

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 28, 2024

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from ____ to ____

Commission File Number 0-17795

CIRRUS LOGIC, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

77-0024818

800 W. 6th Street

Austin,

Texas

(Address of principal executive offices)

78701

(Zip Code)

Registrant's telephone number, including area code:

(512) 851-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol

Name of each exchange on which registered

Common stock, \$0.001 par value

CRUS

The NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of the registrant's common stock, \$0.001 par value, outstanding as of January 31, 2025 was 53,144,927.

CIRRUS LOGIC, INC.
FORM 10-Q QUARTERLY REPORT
QUARTERLY PERIOD ENDED DECEMBER 28, 2024

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Part I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CIRRUS LOGIC, INC. CONSOLIDATED CONDENSED BALANCE SHEETS (in thousands)

	December 28, 2024 (unaudited)	March 30, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 526,444	\$ 502,764
Marketable securities	37,535	23,778
Accounts receivable, net	261,943	162,478
Inventories	275,558	227,248
Prepaid assets	51,323	48,047
Prepaid wafers	66,113	86,679
Other current assets	31,534	55,198
Total current assets	<u>1,250,450</u>	<u>1,106,192</u>
Long-term marketable securities	252,594	173,374
Right-of-use lease assets	129,597	138,288
Property and equipment, net	163,837	170,175
Intangibles, net	23,957	29,578
Goodwill	435,936	435,936
Deferred tax assets	40,895	48,649
Long-term prepaid wafers	23,020	60,750
Other assets	42,954	68,634
Total assets	<u>\$ 2,363,240</u>	<u>\$ 2,231,576</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 77,907	\$ 55,545
Accrued salaries and benefits	48,029	47,612
Software license agreements	26,985	31,866
Current lease liabilities	21,858	20,640
Other accrued liabilities	36,134	30,730
Total current liabilities	<u>210,913</u>	<u>186,393</u>
Long-term liabilities:		
Non-current lease liabilities	124,622	134,576
Non-current income taxes	43,401	52,013
Software license agreements	21,506	41,073
Other long-term liabilities	—	507
Total long-term liabilities	<u>189,529</u>	<u>228,169</u>
Stockholders' equity:		
Capital stock	1,840,791	1,760,701
Accumulated earnings	124,101	58,916
Accumulated other comprehensive loss	(2,094)	(2,603)
Total stockholders' equity	<u>1,962,798</u>	<u>1,817,014</u>
Total liabilities and stockholders' equity	<u>\$ 2,363,240</u>	<u>\$ 2,231,576</u>

The accompanying notes are an integral part of these consolidated condensed financial statements.

CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(in thousands, except per share amounts; unaudited)

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
Net sales	\$ 555,738	\$ 618,984	\$ 1,471,621	\$ 1,417,063
Cost of sales	257,951	301,520	702,319	693,616
Gross profit	<u>297,787</u>	<u>317,464</u>	<u>769,302</u>	<u>723,447</u>
Operating expenses				
Research and development	112,976	112,672	331,264	323,092
Selling, general and administrative	39,042	37,604	113,625	107,306
Restructuring costs	—	(360)	—	1,959
Total operating expenses	<u>152,018</u>	<u>149,916</u>	<u>444,889</u>	<u>432,357</u>
Income from operations	145,769	167,548	324,413	291,090
Interest income	8,364	5,124	25,162	13,914
Interest expense	(218)	(235)	(680)	(696)
Other income (expense)	(214)	(337)	1,414	(30)
Income before income taxes	153,701	172,100	350,309	304,278
Provision for income taxes	37,696	33,377	90,069	74,548
Net income	<u>\$ 116,005</u>	<u>\$ 138,723</u>	<u>\$ 260,240</u>	<u>\$ 229,730</u>
Basic earnings per share	\$ 2.19	\$ 2.57	\$ 4.89	\$ 4.22
Diluted earnings per share	\$ 2.11	\$ 2.50	\$ 4.69	\$ 4.09
Basic weighted average common shares outstanding	53,081	54,016	53,263	54,449
Diluted weighted average common shares outstanding	55,076	55,592	55,529	56,160

The accompanying notes are an integral part of these consolidated condensed financial statements.

CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands; unaudited)

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
Net income	\$ 116,005	\$ 138,723	\$ 260,240	\$ 229,730
Other comprehensive loss, before tax				
Foreign currency translation gain (loss)	(937)	445	(578)	(347)
Unrealized gain (loss) on marketable securities	(3,116)	1,266	1,377	1,505
Benefit (provision) for income taxes	654	(266)	(290)	(316)
Comprehensive income	<u>\$ 112,606</u>	<u>\$ 140,168</u>	<u>\$ 260,749</u>	<u>\$ 230,572</u>

The accompanying notes are an integral part of these consolidated condensed financial statements.

CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(in thousands; unaudited)

	Nine Months Ended	
	December 28, 2024	December 30, 2023
Cash flows from operating activities:		
Net income	\$ 260,240	\$ 229,730
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	37,801	36,283
Stock-based compensation expense	64,655	67,113
Deferred income taxes	7,466	1,122
Loss on retirement or write-off of long-lived assets	381	74
Other non-cash adjustments	812	2,276
Restructuring costs	—	1,959
Net change in operating assets and liabilities:		
Accounts receivable	(99,465)	(67,558)
Inventories	(48,310)	(23,223)
Prepaid wafers	58,296	36,654
Other assets	(4,080)	11,682
Accounts payable and other accrued liabilities	17,749	(32,201)
Income taxes payable	18,435	8,598
Acquisition-related liabilities	—	(21,361)
Net cash provided by operating activities	<u>313,980</u>	<u>251,148</u>
Cash flows from investing activities:		
Maturities and sales of available-for-sale marketable securities	25,904	23,418
Purchases of available-for-sale marketable securities	(117,505)	(53,525)
Purchases of property, equipment and software	(19,347)	(30,593)
Investments in technology	(225)	(57)
Net cash used in investing activities	<u>(111,173)</u>	<u>(60,757)</u>
Cash flows from financing activities:		
Net proceeds from the issuance of common stock	15,433	610
Repurchase of stock to satisfy employee tax withholding obligations	(33,538)	(16,851)
Repurchase and retirement of common stock	(161,022)	(136,003)
Net cash used in financing activities	<u>(179,127)</u>	<u>(152,244)</u>
Net increase in cash and cash equivalents	23,680	38,147
Cash and cash equivalents at beginning of period	<u>502,764</u>	<u>445,784</u>
Cash and cash equivalents at end of period	<u>\$ 526,444</u>	<u>\$ 483,931</u>

The accompanying notes are an integral part of these consolidated condensed financial statements.

CIRRUS LOGIC, INC.
CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands; unaudited)

