

Spansion Inc.
Form 4
March 16, 2015

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 *
FURR RANDY W

(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)
Corporate EVP and CFO

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	03/12/2015		D		95,671	D	0

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

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 10.51	03/12/2015		D	248,146	<u>(2)</u> 05/09/2017	Common Stock	248,146
Stock Option (Right to Buy)	\$ 19.88	03/12/2015		D	200,000	<u>(2)</u> 01/30/2018	Common Stock	200,000
Stock Option (Right to Buy)	\$ 11.5	03/12/2015		D	56,000	<u>(2)</u> 01/30/2020	Common Stock	56,000
Stock Option (Right to Buy)	\$ 10.03	03/12/2015		D	201,600	<u>(2)</u> 01/30/2019	Common Stock	201,600
Restricted Stock Units	<u>(3)</u>	03/12/2015		D	8,667	<u>(3)</u> <u>(3)</u>	Common Stock	8,667
Restricted Stock Units	<u>(3)</u>	03/12/2015		D	29,333	<u>(3)</u> <u>(3)</u>	Common Stock	29,333
Performance Stock Units	<u>(4)</u>	03/12/2015		D	26,000	<u>(4)</u> <u>(4)</u>	Common Stock	26,000
Performance Stock Units	<u>(4)</u>	03/12/2015		D	66,000 <u>(5)</u>	<u>(4)</u> <u>(4)</u>	Common Stock	66,000 <u>(5)</u>
Performance Stock Units	<u>(4)</u>	03/12/2015		D	15,840	<u>(4)</u> <u>(4)</u>	Common Stock	15,840

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURR RANDY W C/O SPANSION INC., 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836			Corporate EVP and CFO	

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).

(1) 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) 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.

(3) 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.

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

(5) Accelerated at 150% of target.

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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