

Spansion Inc.  
Form 425  
December 02, 2014

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Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Spansion Inc.

Commission File No.: 001-34747

Merger with Cypress  
December 1, 2014

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Today's News  
Why it Makes Sense  
A merger of equals

Profitable with more than \$2 billion in revenues. \$300m+ in R&D.

Broad-line

Memory

Portfolio

NOR,

NAND,

SRAM,

FRAM,

nvRAM

Both

companies

well

positioned

in

microcontrollers

PSoC,

ARM

MCU

Complimentary

products

Timing,

Connectivity,

Systems

Solutions

Complimentary customer base. Doubles our position at many accounts.

Significant manufacturing synergies. Lowers cost of goods.

Combined company will be stronger than either company individually

Customers will benefit from the greater scale, more resources

and enhanced product portfolio

Similar values and heritage

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Spansion Journey  
2003  
Spansion formed

2005  
Spansion IPO  
2014  
More  
than  
10  
product  
families  
introduced across Flash, MCU,  
Analog  
2013  
Spansion acquires Fujitsu's  
Analog /  
MCU business  
2010  
Spansion relists on NYSE  
Spansion emerges  
from Chapter 11  
1993  
JV between  
AMD and  
Fujitsu  
2015  
Cypress merger

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Bold Moves Spansion Team Has Made Together  
May  
Reorganization

November  
First 2Gb NOR  
December  
ISO Automotive Manufacturing System Leadership  
2010  
March  
Red Cross Earthquake donation and extraordinary efforts  
dealing with customers during earthquake  
May  
SMIC 45nm  
June  
Samsung settlement, cross license  
August  
First 4Gb NOR  
2011  
2012  
XMC 32nm, technology licensing  
UMC  
Technology  
development  
/  
licensing  
Fujitsu analog and microcontroller addition  
Flexible MCUs for Iot MCU for Industrial, ARM license  
Dual Quad SPI, High Performance 1.8V NOR, Dahua best supplier  
2013  
April  
SK Hynix Partnership  
May  
5-year NAND roadmap for embedded  
June  
First voice PSS, sets stage for future systems solution  
November  
First 8Gb NOR at 45nm  
2014  
HyperFlash  
memory  
HyperRAM and ISSI  
3D NAND  
Traveo Automotive (3)  
Energy Harvesting  
Intelligent LED, DC-DC PMIC  
96 new Flexible MCUs (FM)  
e.MMC  
Auto Grade 125C Flash



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Senior Leadership Team  
T.J. Rodgers is CEO  
Company leadership: Best-of-Breed

John Kispert is a member of the merged company's board of directors. BoD comprised of Cypress and Spansion Boards. Ray Bingham is non-executive chairman.

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Reasons for Mergers  
SRAM, FRAM, nvSRAM  
PSoCs, USB

HMI (Trutouch, Captouch)  
Timing  
CSP packaging  
Flash (NOR & NAND)  
MMIC and Automotive MCU  
PMIC, timing, interconnect  
Systems solutions  
Software  
Complimentary Markets  
and Products  
Fab 25  
Low cost CMOS wafers  
Embedded Flash technology  
High-volume assembly  
Mutli-die packaging  
Advanced 300mm foundires  
High  
volume  
package  
/  
test  
Manufacturing  
Excellence  
Minnesota Fab  
65nm CMOS technology  
Auto line assembly  
World-class cycle times  
Foundries to expand portfolio  
Standard zero defects  
99% on-time delivery  
2 ppm quality  
Commitment to Customer  
Service and Quality  
Zero tolerance for customer-  
perceived problems  
Preferred auto supplier  
24 of top 25

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Product Synergies for IoT  
Embedded Devices Require:  
Processing

Connectivity  
Sensors  
Analog  
Memory  
Connected  
Car  
Industrial  
Control  
Medical  
Monitors  
Imagine!  
Smart  
Phones  
Home  
Entertainment  
Smart  
Meter  
SoC  
Analog  
Touch  
NAND  
NOR  
SRAM  
NVRAM  
Connectivity  
MCU  
Software  
Ecosystem  
Smart  
Homes  
Wearables

8  
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INTERNET  
of  
THINGS  
Market Synergies for IoT

Mobile

8

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Consumer

Industrial

Communications



Increased Penetration of Existing Automotive Market  
Solid Business Foundation for Embedded and PSoC Solutions  
Intelligent monitoring and control systems  
for automotive with integrated microcontrollers  
Sophisticated Microcontrollers  
Worldwide leader in capacitive touch technology  
expanding rapidly into automotive market

Touchscreen Controllers

EV/

HV

(motor control)

EV/

HV (power

supply control)