Three Months Ended	Common Stock			Accumulated Earnings (Deficit)	Accumulated Other Comprehensive Loss	Total
	Shares	Amount	Additional Paid-In Capital			
Balance, September 23, 2023	54,237	\$ 54	\$ 1,712,656	\$ (1,213)	\$ (3,142)	\$ 1,708,355
Net income	—	—	—	138,723	—	138,723
Change in unrealized gain (loss) on marketable securities, net of tax	—	—	—	—	1,000	1,000
Change in foreign currency translation adjustments	—	—	—	—	445	445
Issuance of stock under stock option plans and other, net of shares withheld for employee taxes	473	1	47	(13,719)	—	(13,671)
Repurchase and retirement of common stock	(781)	(1)	—	(57,158)	—	(57,159)
Stock-based compensation	—	—	23,067	—	—	23,067
Balance, December 30, 2023	53,929	\$ 54	\$ 1,735,770	\$ 66,633	\$ (1,697)	\$ 1,800,760
Balance, September 28, 2024	53,132	\$ 53	\$ 1,819,536	\$ 107,233	\$ 1,305	\$ 1,928,127
Net income	—	—	—	116,005	—	116,005
Change in unrealized gain (loss) on marketable securities, net of tax	—	—	—	—	(2,462)	(2,462)
Change in foreign currency translation adjustments	—	—	—	—	(937)	(937)
Issuance of stock under stock option plans and other, net of shares withheld for employee taxes	685	1	379	(29,112)	—	(28,732)
Repurchase and retirement of common stock	(679)	(1)	—	(70,025)	—	(70,026)
Stock-based compensation	—	—	20,823	—	—	20,823
Balance, December 28, 2024	53,138	\$ 53	\$ 1,840,738	\$ 124,101	\$ (2,094)	\$ 1,962,798
Nine Months Ended						
Balance, March 25, 2023	55,098	\$ 55	\$ 1,670,086	\$ (9,320)	\$ (2,539)	\$ 1,658,282
Net income	—	—	—	229,730	—	229,730
Change in unrealized gain (loss) on marketable securities, net of tax	—	—	—	—	1,189	1,189
Change in foreign currency translation adjustments	—	—	—	—	(347)	(347)
Issuance of stock under stock option plans and other, net of shares withheld for employee taxes	589	1	611	(16,845)	—	(16,233)
Repurchase and retirement of common stock	(1,758)	(2)	—	(136,932)	—	(136,934)
Stock-based compensation	—	—	65,073	—	—	65,073
Balance, December 30, 2023	53,929	\$ 54	\$ 1,735,770	\$ 66,633	\$ (1,697)	\$ 1,800,760
Balance, March 30, 2024	53,491	\$ 53	\$ 1,760,648	\$ 58,916	\$ (2,603)	\$ 1,817,014
Net income	—	—	—	260,240	—	260,240
Change in unrealized gain (loss) on marketable securities, net of tax	—	—	—	—	1,087	1,087
Change in foreign currency translation adjustments	—	—	—	—	(578)	(578)
Issuance of stock under stock option plans and other, net of shares withheld for employee taxes	1,044	1	15,435	(33,538)	—	(18,102)
Repurchase and retirement of common stock	(1,397)	(1)	—	(161,517)	—	(161,518)
Stock-based compensation	—	—	64,655	—	—	64,655
Balance, December 28, 2024	53,138	\$ 53	\$ 1,840,738	\$ 124,101	\$ (2,094)	\$ 1,962,798

The accompanying notes are an integral part of these consolidated condensed financial statements.

CIRRUS LOGIC, INC.
NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(unaudited)

1. Basis of Presentation

The unaudited consolidated condensed financial statements have been prepared by Cirrus Logic, Inc. ("Cirrus Logic," "we," "us," "our," or the "Company") pursuant to the rules and regulations of the Securities and Exchange Commission (the "Commission"). The accompanying unaudited consolidated condensed financial statements do not include complete footnotes and financial presentations. As a result, these financial statements should be read along with the audited consolidated financial statements and notes thereto for the year ended March 30, 2024, included in our Annual Report on Form 10-K filed with the Commission on May 24, 2024. In our opinion, the financial statements reflect all material adjustments, including normal recurring adjustments, necessary for a fair presentation of the financial position, operating results and cash flows for those periods presented. The preparation of financial statements in conformity with United States ("U.S.") generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect reported assets, liabilities, revenues and expenses. Actual results could differ from those estimates and assumptions. Moreover, the results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the entire year.

2. Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. This ASU requires (1) interim and annual disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of a segment's profit or loss, (2) interim disclosures about a reportable segment's profit or loss and assets that are currently required annually, and (3) disclosure of the position and title of the CODM and how the CODM uses segment profit or loss information in assessing segment performance and deciding how to allocate resources. In the event the CODM uses more than one measure of a segment's profit or loss in assessing performance and allocation of resources, clarification of disclosure requirements is provided. Additionally, a company with a single reportable segment is required to provide all the disclosures prescribed under this ASU. The guidance is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, to be applied retrospectively to all periods presented, with early adoption permitted. The Company is currently evaluating the impact of this new guidance on financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740) - Improvements to Income Tax Disclosures*. The guidance provides qualitative and quantitative updates to the rate reconciliation and income taxes paid disclosures, requiring more consistent categories and greater disaggregation of information by jurisdiction. This ASU is effective for financial statements issued for annual periods beginning after December 15, 2024, with early adoption permitted, to be applied on a prospective basis, although retrospective application is also permitted. The Company is currently evaluating the impact of this guidance on financial statement disclosures.

In November 2024, FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Topic 220-40): Disaggregation of Income Statement Expenses*, which requires disaggregation of certain expense categories in the notes to the financial statements in order to provide enhanced transparency into the expense captions presented on the face of the income statement. The amendments are effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption and prospective or retrospective application permitted. The Company is currently evaluating the impact of this guidance on financial statement disclosures.

3. Marketable Securities

The Company's investments have been classified as available-for-sale securities in accordance with U.S. GAAP. Marketable securities are categorized on the Consolidated Condensed Balance Sheet as "Marketable securities", within the short-term or long-term classification, as appropriate, based on the original maturity.

The following table is a summary of available-for-sale securities at December 28, 2024 (in thousands):

As of December 28, 2024	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value (Net Carrying Amount)
Corporate debt securities	\$ 279,226	\$ 820	\$ (359)	\$ 279,687
U.S. Treasury securities	10,234	34	(10)	10,258
Agency discount notes	185	—	(1)	184
Total securities	<u>\$ 289,645</u>	<u>\$ 854</u>	<u>\$ (370)</u>	<u>\$ 290,129</u>

The Company typically invests in highly-rated securities with original maturities generally ranging from one to three years. The Company's specifically identified gross unrealized losses of \$0.4 million related to securities with total amortized costs of approximately \$ 90.0 million at December 28, 2024. Securities in a continuous unrealized loss position for more than 12 months as of December 28, 2024 had an aggregate amortized cost of \$4.3 million and an immaterial amount of aggregate unrealized loss. The Company may sell certain of its marketable securities prior to their stated maturities for strategic reasons including, but not limited to, anticipated or actual changes in credit rating and duration management. The Company records an allowance for credit loss when a decline in investment market value is due to credit-related factors. When evaluating an investment for impairment, the Company reviews factors including the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer, changes in market interest rates and whether it is more likely than not the Company will be required to sell the investment before recovery of the investment's cost basis. As of December 28, 2024, the Company does not consider any of its investments to be impaired.

The following table is a summary of available-for-sale securities at March 30, 2024 (in thousands):

As of March 30, 2024	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value (Net Carrying Amount)
Corporate debt securities	\$ 186,194	\$ 115	\$ (916)	\$ 185,393
U.S. Treasury securities	9,850	—	(81)	9,769
Agency discount notes	1,135	—	(11)	1,124
Commercial paper	866	—	—	866
Total securities	<u>\$ 198,045</u>	<u>\$ 115</u>	<u>\$ (1,008)</u>	<u>\$ 197,152</u>

The Company's specifically identified gross unrealized losses of \$ 1.0 million related to securities with total amortized costs of approximately \$ 172.1 million at March 30, 2024. Securities in a continuous unrealized loss position for more than 12 months as of March 30, 2024 had an aggregate amortized cost of \$25.0 million and an aggregate unrealized loss of \$0.3 million. As of March 30, 2024, the Company did not consider any of its investments to be impaired.

The cost and estimated fair value of available-for-sale securities by contractual maturities were as follows (in thousands):

	December 28, 2024		March 30, 2024	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Within 1 year	\$ 37,490	\$ 37,535	\$ 24,071	\$ 23,778
After 1 year	252,155	252,594	173,974	173,374
Total	<u>\$ 289,645</u>	<u>\$ 290,129</u>	<u>\$ 198,045</u>	<u>\$ 197,152</u>

4. Fair Value of Financial Instruments

The Company has determined that the only material assets and liabilities in the Company's financial statements that are required to be measured at fair value on a recurring basis are the Company's cash equivalents and marketable securities portfolio. The Company defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the

hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's cash equivalents and marketable securities portfolio consist of money market funds, debt securities, U.S Treasury securities, securities of U.S. government-sponsored enterprises, and commercial paper and are reflected on our Consolidated Condensed Balance Sheets under the headings cash and cash equivalents, marketable securities, and long-term marketable securities. The Company determines the fair value of its marketable securities portfolio by obtaining non-binding market prices from third-party pricing providers on the last day of the quarter, whose sources may use quoted prices in active markets for identical assets (Level 1 inputs) or inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs) in determining fair value.

The Company's long-term revolving credit facility, described in Note 8 - Revolving Credit Facility, bears interest at a base rate plus applicable margin or forward-looking secured overnight financing rate ("Term SOFR") plus 10 basis points plus applicable margin. As of December 28, 2024, there are no amounts drawn under the facility and the fair value is zero.

