result of a net $63.3 million received from the sale and maturity of marketable securities. We utilized $18.4 million for the purchase of property, equipment, and software, including approximately $9.9 million in our new headquarters facility construction costs and $3.4 million for the purchase of additional land and a building adjacent to our new headquarters facility currently under construction. Further, investments in technology required an additional $6.4 million during the six month period ending September 24, 2011.

Net cash used in financing activities was $76.1 million during the first six months of fiscal year 2012 as compared to $21.4 million provided by financing activities during the first six months of fiscal year 2011. The use of cash was primarily attributable to the use of $76.8 million to repurchase 4.9 million shares of the Company s common stock at an average price of $15.63 during the first six months of fiscal year 2012, as discussed previously in Note 12 *Stockholder s Equity* of the Notes to Consolidated Condensed Financial Statements contained in Item 1. This use of cash in financing activities was partially offset by the issuance of 111 thousand shares of common stock in connection with option exercises during the current fiscal year, which resulted in proceeds of $0.7 million. The cash generated from financing activities during the first six months of fiscal year 2011 was primarily attributable to the issuance of 3.3 million shares of common stock in connection with option exercises.

As of September 24, 2011, we had restricted cash of $2.9 million, which primarily secures certain obligations under our lease agreement for the headquarters and engineering facility in Austin, Texas. The cash restriction for this lease agreement was reduced during the current quarter and will expire in May 2012.

The Company commenced construction of our new headquarters facility in Austin, Texas during the fourth quarter of fiscal year 2011, with completion expected in the summer of calendar year 2012. We estimate that total facility construction costs will be approximately $30 million and will generally occur ratably throughout the construction process. In addition, we estimate that we will incur an additional $9 million in furniture, fixtures, and equipment in order to fully move our headquarters employees into this new facility. It is anticipated that the project will be funded internally from existing and future cash flows.

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We have not paid cash dividends on our common stock and currently intend to continue our policy of retaining any earnings for reinvestment in our business. Although we cannot give assurance that we will be able to generate cash in the future, we anticipate that our existing capital resources and cash flow generated from future operations will enable us to maintain our current level of operations for at least the next 12 months.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks associated with interest rates on our debt securities, currency movements on non-U.S. dollar denominated assets and liabilities, and the effect of market factors on the value of our non-marketable equity securities and marketable securities. We assess these risks on a regular basis and have established policies that are designed to protect against the adverse effects of these and other potential exposures. For a description of our market risks, see *Part II Item 7A Quantitative and Qualitative Disclosures about Market Risk* in our 2011 Form 10-K. There have been no significant changes to our exposure to market risks since we filed our 2011 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 of the Exchange Act. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of September 24, 2011, our disclosure controls and procedures were effective at providing reasonable assurance that information required to be disclosed by us in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC s rules and forms and that our controls and procedures are effective in timely alerting them to material information required to be included in this report.

Changes in control over financial reporting

There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On September 1, 2011, HSM Portfolio LLC and Technology Properties Limited LLC (collectively, the Plaintiffs) filed suit against Cirrus Logic and 17 other defendants in the U.S. District Court, District of Delaware. The Plaintiffs allege that Cirrus Logic infringed U.S. Patent No. 5,030,853. In their complaint, the Plaintiffs indicated that they are seeking unspecified monetary damages, including up to treble damages for willful infringement. Our answer to the complaint is due on October 24, 2011. At this stage of the litigation, we cannot predict the ultimate outcome and we are unable to estimate any potential liability that we may incur.

From time to time, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, intellectual property, employment disputes, as well as other issues. Frequent claims and litigation involving these types of issues are not uncommon in our industry. As to any of these claims or litigation, we cannot predict the ultimate outcome with certainty.

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ITEM 1A. RISK FACTORS

In evaluating all forward-looking statements, readers should specifically consider risk factors that may cause actual results to vary from those contained in the forward-looking statements. Various risk factors associated with our business are included in our Annual Report on Form 10-K for the fiscal year ended March 26, 2011, as filed with the U.S. Securities and Exchange Commission (Commission) on May 25, 2011, and available at www.sec.gov. Other than as set forth below, there have been no material changes to those risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended March 26, 2011.

