

MINDSPEED TECHNOLOGIES, INC  
Form 8-K  
June 02, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (date of earliest event reported): **May 29, 2008**

**MINDSPEED TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**000-50499**  
(Commission File Number)

**01-0616769**  
(I.R.S. Employer  
Identification No.)

**4000 MacArthur Boulevard, East Tower**

**Newport Beach, California 92660-3095**

(Address of Principal Executive Offices) (Zip Code)

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(949) 579-3000

(Registrant's telephone number,

including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.03 Material Modification to Rights of Security Holders.**

On June 2, 2008, Mindspeed Technologies, Inc. (the Company) issued a press release regarding a one-for-five reverse stock split of the Company's outstanding common stock to be effective at 11:59 p.m. EDT on June 30, 2008. In connection with the reverse stock split, the conversion price for the Company's 3.75% convertible senior notes due in November 2009 will be adjusted from \$2.31 per share of common stock to \$11.55 effective July 1, 2008. In addition, proportional adjustments will be made to the Company's stock options and other equity incentive awards, equity compensation plans and outstanding warrants. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

The description set forth under Item 3.03 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of the Company, dated June 2, 2008.

**SIGNATURE**

SIGNATURE



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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 hereunto duly authorized.

**MINDSPEED TECHNOLOGIES, INC.**

Date: June 2, 2008

By:

/s/ Brandi R. Steege  
Brandi R. Steege  
Vice President, Legal, and Secretary

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release of the Company, dated June 2, 2008.