As of December 28, 2024 and March 30, 2024, the Company has no Level 3 assets or liabilities. There were no transfers between Level 1, Level 2, or Level 3 measurements for the three months ended December 28, 2024.

The following summarizes the fair value of our financial instruments at December 28, 2024 (in thousands):

	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Assets:				
Cash equivalents				
Money market funds	\$ 477,510	\$ —	\$ —	\$ 477,510
Available-for-sale securities				
Corporate debt securities	\$ —	\$ 279,687	\$ —	\$ 279,687
U.S. Treasury securities	10,258	—	—	10,258
Agency discount notes	—	184	—	184
	\$ 10,258	\$ 279,871	\$ —	\$ 290,129

The following summarizes the fair value of our financial instruments at March 30, 2024 (in thousands):

	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Assets:				
Cash equivalents				
Money market funds	\$ 439,065	\$ —	\$ —	\$ 439,065
Certificates of deposit	—	400	—	400
	\$ 439,065	\$ 400	\$ —	\$ 439,465
Available-for-sale securities				
Corporate debt securities	\$ —	\$ 185,393	\$ —	\$ 185,393
U.S. Treasury securities	9,769	—	—	9,769
Agency discount notes	—	1,124	—	1,124
Commercial paper	—	866	—	866
	\$ 9,769	\$ 187,383	\$ —	\$ 197,152

5. Derivative Financial Instruments

Foreign Currency Forward Contracts

The Company uses foreign currency forward contracts to reduce the earnings impact that exchange rate fluctuations have on non-functional currency balance sheet exposures. The Company recognizes both the gains and losses on foreign currency forward contracts and the gains and losses on the remeasurement of non-functional currency assets and liabilities within "Other income (expense)" in the Consolidated Condensed Statements of Income. The Company does not apply hedge accounting to these foreign currency derivative instruments.

As of December 28, 2024, the Company held one foreign currency forward contract denominated in British Pound Sterling with a notional value of \$ 22.3 million. The fair value of this contract was not material as of December 28, 2024.

The before-tax effect of derivative instruments not designated as hedging instruments was as follows (in thousands):

	Three Months Ended		Nine Months Ended		Location
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023	
Gain (loss) recognized in income:					
Foreign currency forward contracts	\$ (1,220)	\$ 88	\$ (568)	\$ (384)	Other income (expense)

6. Accounts Receivable, net

The following are the components of accounts receivable, net (in thousands):

	December 28, 2024	March 30, 2024
Gross accounts receivable	\$ 261,943	\$ 162,478
Allowance for doubtful accounts	—	—
Accounts receivable, net	\$ 261,943	\$ 162,478

The increase in accounts receivable is due to normal variations in the timing of collections and billings.

7. Inventories

Inventories are comprised of the following (in thousands):

	December 28, 2024	March 30, 2024
Work in process	\$ 179,262	\$ 130,842
Finished goods	96,296	96,406
	<u><u>\$ 275,558</u></u>	<u><u>\$ 227,248</u></u>

8. Revolving Credit Facility

On July 8, 2021, the Company entered into a second amended and restated credit agreement (the "Second Amended Credit Agreement") with Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto. The Second Amended Credit Agreement provides for a \$300 million senior secured revolving credit facility (the "Revolving Credit Facility"). The Revolving Credit Facility matures on July 8, 2026 (the "Maturity Date"). The Revolving Credit Facility is required to be guaranteed by all of Cirrus Logic's material domestic subsidiaries (the "Subsidiary Guarantors"). The Revolving Credit Facility is secured by substantially all the assets of Cirrus Logic and any Subsidiary Guarantors, except for certain excluded assets.

On March 20, 2023, the Company, entered into the First Amendment (the "Amendment") to its Second Amended Credit Agreement, with the lending institutions party thereto and Wells Fargo Bank, National Association, as administrative agent. The Amendment updates the benchmark interest rate provisions to replace the London interbank offered rate ("LIBOR") with the forward-looking secured overnight financing rate ("Term SOFR"), for the purposes of calculating interest under the terms of the Second Amended Credit Agreement.

Borrowings under the Revolving Credit Facility may bear interest, at Cirrus Logic's election, at either (a) a base rate plus the applicable margin ("Base Rate Loans") or (b) a Term SOFR rate plus a 10 basis point credit spread adjustment plus the applicable margin. The applicable margin ranges from 0% to 0.75% per annum for Base Rate Loans and 1.00% to 1.75% per annum for SOFR Loans based on the ratio of consolidated funded indebtedness to consolidated EBITDA for the most recently ended period of four consecutive fiscal quarters (the "Consolidated Leverage Ratio"). A Commitment Fee accrues at a rate per annum ranging from 0.175% to 0.275% (based on the Consolidated Leverage Ratio) on the average daily unused portion of the commitment of the lenders.

The Revolving Credit Facility contains certain financial covenants providing that (a) the ratio of consolidated funded indebtedness (minus up to \$ 200 million of unrestricted cash and cash equivalents available on such date) to consolidated EBITDA for the prior four consecutive quarters must not be greater than 3.00 to 1.00 (the "Consolidated Net Leverage Ratio") and (b) the ratio of consolidated EBITDA for the prior four consecutive quarters to consolidated interest expense paid or payable in cash for the prior four consecutive quarters must not be less than 3.00 to 1.00 (the "Consolidated Interest Coverage Ratio"). The Second Amended Credit Agreement also contains customary negative covenants limiting the ability of Cirrus Logic or any Subsidiary to, among other things, incur debt, grant liens, make investments, effect certain fundamental changes, make certain asset dispositions, and make certain restricted payments. Further, the Second Amended Credit Agreement contains customary affirmative covenants, including, among others, covenants regarding the payment of taxes and other obligations, maintenance of insurance, reporting requirements, and compliance with applicable laws and regulations.

As of December 28, 2024, the Company had no amounts outstanding under the Revolving Credit Facility and was in compliance with all covenants under the Second Amended Credit Agreement.

9. Revenues

Disaggregation of revenue

We disaggregate revenue from contracts with customers by product line and ship to location of the customer. Sales are designated in the respective product line categories of Audio and High-Performance Mixed-Signal ("HPMS").

Total net sales based on the product line disaggregation criteria described above are shown in the table below (in thousands).

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
Audio Products	\$ 346,272	\$ 378,597	\$ 881,830	\$ 857,258
HPCS Products	209,466	240,387	589,791	559,805
	\$ 555,738	\$ 618,984	\$ 1,471,621	\$ 1,417,063

The geographic regions that are reviewed are China, the United States, and the rest of the world. Total net sales based on the geographic disaggregation criteria described are as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
China	\$ 373,449	\$ 429,240	\$ 904,899	\$ 899,168
United States	5,638	9,115	13,325	16,157
Rest of World	176,651	180,629	553,397	501,738
	\$ 555,738	\$ 618,984	\$ 1,471,621	\$ 1,417,063

10. Restructuring Costs

In fiscal year 2023, the Company decided to abandon or sublease office space at various properties worldwide to align our real property lease arrangements with our anticipated operating needs. In addition, in fiscal year 2024, the Company announced a workforce reduction of approximately 5% of its global employees. The Company incurred associated severance and other related charges of \$2.3 million in the second quarter of fiscal year 2024. In the third quarter of fiscal year 2024, a recovery of restructuring costs of \$0.4 million was recorded for the settlement of certain lease obligations related to abandoned office space associated with the fiscal year 2023 restructuring event. As of December 28, 2024, remaining restructuring-related liabilities were immaterial and are expected to be substantially paid out in cash during fiscal year 2025.

11. Income Taxes

Our provision for income taxes is based on estimated effective tax rates derived from an estimate of annual consolidated earnings before taxes, adjusted for nondeductible expenses, other permanent items, and any applicable income tax credits.

The following table presents the provision for income taxes (in thousands) and the effective tax rates:

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
Income before income taxes	\$ 153,701	\$ 172,100	\$ 350,309	\$ 304,278
Provision for income taxes	\$ 37,696	\$ 33,377	\$ 90,069	\$ 74,548
Effective tax rate	24.5 %	19.4 %	25.7 %	24.5 %

Our income tax expense was \$37.7 million and \$33.4 million for the third quarters of fiscal years 2025 and 2024, respectively, resulting in effective tax rates of 24.5 percent and 19.4 percent, respectively. Our income tax expense was \$90.1 million and \$74.5 million for the first nine months of fiscal years 2025 and 2024, respectively, resulting in effective tax rates of 25.7 percent and 24.5 percent, respectively.

