

WATERS GREGORY L
Form 4
March 29, 2019

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 *
WATERS GREGORY L

2. Issuer Name and Ticker or Trading Symbol
INTEGRATED DEVICE TECHNOLOGY INC [IDTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)

C/O INTEGRATED DEVICE TECHNOLOGY, 6024 SILVER CREEK VALLEY ROAD

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2019

(Street)

SAN JOSE, CA 95138

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	Price		
Common Stock	03/29/2019		D ⁽¹⁾	791,429	D	①	223,855 ⁽²⁾
Common Stock	03/29/2019		D ⁽³⁾	223,855	D	③	0

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

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SEC 1474 (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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	(4)	03/29/2019		A	179,963	(4)	(4)	Common Stock	179,963
Performance Stock Units	(4)	03/29/2019		D ⁽⁵⁾	179,963	(4)	(4)	Common Stock	179,963

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERS GREGORY L C/O INTEGRATED DEVICE TECHNOLOGY 6024 SILVER CREEK VALLEY ROAD SAN JOSE, CA 95138			President & CEO	

Signatures

Matthew Brandalise, as Attorney in Fact for Gregory L. Waters

 **Signature of Reporting Person
 03/29/2019
 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 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 223,855 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.
 - (3) Represents the certification of achievement of performance metrics underlying Performance Stock Units ("PSUs") awarded on December 26, 2018.
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 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.
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 the calculation set forth in Section 2.4 of the Merger Agreement.
 - (5) Represents the certification of achievement of performance metrics underlying Performance Stock Units ("PSUs") awarded on December 26, 2018.
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 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.

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