BRANDALISE MATTHEW D

Form 4 March 29, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRANDALISE MATTHEW D** Issuer Symbol INTEGRATED DEVICE (Check all applicable) TECHNOLOGY INC [IDTI] (First) (Last) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O INTEGRATED DEVICE 03/29/2019 VP, Secretary & CLO TECHNOLOGY, 6024 SILVER CREEK VALLEY ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95138 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) Common 03/29/2019 $D^{(1)}$ 33,306 ⁽²⁾ D 91,722 D (1) Stock Common 03/29/2019 $D^{(3)}$ 33.306 D (3) 0 D

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)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Performance Stock Units	<u>(4)</u>	03/29/2019		A	13,436		<u>(4)</u>	<u>(4)</u>	Common Stock	13,4
Performance Stock Units	<u>(4)</u>	03/29/2019		D(5)		13,436	<u>(4)</u>	<u>(4)</u>	Common Stock	13,4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BRANDALISE MATTHEW D C/O INTEGRATED DEVICE TECHNOLOGY 6024 SILVER CREEK VALLEY ROAD SAN JOSE, CA 95138

VP, Secretary & CLO

Signatures

/s/ Matthew D.
Brandalise
03/29/2019

**Signature of Reporting Date
Person

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 closing of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of September 10, 2018 by and between Renesas Electronics Corporation and Integrated Device Technology, Inc. ("Issuer"), and subsequently joined by Chapter Two Company (the "Merger"). Each share of Issuer common stock held by the reporting person was cancelled in the Merger and converted into the right to receive \$49.00 in cash per share (the "Per Share Merger Consideration").
- (2) Includes 33,306 Restricted Stock Units ("RSUs").
- RSUs disposed of pursuant to the Merger. Each Company RSU (or portion thereof) that is an Accelerated RSU (excluding any Director RSU) shall, without any action on the part of the holder thereof, be cancelled and converted at the Effective Time into the right to receive that number of whole vested and exercisable Parent One Yen Options equal to the calculation set forth in Section 2.4 of the Merger Agreement.
- (4) Represents the certification of achievement of performance metrics underlying Performance Stock Units ("PSUs") awarded on December 26, 2018.
- (5) PSUs disposed of pursuant to the Merger. Each Company PSU (or portion thereof) shall, without any action on the part of the holder thereof, be cancelled and converted at the Effective Time into the right to receive that number of whole Parent One Yen Options equal to

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the calculation set forth in Section 2.4 of the Merger Agreement.

Remarks:

Capitalized terms used in these footnotes that are not defined herein shall have the same meaning as those terms are defined in Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.