Effective tax rates for all periods presented were unfavorably impacted by a provision in the Tax Cuts and Jobs Act of 2017 that requires research and development ("R&D") expenditures incurred in tax years beginning after December 31, 2021 to be capitalized and amortized ratably over five or fifteen years depending on the location in which the research activities are conducted, resulting in higher global intangible low-taxed income ("GILTI"), which is treated as a period cost. In addition, our effective tax rates for all periods presented were unfavorably impacted by U.S. tax rules related to refundable tax credits,

including R&D expenditure credits available to us in the United Kingdom, that reduce the amount of foreign tax credits available to offset GILTI. Our effective tax rates for the third quarter of fiscal year 2025 and the first nine months of fiscal years 2025 and 2024, respectively, were higher than the federal statutory rate primarily due to these two items, partially offset by the effect of income earned in certain foreign jurisdictions that is taxed below the federal statutory rate. Our effective rate for the third quarter of fiscal year 2024 was lower than the federal statutory rate due to a one-time tax benefit recorded during that period for a change in capitalized R&D expenditures that decreased GILTI inclusions in our fiscal year 2023 U.S. tax return.

The Company records unrecognized tax benefits for the estimated risk associated with tax positions taken on tax returns. At December 28, 2024, the Company had unrecognized tax benefits of \$32.1 million, all of which would impact the effective tax rate if recognized. The Company's total unrecognized tax benefits are classified as "*Non-current income taxes*" in the Consolidated Condensed Balance Sheets. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. As of December 28, 2024, the balance of accrued interest and penalties, net of tax, was \$11.3 million.

On July 27, 2015, the U.S. Tax Court issued an opinion in Altera Corp. et al. v. Commissioner which concluded that the regulations relating to the treatment of stock-based compensation expense in intercompany cost-sharing arrangements were invalid. In 2016 the U.S. Internal Revenue Service appealed the decision to the U.S. Court of Appeals for the Ninth Circuit (the "Ninth Circuit"). On June 7, 2019, the Ninth Circuit reversed the decision of the U.S. Tax Court and upheld the cost-sharing regulations. On February 10, 2020, Altera Corp. filed a Petition for a Writ of Certiorari with the Supreme Court of the United States, which was denied by the Supreme Court on June 22, 2020. Although the issue is now resolved in the Ninth Circuit, the Ninth Circuit's opinion is not binding in other circuits. The potential impact of this issue on the Company, which is not located within the jurisdiction of the Ninth Circuit, is unclear at this time. We will continue to monitor developments related to this issue and the potential impact of those developments on the Company's current and prior fiscal years.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax in multiple state and foreign jurisdictions. Fiscal years 2017 through 2019 and 2021 through 2024 remain open to examination by the major taxing jurisdictions in which the Company operates.

The Company's fiscal year 2017, 2018, and 2019 federal income tax returns are under examination by the U.S. Internal Revenue Service ("IRS"). The IRS has proposed adjustments that would increase U.S. taxable income related to transfer pricing matters with respect to our U.S. and U.K. affiliated companies. The final Revenue Agent's Report asserted additional tax of approximately \$168.3 million, excluding interest, and imposed penalties of approximately \$ 63.7 million. The Company does not agree with the IRS's positions and has not accrued an additional liability. In July 2024, the Company entered the administrative dispute process with the IRS Independent Office of Appeals ("IRS Appeals"). We intend to vigorously dispute the proposed adjustments and pursue judicial remedies if an acceptable outcome cannot be reached with IRS Appeals. The Company expects it could take a number of years to reach resolution on these matters. Although the final resolution of these matters is uncertain, the Company believes adequate amounts have been reserved in accordance with ASC 740 for any adjustments to the provision for income taxes that may ultimately result. However, if the IRS prevails in these matters, the ultimate amount of assessed tax, interest, and penalties, if any, could be material and may have an adverse impact on our financial position, results of operations, and cash flows in future periods. The Company is not under an income tax audit in any other major taxing jurisdiction.

12. Net Income Per Share

Basic net income per share is based on the weighted effect of common shares issued and outstanding and is calculated by dividing net income by the basic weighted average shares outstanding during the period. Diluted net income per share is calculated by dividing net income by the weighted average number of common shares used in the basic net income per share calculation, plus the equivalent number of common shares that would be issued assuming exercise or conversion of all potentially dilutive common shares outstanding. These potentially dilutive items consist primarily of outstanding stock options and restricted stock units.

The following table details the calculation of basic and diluted earnings per share for the three and nine months ended December 28, 2024 and December 30, 2023 (in thousands, except per share amounts):

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
Numerator:				
Net income	\$ 116,005	\$ 138,723	\$ 260,240	\$ 229,730
Denominator:				
Weighted average shares outstanding	53,081	54,016	53,263	54,449
Effect of dilutive securities	1,995	1,576	2,266	1,711
Weighted average diluted shares	<u>55,076</u>	<u>55,592</u>	<u>55,529</u>	<u>56,160</u>
Basic earnings per share	\$ 2.19	\$ 2.57	\$ 4.89	\$ 4.22
Diluted earnings per share	\$ 2.11	\$ 2.50	\$ 4.69	\$ 4.09

The weighted outstanding shares excluded from our diluted calculation for the three and nine months ended December 28, 2024 were 228 thousand and 224 thousand, respectively, as the shares were anti-dilutive. The weighted outstanding shares excluded from our diluted calculation for the three and nine months ended December 30, 2023 were 388 thousand and 394 thousand, respectively, as the shares were anti-dilutive.

13. Commitments and Contingencies

Capacity Reservation Agreement

On July 28, 2021, the Company entered into a Capacity Reservation and Wafer Supply Commitment Agreement (the "Capacity Reservation Agreement") with GlobalFoundries to provide the Company a wafer capacity commitment and wafer pricing for Company products for calendar years 2022-2026 (the "Commitment Period").

The Capacity Reservation Agreement requires GlobalFoundries to provide, and the Company to purchase, a defined number of wafers on a quarterly basis for the Commitment Period, subject to shortfall payments. In exchange for GlobalFoundries' capacity commitment, the Company paid a \$60 million non-refundable capacity reservation fee, which is amortized over the Commitment Period. The balance of this reservation fee is \$20 million as of December 28, 2024, and is recorded in "Other current assets" and "Other assets" on the Consolidated Condensed Balance Sheets within the short-term or long-term classification, as appropriate. In addition, the Company pre-paid GlobalFoundries \$195 million for future wafer purchases, which are credited back to the Company as a portion of the price of wafers purchased, which began in the Company's second fiscal quarter of 2024. The balance of the prepayment is \$89 million at December 28, 2024, and is currently recorded in "Long-term prepaid wafers" and "Prepaid wafers" on the Consolidated Condensed Balance Sheets.

14. Legal Matters

From time to time, we are involved in legal proceedings concerning matters arising in connection with the conduct of our business activities. We regularly evaluate the status of legal proceedings in which we are involved in order to assess whether a loss is probable or there is a reasonable possibility that a loss or additional loss may have been incurred, and to determine if accruals are appropriate. We further evaluate each legal proceeding to assess whether an estimate of possible loss or range of loss can be made.

Based on current knowledge, management does not believe that there are any pending matters that could potentially have a material adverse effect on our business, financial condition, results of operations or cash flows. However, we are engaged in various legal actions in the normal course of business. There can be no assurances in light of the inherent uncertainties involved in any potential legal proceedings, some of which are beyond our control, and an adverse outcome in any legal proceeding could be material to our results of operations or cash flows for any particular reporting period.

15. Stockholders' Equity

Common Stock

The Company issued a net 0.7 million and 1.0 million of shares of common stock during each of the three and nine months ended December 28, 2024, and issued a net 0.5 million and 0.6 million of shares of common stock for the three and nine months ended December 30, 2023 pursuant to the Company's equity incentive plans.