EPS Systems

CLUSTER & INFOTAINMENT

Touch / touchscreen controllers

Infotainment and GPS Systems

Voice recognition

Instrument clusters

USB integration

Battery

Management

BODY

HVAC

Interior Lighting

Power Seat

Rotary Switch

Body Control Modules

CONTROL

Mirror control

Door control

CHASSIS

Electric Power Steering

Steering Angle Sensors

ABS

POWERTRAIN

ENERGY MANAGEMENT

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Major Automotive

Customers & OEMs

\$19.0B

\$7.0B

Deepens Product Suite to Address \$35Bn Opportunity

Embedded

SOC

Analog

Memory

Controllers  
Licensing  
Microcontrollers  
PSoC  
Fingerprint and Touch  
Flash (NOR, NAND)  
SRAM (Sync, Async, NV)  
FRAM  
Power Management Solutions  
LEDs  
Application-specific Solutions  
Embedded Flash  
Integrated MCUs  
Integrated Connectivity  
(USB 3.0, BLE)  
Complementary IP Portfolios  
\$7.0B  
\$5.0B  
\$0.5B  
10  
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Wide range of embedded  
SoC and PSoC solutions  
Broad portfolio of  
microcontrollers, high  
performance memory,  
analog, connectivity  
and human machine  
interface products

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Shared  
Strategic  
Accounts

Flash MCU

Key Accounts

Cypress

Key Accounts

Cross-selling is an obvious, easy win

Significant Cross Selling Opportunity Between Customers

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Technology Strategy  
Spansion Fab & Partners  
PMIC

2013  
2016  
.380um /  
.180um  
90nm  
Power Management  
Energy Harvesting  
ANALOG  
PSOC  
M0  
2010  
2015  
130nm                    55nm  
SONOS                    SONOS  
Proprietary Core  
MCU  
R-Series  
M-Series  
2010  
2014  
2015  
2017  
90nm  
55nm  
40nm  
28nm  
FG  
FG  
eCT  
eCT  
Proprietary Core  
Embedded Flash  
8Gb PNOR  
45nm  
1Gb SPI  
SRAM  
FRAM  
NOR, FG, MB  
3D-NAND  
SLC, MLC  
NAND  
2013  
2016  
65nm, 45nm  
32nm  
2013  
2015  
41nm, 32nm  
1Xnm  
MEMORY



eCT  
2014  
2016  
40nm  
28nm  
SRAM  
2012  
2015  
65nm  
55nm  
2006  
2010  
180nm  
130nm  
FRAM

Combined Worldwide Coverage  
Design Centers  
of Excellence  
Langen & Munich, Germany  
Sunnyvale, California  
Tokyo, Japan  
Penang, Malaysia

Netanya, Israel  
Dedicated Automotive  
Field Support  
Detroit, Michigan  
Indianapolis, Indiana  
Milan, Italy  
Munich, Germany  
Paris, France  
Shanghai, China  
Chengdu, China  
Seoul, Korea  
Sunnyvale, California  
Tokyo, Japan  
Spansion Operations  
& Manufacturing  
All sites are  
ISO/TS certified  
HONG KONG,  
CHENGDU, CHINA  
SUNNYVALE, CA  
MINNESOTA  
LANGEN & MUNICH,  
GERMANY  
TOKYO,  
JAPAN  
PENANG, MALAYSIA  
BANGALORE, INDIA  
PHILIPPINES  
BANGKOK, THAILAND  
SHANGHAI, CHINA  
NETANYA, ISRAEL

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SAN JOSE  
AUSTIN, TX

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Foundry Partners

Final Manufacturing

Manufacturing Strategy: Well-balanced Asset-Lite Infrastructure

Spansion FAB  
SPANSION NOR  
65  
/  
45  
/  
32 nm  
SPANSION NAND  
41/ 32 nm  
MCU/  
ANALOG  
180  
/  
90  
/  
55 nm  
(650nm, 350nm, 250nm)  
SPANSION eCT  
40  
nm

Strategy supports high quality, product longevity, efficient technology investment for Analog, MCU, NOR and NAND

Spansion Austin  
Wholly-owned  
Spansion Fab,  
Austin, USA  
65nm in mass  
production  
Sustaining  
110nm, 90nm for  
long lifecycle  
customers  
Major Assembly  
Partners  
Scalable Capacity on  
Critical Packages  
Spansion Bangkok

Manufacturing Strategy  
Cypress  
Cypress, Minnesota  
Wholly-owned  
Cypress Fab,  
Minnesota, USA  
90nm in mass

production  
Sustaining  
0.35 micron to  
130 nm in  
production  
Cypress, Minnesota  
Cypress FAB  
Cypress SRAM  
and eNVM  
65  
/  
45  
/  
32  
nm  
Logic/  
eNVM  
130  
/  
65  
nm  
FRAM  
130  
nm  
Logic  
0.5  
m  
/  
0.35  
m  
Foundry Partners  
Cypress Manila  
Low cycle time  
Autoline Capability  
Major Assembly  
Partners  
J-CET  
15  
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Final Manufacturing

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Q&A

What is the timeline?

Where is HQ?



What is Company Name?

What are shared values/culture?

What is impact to Spansion stock?

When can we meet with our colleagues at Cypress?

Employee benefits

Manufacturing

What is the product strategy/roadmap

?

?

?

