

SIMTEK CORP
Form 4
July 26, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEARSON ROBERT C

(Last) (First) (Middle)

8080 N CENTRAL EXPWY, #210
LB-59

(Street)

DALLAS, TX 75206

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIMTEK CORP [SRAM]

3. Date of Earliest Transaction
(Month/Day/Year)

07/21/2006

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 07/24/2006 | | C | 454,545 A | \$ 0.22 | 5,130,206 | I | SHARES HELD BY RENAISSANCE CAPITAL GROWTH & INCOME FUND III, INC. ("RENN III") (1) |
| Common Stock | 07/24/2006 | | C | 454,545 A | \$ 0.22 | 5,130,206 | I | SHARES HELD BY RENAISSANCE US GROWTH |

| | | | | | | | | |
|--------------|------------|---|---------|---|---------|-----------|---|--|
| Common Stock | 07/24/2006 | C | 454,545 | A | \$ 0.22 | 4,130,206 | I | INVESTMENT TRUST PLC ("RUSGIT") ⁽¹⁾ SHARES HELD BY US SPECIAL OPPORTUNITIES TRUST PLC ("USO") ⁽¹⁾ |
|--------------|------------|---|---------|---|---------|-----------|---|--|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| 7.5% Convertible Debenture | \$ 0.22 | 07/24/2006 | | C | \$ 100,000 | 06/28/2002 06/28/2009 | Common Stock | 454 | |
| 7.5% Convertible Debenture | \$ 0.22 | 07/24/2006 | | C | \$ 100,000 | 06/28/2002 06/28/2009 | Common Stock | 454 | |
| 7.5% Convertible Debenture | \$ 0.22 | 07/24/2006 | | C | \$ 100,000 | 06/28/2002 06/28/2009 | Common Stock | 454 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARSON ROBERT C 8080 N CENTRAL EXPWY #210 LB-59 DALLAS, TX 75206 | X | | | |

Signatures

Robert Pearson

07/26/2006

__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).

The Reporting Person is an executive officer of RENN Capital Group, Inc. which serves as investment adviser to RENN III and USO and (1) investment manager to RUSGIT and may therefore be considered beneficial owner of such shares. The Reporting Person disclaims such beneficial ownership.

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.