Share Repurchase Program

The Company's net stock repurchases are subject to a 1 percent excise tax under the Inflation Reduction Act, which is included as a reduction to accumulated earnings in the Consolidated Condensed Statements of Stockholders' Equity. As of December 28, 2024, the Company has accrued approximately \$0.5 million related to this excise tax. Disclosure of repurchased amounts and related average costs exclude the impact of excise taxes.

In July 2022, the Board of Directors authorized the repurchase of up to \$500 million of the Company's common stock. As of December 28, 2024, approximately \$345.9 million of the Company's common stock has been repurchased under the share repurchase authorization, leaving approximately \$ 154.1 million available for repurchase. During the three months ended December 28, 2024, the Company repurchased 0.7 million shares of the Company's common stock for \$ 70.0 million, at an average cost of \$103.18 per share. During the nine months ended December 28, 2024, the Company repurchased 1.4 million shares of the Company's common stock for \$161.0 million, at an average cost of \$ 115.31 per share.

16. Segment Information

We determine our operating segments in accordance with FASB guidelines. Our Chief Executive Officer ("CEO") has been identified as the chief operating decision maker under these guidelines.

The Company operates and tracks its results in one reportable segment, but reports revenue in two product lines, Audio and HPMs. Our CEO receives and uses enterprise-wide financial information to assess financial performance and allocate resources, rather than detailed information at a product line level. Additionally, our product lines have similar characteristics and customers. They share support functions such as sales, public relations, supply chain management, various research and development and engineering support, in addition to the general and administrative functions of human resources, legal, finance and information technology. Therefore, there is no complete, discrete financial information maintained for these product lines. Revenue by product line is disclosed in Note 9 - Revenues.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read along with the unaudited consolidated condensed financial statements and notes thereto included in Item 1 of this Quarterly Report on Form 10-Q, as well as the audited consolidated financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended March 30, 2024, contained in our fiscal year 2024 Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "Commission") on May 24, 2024. We maintain a website at investor.cirrus.com, which makes available free of charge our most recent annual report and all other filings we have made with the Commission.

Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q including Management's Discussion and Analysis of Financial Condition and Results of Operations and certain information incorporated herein by reference contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are based on expectations, estimates, forecasts and projections and the beliefs and assumptions of our management as of the filing of this Form 10-Q. In some cases, forward-looking statements are identified by words such as "expect," "anticipate," "target," "project," "believe," "goals," "estimates," "intend," and variations of these types of words and similar expressions which are intended to identify these forward-looking statements. In addition, any statements that refer to our plans, expectations, strategies or other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are predictions and are subject to risks, uncertainties and assumptions that are difficult to

predict. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements and readers should not place undue reliance on such statements. We undertake no obligation, and expressly disclaim any duty, to revise or update publicly any forward-looking statement for any reason.

For additional information regarding known material factors that could cause our actual results to differ from our projected results, please see *"Item 1A - Risk Factors"* in our 2024 Annual Report on Form 10-K filed with the Commission on May 24, 2024, and in *"Part II, Item 1A - Risk Factors"* within this Quarterly Report on Form 10-Q. Readers should carefully review these risk factors, as well as those identified in other documents filed by us with the Commission.

Overview

Cirrus Logic, Inc. ("Cirrus Logic," "We," "Us," "Our," or the "Company") is a leader in low-power, high-precision mixed-signal processing solutions that create innovative user experiences for the world's top mobile and consumer applications.

The Company remains committed to our three-pronged strategy for growing our business: first, maintaining our leadership position in smartphone audio; second, increasing HPMS content in smartphones; and third, leveraging our strength in audio and HPMS to expand into additional applications and markets with new and existing components. During the third quarter of fiscal year 2025, we continued to execute on these strategic initiatives. We saw strong demand for products shipping into smartphones, including our latest-generation custom boosted amplifier and our first 22-nanometer smart codec, and we continued to gain momentum in laptops. Recent highlights in our PC-focused business include being featured as part of the Intel Arrow Lake reference design, sampling our latest amplifier and codec specifically designed for laptops, and expanding the breadth of content across a variety of new devices. Finally, we began sampling a series of timing products designed for automotive and professional audio applications.

Critical Accounting Policies and Estimates

Our discussion and analysis of the Company's financial condition and results of operations are based upon the unaudited consolidated condensed financial statements included in this report, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts. We evaluate the estimates on an ongoing basis. We base these estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

There have been no significant changes during the three and nine months ended December 28, 2024, to the information provided under the headings *"Critical Accounting Estimates"* and *"Summary of Significant Accounting Policies"* included in our fiscal year 2024 Annual Report on Form 10-K for the fiscal year ended March 30, 2024.

Recently Issued Accounting Pronouncements

For a discussion of recently issued accounting pronouncements, refer to Note 2 of the Notes to the Consolidated Condensed Financial Statements.

Results of Operations

Our fiscal year is the 52- or 53-week period ending on the last Saturday in March. Fiscal year 2025 is a 52-week fiscal year. Fiscal year 2024 was a 53-week fiscal year, including a 14-week fiscal third quarter. Therefore, the three and nine month periods ended December 30, 2023 included an additional week, as compared to the current fiscal year 2025 periods.

The following table summarizes the results of our operations for the three and nine months of fiscal years 2025 and 2024, respectively, as a percentage of net sales. All percentage amounts were calculated using the underlying data in thousands, unaudited:

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
Net sales	100 %	100 %	100 %	100 %
Gross margin	54 %	51 %	52 %	51 %
Research and development	20 %	18 %	22 %	23 %
Selling, general and administrative	7 %	6 %	8 %	8 %
Restructuring costs	— %	— %	— %	— %
Income from operations	26 %	27 %	22 %	20 %
Interest income	2 %	1 %	2 %	1 %
Interest expense	— %	— %	— %	— %
Other income (expense)	— %	— %	— %	— %
Income before income taxes	28 %	28 %	24 %	21 %
Provision for income taxes	7 %	5 %	6 %	5 %
Net income	21 %	23 %	18 %	16 %

Net Sales

Net sales for the third quarter of fiscal year 2025 decreased \$63.2 million, or 10 percent, to \$555.7 million in the third quarter of fiscal year 2024. Net sales from our audio products decreased \$32.3 million, primarily driven by lower smartphone unit volumes in the third quarter of fiscal year 2025, due in part to the third quarter of fiscal year 2024 encompassing one week more of the higher-volume production associated with typical seasonal product ramps and the additional week of revenue as part of a 53-week fiscal year. This decrease was partially offset by increased revenue associated with latest-generation products. Net sales from HPMS products decreased \$30.9 million for the quarter versus the third quarter of fiscal year 2024, primarily due to lower smartphone unit volumes, partially offset by revenue associated with latest-generation products.

Net sales for the first nine months of fiscal year 2025 increased \$54.6 million, or 4 percent, to \$1.5 billion from \$1.4 billion for the first nine months of fiscal year 2024. Net sales from our audio products increased \$24.6 million, primarily driven by sales associated with latest-generation products and higher smartphone unit volumes, partially offset by lower general market sales. Net sales from HPMS products increased \$30.0 million for the year versus the first nine months of fiscal year 2024, primarily due to higher content in smartphones and sales associated with latest-generation products, partially offset by lower general market sales.

International sales, including sales to U.S.-based end customers that manufacture products through contract manufacturers or plants located overseas, were approximately 99 percent of net sales for the third quarters of fiscal years 2025 and 2024, and for each of the first nine month periods of fiscal years 2025 and 2024. Our sales are denominated primarily in U.S. dollars.

Since the components we produce are largely proprietary, we consider our end customer to be the entity specifying the use of our component in their design. These end customers may purchase our products directly from us, through distributors, or third-party manufacturers contracted to produce their designs. For each of the third quarters of fiscal years 2025 and 2024, our ten largest end customers represented approximately 96 percent of our net sales, and 96 percent and 95 percent of our net sales for the first nine months of fiscal years 2025 and 2024, respectively.

We had one end customer, Apple Inc., that purchased through multiple contract manufacturers and represented approximately 91 percent and 89 percent of the Company's total net sales for the third quarter of fiscal years 2025 and 2024, respectively, and 90 percent and 87 percent for the first nine months of fiscal years 2025 and 2024, respectively.

No other end customer or distributor represented more than 10 percent of net sales for the three and nine months ended December 28, 2024 or December 30, 2023.