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Forward-Looking Statements  
This communication contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including with respect to the anticipated

timing, completion and effects of the proposed merger between Cypress and Spansion. These statements are based on management's current expectations and beliefs, and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These forward-looking statements include statements about future financial and operating results; benefits of the transaction to customers, stockholders and employees; potential synergies and cost savings; the ability of the combined company to drive growth and expand customer and partner relationships; and other statements regarding the proposed transaction. Forward-looking statements

may

contain

words

such

as

will

be,

will,

expected,

anticipate,

continue,

or

similar

expressions, and include the assumptions that underlie such statements. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements:

failure of the Cypress or Spansion stockholders to approve the proposed merger; failure to achieve regulatory approval; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees, customers and suppliers; and other factors, including those set forth in the most current Form 10-K, Form 10-Q and 8-K reports filed by Cypress and Spansion with the Securities and Exchange Commission (the "SEC"). All forward-looking statements are based

on

management's

estimates,

projections

and

assumptions

as

of

the

date

hereof,

and

Cypress

and

Spansion are under no obligation (and expressly disclaim any such obligation) to update or revise their forward-looking statements whether as a result of new information, future events, or otherwise.

No

Offer

or

Solicitation

This  
communication  
does  
not  
constitute  
an  
offer  
to  
sell  
or  
the  
solicitation  
of  
an

offer to buy any securities or a solicitation of any vote or approval with respect to the proposed merger or otherwise.

No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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Forward-Looking Statements  
Additional  
Information

and  
Where  
to  
Find  
It

In  
connection  
with  
the  
proposed  
merger,  
Cypress  
intends  
to  
file  
a registration  
statement  
on  
Form  
S-4,  
which  
will  
include  
a  
preliminary  
prospectus  
and  
related  
materials  
to  
register  
the  
shares  
of  
Cypress  
common  
stock  
to  
be  
issued  
in  
the  
merger,  
and  
Cypress  
and  
Spansion  
intend  
to

file  
a  
joint  
proxy  
statement/prospectus  
and  
other  
documents  
concerning  
the  
proposed  
merger  
with  
the  
SEC.  
INVESTORS  
AND  
SECURITY  
HOLDERS  
ARE  
URGED  
TO  
READ  
THE  
REGISTRATION  
STATEMENT,  
THE  
JOINT  
PROXY  
STATEMENT  
/  
PROSPECTUS  
AND  
ANY  
OTHER  
RELEVANT  
DOCUMENTS  
TO  
BE  
FILED  
WITH  
THE  
SEC  
CAREFULLY  
WHEN  
THEY  
BECOME  
AVAILABLE  
BECAUSE  
THEY

WILL  
CONTAIN  
IMPORTANT  
INFORMATION  
ABOUT  
CYPRESS,  
SPANSION,  
AND  
THE  
PROPOSED  
MERGER.

Investors  
and  
security  
holders  
will  
be  
able  
to  
obtain  
free  
copies  
of  
the  
registration  
statement  
and  
the  
joint  
proxy  
statement  
/  
prospectus  
(when  
they  
are  
available)  
and  
any  
other  
documents  
filed  
by  
Cypress  
and  
Spansion  
with  
the  
SEC  
at



the  
SEC's  
website  
at  
[www.sec.gov](http://www.sec.gov).

They  
may  
also  
be  
obtained  
for  
free  
by  
contacting  
Cypress  
Investor  
Relations

at  
<http://investors.cypress.com/contactus.cfm>

or  
by  
telephone  
at  
(408)  
943-2656

or  
by  
contacting  
Spansion  
Investor  
Relations

at  
[investor.relations@spansion.com](mailto:investor.relations@spansion.com)

or  
by  
telephone  
at  
(408)  
962-2500.

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contents  
of  
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websites  
referenced  
above  
are  
not  
deemed  
to

be  
incorporated  
by  
reference  
into  
the  
registration  
statement  
or  
the  
joint proxy statement/prospectus.

Participants  
in  
the  
Solicitation

Each  
of  
Spansion  
and  
Cypress  
and  
their  
respective  
executive  
officers  
and

directors may be deemed to be participants in the solicitation of proxies from their respective stockholders with respect to the transactions contemplated by the merger agreement. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Cypress or Spansion security holders in connection

with  
the  
proposed  
merger  
will  
be  
set  
forth  
in  
the  
registration  
statement  
and  
the  
joint  
proxy  
statement  
/

prospectus when filed with the SEC. Information regarding Spansion's executive officers and directors is included

in Spansion's Proxy Statement for its 2014 Annual Meeting of Stockholders, filed with the SEC on April 18, 2014, and its Current Report on Form 8-K, filed with the SEC on August 19, 2014, and information regarding Cypress executive officers and directors is included in Cypress Proxy Statement for its 2014 Annual Meeting of Stockholders, filed with the SEC on March 28, 2014 and its Current Report on Form 8-K, filed with the SEC on April 2, 2014. Copies of the foregoing documents may be obtained

as  
provided  
above.  
Certain  
executive  
officers  
and directors of Cypress and Spansion have interests in the transaction that may differ from the interests of  
Cypress and Spansion stockholders generally. These interests will be described in the joint proxy  
statement  
/  
prospectus when it becomes available.

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