

CYPRESS SEMICONDUCTOR CORP /DE/  
Form 424B3  
June 15, 2007

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-143042

**PROSPECTUS SUPPLEMENT DATED June 15, 2007**

(To Prospectus Dated May 17, 2007)

**CYPRESS SEMICONDUCTOR CORPORATION**

**\$600,000,000**

(aggregate principal amount)

**1.00% Convertible Senior Notes due September 15, 2009**

**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.

*The table captioned Selling Securityholders commencing on page 60 of the Prospectus is hereby amended to reflect the following additions and changes:*

<b>Name</b>	<b>Principal Amount at Maturity of Notes Beneficially Owned That May Be Sold (\$)</b>	<b>Percentage of Notes Outstanding (%)</b>	<b>Number of Shares of Common Stock That May Be Sold (1)</b>	<b>Percentage of Common Stock Outstanding (%) (2)</b>
Acuity Master Fund Ltd.	3,600,000	*	150,628	*
ADI Alternative Investments	9,750,000	*	407,950	*
ADI Alternative Investments c/o Axis Pan	750,000	*	31,381	*
ADI Alternative Investments c/o Casam ADI CB Arbitrage	2,500,000	*	104,603	*
ADI Alternative Investments c/o Kallista Master Fund Limited	4,500,000	*	188,285	*
Arlington County Employees Retirement System	218,000	*	9,121	*
Barclays Capital Securities Limited	20,000,000	*	836,820	*
Carlyle Multi-Strategy Master Fund, Ltd.	700,000	*	29,289	*
Credit Suisse Securities LLC, USA	29,183,000	*	1,221,046	*
KBC Convertibles Mac28 Limited	4,375,000	*	183,054	*
KBC Diversified Fund, a segregated portfolio of KBC AIM Master Fund, Spc.	9,250,000	*	387,029	*
Luxor/Acuity Fund Ltd.	4,600,000	*	192,469	*
Rhythm Fund, Ltd.	3,875,000	*	162,134	*
Thomas Weisel Partners, LLC	10,000,000	*	418,410	*
UBS O Connor LLC F/B/O: O Connor Global Convertible Arbitrage Master Limited	33,739,000(3)	*	1,411,674	*

\* Less than 1%

- (1) Assumes conversion of all of the holder's notes at an initial conversion rate of approximately 41.84 shares of our common stock for each \$1,000 principal amount of notes, or \$23.90, subject to adjustment under certain circumstances as described under "Description of the Notes - Conversion." 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 151,188,267 shares of common stock outstanding as of May 1, 2007. 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) This amount was incorrectly listed as \$32,374,000 in the prospectus supplement, filed June 6, 2007.