For more information, please see "Part II, Item 1A - Risk Factors" — "We depend on a limited number of customers and distributors for a substantial portion of our sales, and the loss of, or a significant reduction in orders from, or pricing on products sold to, any key customer or distributor could significantly reduce our sales and our profitability."

Gross Margin

Gross margin was 53.6 percent in the third quarter of fiscal year 2025, up from 51.3 percent in the third quarter of fiscal year 2024, largely due to a shift in mix toward higher margin products, partially offset by higher inventory reserves and supply chain costs.

Gross margin was 52.3 percent for the first nine months of fiscal year 2025, up from 51.1 percent for the first nine months of fiscal year 2024 due to a shift in mix toward higher margin products and, to a lesser extent, favorable freight costs, partially offset by higher inventory reserves and supply chain costs.

Research and Development Expense

Research and development expense for the third quarter of fiscal year 2025 was \$113.0 million, an increase of \$0.3 million, from \$112.7 million in the third quarter of fiscal year 2024. Significant drivers included increased employee-related costs, partially offset by reduced stock-based compensation costs and increased R&D incentives in the current quarter.

Research and development expense for the first nine months of fiscal year 2025 was \$331.3 million, an increase of \$8.2 million, from \$323.1 million for the first nine months of fiscal year 2024 primarily due to increased employee-related, variable compensation, and facilities-related costs, partially offset by reduced acquisition-related costs, stock-based compensation, increased R&D incentives, and an investment write-off that occurred in the first quarter of fiscal year 2024.

Selling, General and Administrative Expense

Selling, general and administrative expense for the third quarter of fiscal year 2025 was \$39.0 million, an increase of \$1.4 million, from \$37.6 million in the third quarter of fiscal year 2024, due primarily to increased employee-related expenses.

Selling, general and administrative expense for the first nine months of fiscal year 2025 was \$113.6 million, an increase of \$6.3 million, from \$107.3 million for the first nine months of fiscal year 2024, primarily due to increased employee-related expenses, variable compensation costs, and lease impairment and settlement activity for the period.

Restructuring Costs

Restructuring costs (recoveries) for the third quarter and first nine months of fiscal year 2024 were \$(0.4) million and \$2.0 million, respectively. These costs were primarily related to the facilities restructuring and workforce reduction actions previously disclosed. See Note 10 - Restructuring Costs for additional information.

Interest Income

The Company reported interest income of \$8.4 million and \$25.2 million for the three and nine months ended December 28, 2024, respectively, and \$5.1 million and \$13.9 million for the three and nine months ended December 30, 2023, respectively. Interest income increased in the current period due to higher yields on higher combined average cash, cash equivalents and marketable securities balances, compared to the prior period.

Interest Expense

The Company reported interest expense of \$0.2 million and \$0.7 million for the three and nine months ended December 28, 2024, respectively, and \$0.2 million and \$0.7 million for the three and nine months ended December 30, 2023, respectively. Interest expense consists primarily of commitment fees associated with the Company's Revolving Credit Facility (see Note 8 - Revolving Credit Facility of the Notes to the Consolidated Condensed Financial Statements).

Other Income (Expense)

For the three and nine months ended December 28, 2024, the Company reported other expense of \$0.2 million and \$1.4 million in other income, respectively, and \$0.3 million and an immaterial amount of other expense for the three and nine

months ended December 30, 2023, respectively. This activity primarily related to non-investment related income and remeasurement on foreign currency denominated monetary assets and liabilities.

Income Taxes

Our provision for income taxes is based on estimated effective tax rates derived from an estimate of annual consolidated earnings before taxes, adjusted for nondeductible expenses, other permanent items and any applicable credits.

The following table presents the provision for income taxes (in thousands) and the effective tax rates:

	Three Months Ended		Nine Months Ended	
	December 28, 2024	December 30, 2023	December 28, 2024	December 30, 2023
Income before income taxes	\$ 153,701	\$ 172,100	\$ 350,309	\$ 304,278
Provision for income taxes	\$ 37,696	\$ 33,377	\$ 90,069	\$ 74,548
Effective tax rate	24.5 %	19.4 %	25.7 %	24.5 %

Our income tax expense for the third quarter of fiscal year 2025 was \$37.7 million compared to \$33.4 million for the third quarter of fiscal year 2024, resulting in effective tax rates of 24.5 percent and 19.4 percent, respectively. Our income tax expense was \$90.1 million and \$74.5 million for the first nine months of fiscal years 2025 and 2024, respectively, resulting in effective tax rates of 25.7 percent and 24.5 percent, respectively. Effective tax rates for all periods presented were unfavorably impacted by a provision in the Tax Cuts and Jobs Act of 2017 that requires R&D expenditures incurred in tax years beginning after December 31, 2021 to be capitalized and amortized ratably over five or fifteen years depending on the location in which the research activities are conducted, resulting in higher GILTI, which is treated as a period cost. In addition, our effective tax rates for all periods presented were unfavorably impacted by U.S. tax rules related to refundable tax credits, including R&D expenditure credits available to us in the United Kingdom, that reduce the amount of foreign tax credits available to offset GILTI. Our effective tax rates for the third quarter of fiscal year 2025 and the first nine months of fiscal years 2025 and 2024, respectively, were higher than the federal statutory rate primarily due to these two items, partially offset by the effect of income earned in certain foreign jurisdictions that is taxed below the federal statutory rate. Our effective tax rate for the third quarter of fiscal year 2024 was lower than the federal statutory rate due to a one-time tax benefit recorded during that period for a change in capitalized R&D expenditures that decreased GILTI inclusions in our fiscal year 2023 U.S. tax return.

Liquidity and Capital Resources

We require cash to fund our operating expenses and working capital requirements, including outlays for inventory, capital expenditures, share repurchases, and strategic acquisitions. Our principal sources of liquidity are cash on hand, cash generated from operations, cash generated from the sale and maturity of marketable securities, and available borrowings under our \$300 million Revolving Credit Facility.

Cash generated from our operating activities is net income adjusted for certain non-cash items and changes in working capital. Cash generated from operations was \$314.0 million for the first nine months of fiscal year 2025 versus \$251.1 million generated for the corresponding period of fiscal year 2024. The cash flow from operations during the first nine months of fiscal year 2025 was related to the cash components of our net income and a \$57.4 million unfavorable change in working capital, primarily as a result of increases in accounts receivables and inventory, partially offset by increases in prepaid wafer usage (related to the Capacity Reservation Agreement), income taxes payable, and accounts payable and other accrued liabilities. The cash flow from operations during the corresponding period of fiscal year 2024 was related to the cash components of our net income and an \$87.4 million unfavorable change in working capital, primarily as a result of an increase in accounts receivables and inventory and decreases in accounts payable and other accrued liabilities and acquisition-related liabilities, partially offset by prepaid wafer usage (related to the Capacity Reservation Agreement) beginning in the second quarter of fiscal year 2024.

Net cash used in investing activities was \$111.2 million during the first nine months of fiscal year 2025 versus \$60.8 million during the first nine months of fiscal year 2024. The cash used in investing activities in the first nine months of fiscal year 2025 was related to net purchases of marketable securities of \$91.6 million and capital expenditures and technology investments of \$19.6 million. The cash used in investing activities in the corresponding period in fiscal year 2024 was related to capital expenditures and technology investments of \$30.7 million and net purchases of marketable securities of \$30.1 million.

Net cash used in financing activities was \$179.1 million during the first nine months of fiscal year 2025 and was primarily associated with stock repurchases for the period of \$161.0 million. The cash used in financing activities during the first nine months of fiscal year 2024 of \$152.2 million was primarily associated with stock repurchases during the period of \$136.0 million.

Our future capital requirements will depend on many factors, including the rate of sales growth, market acceptance of our products, the timing and extent of research and development projects, potential future acquisitions of companies or technologies, inventory build, and commitments under the Capacity Reservation Agreement with GlobalFoundries (discussed further in Note 13 - Commitments and Contingencies of the Notes to the Consolidated Condensed Financial Statements). We believe our expected future cash earnings, existing cash, cash equivalents, investment balances, and available borrowings under our Revolving Credit Facility will be sufficient to meet our capital requirements both domestically and internationally, in the short-term (i.e. the next 12 months) and in the long-term, although we could be required, or could elect, to seek additional funding prior to that time.