We depend on a limited number of customers and distributors for a substantial portion of our sales, and the loss of, or a significant reduction in orders from, any key customer or distributor could significantly reduce our sales.

While we generate sales from a broad base of customers worldwide, the loss of any of our key customers, or a significant reduction in sales to any one of them, would significantly reduce our sales and adversely affect our business. For the first six months of fiscal years 2012 and 2011, our ten largest end customers represented approximately 71 percent and 57 percent of our sales, respectively. We had one end customer, Apple Inc., that purchased through multiple contract manufacturers and represented approximately 57 percent and 40 percent of the Company s total sales for the first six months of fiscal years 2012 and 2011, respectively.

We had one distributor, Avnet Inc., which represented 18 percent and 26 percent of our sales for the first six months of fiscal years 2012 and 2011, respectively. No other end customer or distributor represented more than 10 percent of net sales for the six month periods ending September 24, 2011, or September 25, 2010.

We may not be able to maintain or increase sales to certain of our key customers for a variety of reasons, including the following:

- most of our customers can stop incorporating our products into their own products with limited notice to us and suffer little or no penalty;
- our agreements with our customers typically do not require them to purchase a minimum quantity of our products;
- many of our customers have pre-existing or concurrent relationships with our current or potential competitors that may affect the customers decisions to purchase our products;
- our customers face intense competition from other manufacturers that do not use our products; and
- our customers regularly evaluate alternative sources of supply in order to diversify their supplier base, which increases their negotiating leverage with us and their ability to obtain components from alternative sources.

These relationships often require us to develop new products that may involve significant technological challenges. Our customers frequently place considerable pressure on us to meet their tight development schedules. Accordingly, we may have to devote a substantial amount of resources to strategic relationships, which could detract from or delay our completion of other important development projects or the development of next generation products and technologies. Delays in development could impair our relationships with strategic customers and negatively impact sales of the products under development.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information about purchases of equity securities that are registered by us pursuant to Section 12 of the Exchange Act during the three months ended September 24, 2011 (in thousands, except per share amounts):

Monthly Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plan or Programs (1)
June 26, 2011 - July 23, 2011				
July 24, 2011 - August 20, 2011	1,318	$ 14.89	1,318	$ 1,115
August 21, 2011 - September 24, 2011	50	$ 13.28	50	$ 451
Total	1,368		1,368	

(1) On November 4, 2010, we announced that our Board of Directors approved a common stock repurchase program that authorized us to purchase up to $80.0 million in common stock. The repurchases were to be funded from existing cash and were intended to be effected from time to time in accordance with applicable securities laws through the open market or in privately negotiated transactions. The timing of the repurchases and the actual amount purchased depend on a variety of factors including the market price of the Company s shares, general market and economic conditions, and other corporate considerations. The program does not have an expiration date, does not obligate the Company to repurchase any particular amount of common stock, and may be modified or suspended at any time at the Company s discretion. As of September 24, 2011, 5.1 million shares have been repurchased at a cost of $79.5 million, or an average price of $15.51 per share, under this program.

ITEM 6. EXHIBITS

The following exhibits are filed as part of or incorporated by reference into this Report:

3.1	Certificate of Incorporation of Registrant, filed with the Delaware Secretary of State on August 26, 1998. (1)
3.2	Amended and Restated Bylaws of Registrant. (2)
31.1*	Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*#	Certification of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2*#	Certification of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS#	XBRL Instance Document
101.SCH#	XBRL Taxonomy Extension Schema Document
101.CAL#	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB#	XBRL Taxonomy Extension Label Linkbase Document
101.PRE#	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF#	XBRL Taxonomy Extension Definition Linkbase Document

* Filed with this Form 10-Q.

Not considered to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

(1) Incorporated by reference to exhibit 3.1 from Registrant s Report on Form 10-K for the fiscal year ended March 31, 2001, filed with the Commission on June 22, 2001.

(2) Incorporated by reference to exhibit 3.1 from Registrant s Report of Form 8-K filed with the Commission on May 26, 2011.

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The exhibits required to be filed pursuant to the requirements of Item 601 of Regulation S-K are set forth in the Exhibit Index list noted above and are incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CIRRUS LOGIC, INC.

Date: October 24, 2011

By: /s/ Thurman K. Case
Thurman K. Case
Chief Financial Officer and Principal Accounting Officer