

Spansion Inc.  
Form 4  
March 16, 2015

**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  
Number: 3235-0287  
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2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BINGHAM H RAYMOND**

(Last) (First) (Middle)

**C/O SPANSION INC., 915  
DEGUIGNE DRIVE**

(Street)

**SUNNYVALE, CA 94085-3836**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Spansion Inc. [CODE]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/12/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/12/2015		D		38,283	D	<u>11</u> 0
Common Stock	03/12/2015		D		11,333	D	<u>11</u> 0

By limited  
partnership  
(3)

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

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information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(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 or Number of Shares
Stock Option (Right to Buy)	\$ 10.51	03/12/2015		D	30,000	<u>(4)</u>	05/09/2017	Common Stock	30,000
Stock Option (Right to Buy)	\$ 18.23	03/12/2015		D	75,000	<u>(4)</u>	03/31/2018	Common Stock	75,000
Stock Option (Right to Buy)	\$ 12.4	03/12/2015		D	50,000	<u>(4)</u>	04/01/2019	Common Stock	50,000
Stock Option (Right to Buy)	\$ 12.14	03/12/2015		D	23,000	<u>(4)</u>	03/31/2020	Common Stock	23,000
Restricted Stock Units	<u>(5)</u>	03/12/2015		D	1,667	<u>(5)</u>	<u>(5)</u>	Common Stock	1,667
Restricted Stock Units	<u>(5)</u>	03/12/2015		D	13,750	<u>(5)</u>	<u>(5)</u>	Common Stock	13,750
Restricted Stock Units	<u>(5)</u>	03/12/2015		D	21,755	<u>(5)</u>	<u>(5)</u>	Common Stock	21,755
Restricted Stock Units	<u>(5)</u>	03/12/2015		D	3,120	<u>(5)</u>	<u>(5)</u>	Common Stock	3,120

## Reporting Owners

### Relationships

Reporting Owner Name / Address

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Director	10% Owner	Officer	Other
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BINGHAM H RAYMOND  
C/O SPANSION INC., 915 DEGUIGNE DRIVE X  
SUNNYVALE, CA 94085-3836

## Signatures

/s/ Roberto Hernandez, as  
attorney-in-fact 03/16/2015

\_\_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).

Disposed of pursuant to the Agreement and Plan of Merger and Reorganization dated as of December 1, 2014 (the "Merger Agreement" and, the transactions contemplated therein, the "Merger"), by and among Cypress Semiconductor Corporation ("Cypress"), Mustang Acquisition Corporation (a wholly owned subsidiary of Cypress) and Issuer, whereby each share of Issuer common stock was canceled and automatically converted into 2.457 shares of Cypress common stock (the "Exchange Ratio"), with fractional shares being paid in cash as provided in the Merger Agreement. The market value of Cypress common stock received pursuant to the Merger Agreement is \$15.68 per share, based on the trading price of Cypress common stock on March 12, 2015.

(2) Represents shares held by the Reporting Person and by Bingham Investments, LP.

Shares held in a limited partnership. Trusts for the Reporting Person's children hold partnership interests in the limited partnership. The Reporting Person has authority to act on behalf of the limited partnership. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his beneficiary interest therein.

This option was assumed by Cypress in the Merger, on the same terms and conditions regarding vesting and exercisability as were applicable to this option, and automatically converted into an option to purchase that number of shares of Cypress common stock equal to the number of shares subject to this option multiplied by the Exchange Ratio, rounded down to the nearest whole share (the "Assumed Option"). The exercise price of the Assumed Option will be the quotient of the exercise price of this option and the Exchange Ratio, rounded up to the nearest whole cent. Under the terms of this option, the Merger constituted a change in control; thus, the vesting of this option was accelerated in full.

This restricted stock unit award (the "RSU") represents a contingent right to receive Issuer common stock on a one-for-one basis. The RSU was assumed by Cypress in the Merger, on the same terms and conditions regarding vesting and exercisability as were applicable to this RSU, and automatically converted into an award to receive that number of shares of Cypress common stock equal to the number of shares subject to this RSU multiplied by the Exchange Ratio, rounded down to the nearest whole share (the "Assumed RSU"). The purchase price of the Assumed RSU, if other than Issuer par value, will be the quotient of the purchase price of this RSU and the Exchange Ratio, rounded up to the nearest whole cent. Under the terms of this RSU, the Merger constituted a change in control; thus, the vesting of this RSU was accelerated in full.

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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