Revolving Credit Facility

On July 8, 2021, the Company entered into a second amended and restated credit agreement (the "Second Amended Credit Agreement") with Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto. The Second Amended Credit Agreement provides for a \$300 million senior secured revolving credit facility (the "Revolving Credit Facility"). The Revolving Credit Facility matures on July 8, 2026 (the "Maturity Date"). The Revolving Credit Facility is required to be guaranteed by all of Cirrus Logic's material domestic subsidiaries ("Subsidiary Guarantors"). The Revolving Credit Facility is secured by substantially all the assets of Cirrus Logic and any Subsidiary Guarantors, except for certain excluded assets.

On March 20, 2023, the Company, entered into the First Amendment (the "Amendment") to its Second Amended Credit Agreement, with the lending institutions party thereto and Wells Fargo Bank, National Association, as administrative agent. The Amendment updates the benchmark interest rate provisions to replace LIBOR with Term SOFR, for the purposes of calculating interest under the terms of the Second Amended Credit Agreement.

As of December 28, 2024, the Company had no amounts outstanding under the Revolving Credit Facility and was in compliance with all covenants under the Second Amended Credit Agreement.

See Note 8 — Revolving Credit Facility for additional information including material terms and related covenants.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks associated with interest rates on our debt securities, currency movements on non-functional currency assets and liabilities, and the effect of market factors on the value of our marketable securities. We assess these risks on a regular basis and have established policies that are designed to protect against the adverse effects of these and other potential exposures. We use forward contracts to manage exposure to foreign currency exchange risk attributable to certain non-U.S. dollar balance sheet exposures. Gains and losses from these foreign currency forward contracts are recognized currently in earnings along with the gains and losses resulting from remeasuring the underlying exposures. Information about our market risks as of December 28, 2024, does not materially differ from the description of our market risks included in "Part II – Item 7A – Quantitative and Qualitative Disclosures about Market Risk" within our fiscal year 2024 Annual Report on Form 10-K filed with the Commission on May 24, 2024. For related financial statement impact see Note 5 - Derivative Financial Instruments.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

As required by Rule 13a-15(b) of the Exchange Act, we have evaluated, under the supervision and with the participation of our management, including our chief executive officer (CEO) and interim chief financial officer (CFO), the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Commission rules and forms and (ii) accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Based upon the evaluation, our management, including our CEO and CFO, has concluded that our disclosure controls and procedures were effective as of December 28, 2024.

Changes in control over financial reporting

There has been no change in the Company's internal control over financial reporting during the quarter ended December 28, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information regarding legal proceedings to which the Company is a party is set forth in Note 14 – Legal Matters to our unaudited consolidated condensed financial statements and is incorporated herein by reference.

ITEM 1A. RISK FACTORS

In evaluating all forward-looking statements, you should specifically consider risk factors that may cause actual results to vary from those contained in the forward-looking statements. Various risk factors associated with our business are included in our Annual Report on Form 10-K for the year ended March 30, 2024, as filed with the Commission on May 24, 2024, and available at www.sec.gov. Other than as set forth below, there have been no material changes to those risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended March 30, 2024.

We depend on a limited number of customers and distributors for a substantial portion of our sales, and the loss of, or a significant reduction in orders from, or pricing on products sold to, any key customer or distributor could significantly reduce our sales and our profitability.

While we generate sales from a broad base of customers worldwide, the loss of any of our key customers, or a significant reduction in sales or selling prices to any key customer, or reductions in selling prices made to retain key customer relationships, would significantly reduce our revenue, margins and earnings and adversely affect our business. For each of the third quarters of fiscal years 2025 and 2024, our ten largest end customers represented approximately 96 percent of our net sales. For the first nine months of fiscal years of 2025 and 2024, our ten largest end customers represented approximately 96 percent and 95 percent of our net sales, respectively. We had one end customer, Apple Inc., that purchased through multiple contract manufacturers and represented approximately 91 percent and 89 percent of the Company's total net sales for the third quarter of fiscal years 2025 and 2024, respectively, and 90 percent and 87 percent for the first nine months of fiscal years of 2025 and 2024, respectively. No other end customer or distributor represented more than 10 percent of net sales for the three and nine months ended December 28, 2024, or December 30, 2023.

We may not be able to maintain or increase sales to certain of our key customers for a variety of reasons, including:

- most of our customers can stop incorporating our products into their own products with limited notice to us and suffer little or no penalty;
- our agreements with our customers typically do not require them to purchase a minimum quantity of our products;
- many of our customers have pre-existing or concurrent relationships with our current or potential competitors that may affect the customers' decisions to purchase our products;
- many of our customers have sufficient resources to internally develop technology solutions and semiconductor components that could replace the products that we currently supply in our customers' end products;
- our customers face intense competition from other manufacturers that do not use our products;
- our customers may be subject to investigations and litigation that could result in injunctive or other relief that negatively impacts sales of their products, which in turn would result in a decrease in demand for our products;
- our customers regularly evaluate alternative sources of supply in order to diversify their supplier base, which increases their

negotiating leverage with us and their ability to either obtain or dual-source components from other suppliers; and

- our current customers may be hesitant in some cases to award new business to us based on their desire to manage their supply chain risks around any potential over-dependence on a supplier or supply chain.

In addition, our dependence on a limited number of key customers may make it easier for them to demand favorable commercial terms or to pressure us on price reductions or to not accept price increases resulting from unexpected or additional cost increases or fees associated with our suppliers. We have experienced pricing pressure from certain key customers, and we expect that the average selling prices ("ASPs") for certain of our products will decline from time to time, potentially reducing our revenue, margins, and earnings.

Our key customer relationships often require us to develop new products that may involve significant technological challenges. Our customers frequently place considerable pressure on us to meet tight development schedules. In addition, we have entered, and may again enter in the future, into customer agreements providing for exclusivity periods during which we may only sell specified products or technology to a specific customer. Even without exclusivity periods, the products that we develop are often specific to our customer's system architecture and frequently cannot be sold to other customers. Accordingly, we have in the past and may in the future devote a substantial amount of resources to strategic relationships, which could detract from or delay our completion of other important development projects or the development of next-generation products and technologies. Notwithstanding our efforts, our customers are not always obligated to purchase new products that we develop for them, and their failure to do so could have a material effect on our operating results, financial condition, and cash flows. For example, in April 2023, we were informed that a new product that we had developed for a key customer for introduction in the fall of calendar 2023 was no longer expected to come to market as planned.

Our reliance on certain customers may continue to increase, which could heighten the risks associated with having key customers, including making us more vulnerable to significant reductions in revenue, margins, and earnings; pricing pressure; and other adverse effects on our business.

We depend on the use of information technology systems; disruptions to these systems could impact our ability to perform necessary business operations and have an adverse impact on our financial condition.

Our business relies on the security and availability of our information technology systems and solutions, such as hardware, software, cloud services, and networks. This includes, among other things, human capital solutions, financial solutions, customer relationship management solutions, design and software development solutions and tools, and data center processing. While we own and manage some of these information technology systems directly, we also rely on third-party information technology systems in the operation of our business. Our operations could be harmed and our costs could increase if any of these systems are disrupted for any reason, including information technology system failures or cyber-attacks; natural disasters; power or water shortages; political, social or economic instability including military, terrorist, or other catastrophic events; labor disruptions; insolvency of third-parties on which we rely; or other operational issues or system failures. We have experienced outages in the past and could be subjected to periods in which our systems and solutions or the third-party systems on which we rely are negatively impacted, degraded or unavailable, potentially for extended periods of time. If this were to occur, we could be subject to data loss or corruption, inability to accurately process or record transactions, reputational harm, litigation, indemnity obligations and other liabilities, and our business, revenues, profitability and financial condition could be negatively impacted.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information about purchases of equity securities that are registered by us pursuant to Section 12 of the Exchange Act during the three months ended December 28, 2024 (in thousands, except per share amounts):

Monthly Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)
September 29, 2024 - October 26, 2024	—	\$ —	—	\$ 224,147
October 27, 2024 - November 23, 2024	610	\$ 102.58	610	\$ 161,604
November 24, 2024 - December 28, 2024	69	\$ 108.53	69	\$ 154,110
Total	679	\$ 103.18	679	\$ 154,110

(1) As of December 28, 2024, the Company has one active share repurchase authorization, the \$500 million in share repurchases authorized by the Board of Directors in July 2022. Share repurchases are to be funded from existing cash and intended to be effected from time to time in accordance with applicable securities laws through the open market, including pursuant to a Rule 10b5-1 trading plan, or in privately negotiated transactions. The timing of repurchases and the actual amount purchased depend on a variety of factors including general market and economic conditions and other corporate considerations. The authorization does not have an expiration date, does not obligate the Company to repurchase any particular amount of common stock, and may be modified or suspended at any time at the Company's discretion. The Company's repurchases reflected in the table above were made in the open market and were funded from existing cash. All shares of our common stock that were repurchased were retired as of December 28, 2024.

The Company's net stock repurchases are subject to a 1 percent excise tax under the Inflation Reduction Act, which is included as a reduction to accumulated earnings in the Consolidated Condensed Statements of Stockholders' Equity. Disclosure of repurchased amounts and related average costs exclude the impact of excise taxes.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Trading Arrangements

None of our directors or Section 16 officers entered into, modified, or terminated a Rule 10b5-1 or non-Rule 10b5-1 trading arrangement for the purchase or sale of Company securities during the third quarter of fiscal year 2025.

ITEM 6. EXHIBITS

The following exhibits are filed as part of or incorporated by reference into this Report:

Number	Description
3.1	Amended and Restated Certificate of Incorporation of Registrant, filed with the Delaware Secretary of State on July 26, 2024 (1)
3.2	Amended and Restated Bylaws of Registrant (2)
10.1	Cirrus Logic, Inc. 2018 Long Term Incentive Plan Notice of Grant of MSU Performance Award
10.2	Cirrus Logic, Inc. 2018 Long Term Incentive Plan Notice of Grant of PSU Performance Award
31.1	Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Principal Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File but XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

1. Incorporated by reference to Exhibit 2 to the Registrant's Definitive Proxy Statement filed with the Commission on June 3, 2024 (Registration No. 000-17795).
2. Incorporated by reference from Registrant's Report on Form 8-K filed with the Commission on March 8, 2023 (Registration No. 000-17795).

* The certifications attached as Exhibits 32.1 and 32.2 accompanying this Quarterly Report on Form 10-Q are deemed furnished and not filed with the SEC and are not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CIRRUS LOGIC, INC.

Date: February 4, 2025

/s/ Ulf Habermann

Ulf Habermann

Interim Chief Financial Officer



**CIRRUS LOGIC, INC. 2018 LONG TERM INCENTIVE PLAN
NOTICE OF GRANT OF MSU PERFORMANCE AWARD**

Holder's Name: %%FIRST_NAME_MIDDLE_NAME_LAST_NAME%%-%

Holder's Address: %%ADDRESS_LINE_1%%-%
%%ADDRESS_LINE_2%%-%
%%ADDRESS_LINE_3%%-%
%%CITY%%-%, %%STATE%%-% %%ZIPCODE%%-% %%COUNTRY%%-%

You ("Holder") are hereby granted a performance award (this "Performance Award") of Restricted Stock Units referred to as Market Stock Units ("MSUs"), whereby each MSU represents the right to receive shares of Common Stock of Cirrus Logic, Inc. following the applicable vesting date, subject to the terms and conditions of the Cirrus Logic, Inc. 2018 Long Term Incentive Plan (the "Plan") and the related Performance Award Agreement (the "Performance Award Agreement"), as set forth below. Capitalized terms used but not defined herein shall have the meanings set forth in the Plan. The term "Performance Award" shall have the same meaning as the term "Performance Award" set forth in the Plan, and this Award, the Performance Award Agreement, and the Plan shall each be interpreted accordingly.

Grant Number: %%OPTION_NUMBER%%-%

Date of Grant: %%OPTION_DATE%%-%

Target Number of
Performance Awards Granted: %%TOTAL_SHARES_GRANTED%%-%

Maximum Number of MSUs: 2 Times Target Number of Performance Awards Granted above.

Performance Period: 3 Years

Performance Measures: Relative Total Shareholder Return as defined by the Company's Compensation Committee

Expiration Date to Accept: 2 business days prior to vest date

Failure to execute and return the documents applicable to this Award before the Expiration Date to Accept set forth above will render this Award and the grant of the Performance Award invalid.

By your signature or electronic acceptance of this Notice of Grant and the signature of the Company's representative below, you and the Company hereby acknowledge your acceptance of this Award of MSUs granted on the Date of Grant indicated above, which has been issued under the terms and conditions of the Plan and the Performance Award Agreement. You further acknowledge receipt of a copy of the Plan and the Performance Award Agreement and agree to all of the terms and conditions of the Plan and the Performance Award Agreement, which are incorporated in this Award by reference.

HOLDER: CIRRUS LOGIC, INC.

Signature _____

Gregory S. Thomas

By: 

%%FIRST_NAME_MIDDLE_NAME_LAST_NAME%%

Printed Name

Date



**CIRRUS LOGIC, INC. 2018 LONG TERM INCENTIVE PLAN
NOTICE OF GRANT OF PSU PERFORMANCE AWARD**

Holder's Name: %%FIRST_NAME_MIDDLE_NAME_LAST_NAME%-%

Holder's Address: %%ADDRESS_LINE_1%-%
%%ADDRESS_LINE_2%-%
%%ADDRESS_LINE_3%-%
%%CITY%-%, %%STATE%-% %%ZIPCODE%-% %%COUNTRY%-%

You ("Holder") are hereby granted a performance award (this "Performance Award") of Restricted Stock Units referred to as Performance Stock Units ("PSUs"), whereby each PSU represents the right to receive shares of Common Stock of Cirrus Logic, Inc. following the applicable vesting date, subject to the terms and conditions of the Cirrus Logic, Inc. 2018 Long Term Incentive Plan (the "Plan") and the related Performance Award Agreement (the "Performance Award Agreement"), as set forth below. Capitalized terms used but not defined herein shall have the meanings set forth in the Plan. The term "Performance Award" shall have the same meaning as the term "Performance Award" set forth in the Plan, and this Award, the Performance Award Agreement, and the Plan shall each be interpreted accordingly.

Grant Number: %%OPTION_NUMBER%-%

Date of Grant: %%OPTION_DATE%-%

Target Number of Performance

Awards Granted: %%TOTAL_SHARES_GRANTED%-%

Maximum Number of PSUs: 2 Times Target Number of Performance Awards Granted above.

Performance Period: 3 fiscal years, with annual payouts calculated at the end of each fiscal year.

Performance Measures: Strategic product revenue and revenue growth as defined by the Company's Compensation Committee

Expiration Date to Accept: 2 business days prior to vest date

Failure to execute and return the documents applicable to this Award before the Expiration Date to Accept set forth above will render this Award and the grant of the Performance Award invalid.

By your signature or electronic acceptance of this Notice of Grant and the signature of the Company's representative below, you and the Company hereby acknowledge your acceptance of this Award of PSUs granted on the Date of Grant indicated above, which has been issued under the terms and conditions of the Plan and the Performance Award Agreement. You further acknowledge receipt of a copy of the Plan and the Performance Award Agreement and agree to all of the terms and conditions of the Plan and the Performance Award Agreement, which are incorporated in this Award by reference.

HOLDER: CIRRUS LOGIC, INC.

Signature _____

Gregory S. Thomas

By: 

%%FIRST_NAME_MIDDLE_NAME_LAST_NAME%%

Printed Name

Date

CERTIFICATION

pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, John M. Forsyth, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cirrus Logic, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 4, 2025

/s/ John M. Forsyth

John M. Forsyth

President and Chief Executive Officer

CERTIFICATION

pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Ulf Habermann, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cirrus Logic, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 4, 2025

/s/ Ulf Habermann
Ulf Habermann
Interim Chief Financial Officer

**Certification Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Cirrus Logic, Inc. (the "Company") on Form 10-Q for the period ended December 28, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John M. Forsyth, Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Date: February 4, 2025

/s/ John M. Forsyth
John M. Forsyth
President and Chief Executive Officer

**Certification Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Cirrus Logic, Inc. (the "Company") on Form 10-Q for the period ended December 28, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ulf Habermann, Interim Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Date: February 4, 2025

/s/ Ulf Habermann
Ulf Habermann
Interim Chief Financial Officer