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December 11, 2013

Public Company Accounting Oversight Board
Attention: Office of the Secretary
1666 K Street, NW
Washington, DC 20006-2803

RE: PCAOB Rulemaking Docket Matter No. 34

Dear Board Members,

Cirrus Logic appreciates the opportunity to comment on the PCAOB Rulemaking Docket Matter No. 34 – *"Concept Release on Possible Revisions to PCAOB Standard Related to Reports on Audited Financial Statements and Related Amendments to PCAOB Standards"* dated June 21, 2011.

We appreciate the Board's efforts to consider changing the audit reports for financial statements to enhance the usefulness for the investor community. We acknowledge the concerns addressed in the concept release and agree that investors should receive useful and relevant financial information on a timely basis. However, we do not support the Board's proposals in their current form.

We are concerned that the Board's proposal to discuss critical audit matters (CAM) in the auditor's report may be construed as an implicit qualification of the audit creating a perception that there may be weaknesses or deficiencies in management's judgment, financial statement estimates or internal control environment. The pass/fail model has served constituents well precisely because an opinion is expressed on the financial statements taken as a whole. While we strongly support the decision to retain the pass/fail model, the subjective nature of the definition, interpretation and ultimately the description in the auditor's report of CAM's increases the likelihood that users may perceive different levels of assurance on different areas of the financial statements. If the perception of the auditor opinion is compromised, all stakeholders will be ill-served as corporate governance, auditor independence and user investment decisions could be adversely impacted.

Intelligent users of financial statements understand that extensive information related to matters that may qualify CAMs is already available in existing disclosures. Quarterly and annual financial reports filed with the SEC already include extensive disclosures of critical accounting policies, significant estimates, business and operating trends, as well as financial operating risks. Given the litigious environment in the U.S., preparers are often reluctant to remove existing disclosures. Moreover, due to the nature and sheer volume of these disclosures, a meaningful portion may occur outside of the periodic SEC filings. While sophisticated users understand and know how to find these disclosures, all of this contributes to a complex patchwork of disclosures that may hinder the casual user's ability to fully comprehend the information that is readily available. Accordingly, we believe any user frustration regarding the audit process is symptomatic of a larger issue, disclosure overload, that the Board should address with the SEC and other standard setters and regulators to develop a more robust, transparent and user friendly disclosure framework.

Many entities operate in complex industries with unique challenges based on the prevailing business or economic climate. During the course of an audit, auditors naturally many encounter areas that involve difficult, subjective or complex judgments that require communication to the audit committee, consultation with experts or require extensive documentation. We are concerned that the practical application of the identification, documentation and justification of conclusions regarding inclusion of CAMs in the auditor's report will result in an overabundance of caution by the auditors. In other words, auditors will be motivated to include more rather than less CAMs in the auditor's report to avoid being second guessed during the PCAOB inspection process. Consequently, the auditor's report, at the expense of clarity of the auditor's opinion, will inappropriately become a mechanism to communicate matters of importance or significance related to an entity's financial reporting.

Financial statement users may confuse the roles of the auditor, management and the audit committee. Management is responsible for preparing and filing all financial reports. The financial reporting process is overseen by the audit committee, which oversees a reporting entity's accounting policies, internal controls, financial reports and the audit process. The auditor should never be the first source of information, provide disclosure of information that is not otherwise required to be disclosed by management or have the appearance that it is making financial reporting decisions on behalf of management. Any confusion of these roles could undermine both the reporting entity's corporate governance as well as the auditor independence.

It is also likely that reporting entities will incur incremental costs associate with the increased documentation requirements as auditors will now be compelled to justify in their work papers why certain items either qualify or do not qualify as CAMs. When coupled with the potential harm to investors, corporate governance and auditor independence, we do not see any incremental benefit to users from the Board's proposal. Notwithstanding the Board's stated objective, it appears that the practical purpose of the Board's proposal is to highlight significant disclosures and risks for users of financial statements. Given the level of disclosure information that is already available to users and the cost involved, we cannot support the Board's proposal.

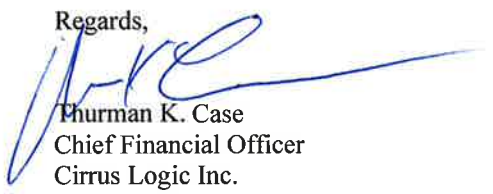
A second point in the proposed audit standard relates to reporting on other information. We agree that users may benefit from a clearer articulation in the auditors' report of the auditors responsibility for the other information in annual reports filed with the SEC. However, we are concerned that the Board has proposed a more stringent standard of auditor involvement with other information. Rather than "read and consider," the auditor is required to "read and evaluate" whether other information is materially consistent with the audited financial statements. It is unclear to what extent the Board intended to substantively change the auditor's responsibilities relate to other information or if the Board simply intends to enhance users' understanding of auditors' existing responsibilities related to other information. If it is the Board's intent to substantively change the auditors existing responsibilities, we encourage the Board to consider whether it is necessary for users to expect auditors to provide incremental assurance on other information as rigorous and effective procedures already exist to ensure other information is materially consistent with the audited financial statements.

Current laws and regulations require CEO and CFO certification of disclosure required in the annual and quarterly reports, as well as the establishment of disclosure controls. Public companies are subject to independent audit committee oversight of annual and quarterly financial reporting. Moreover, many disclosures outside of the primary financial statements, such as in the MD&A, are more subjective or forward looking. These disclosures are based on management's analysis and insights and often may not be objectively verifiable. We believe it would be extremely difficult for the auditors to evaluate this information effectively. Given the inherent limitations associated with such an increase in the auditor's scope, and the difficulties this would pose to both auditors and management, it may be necessary to curtail the amount or type of information disclosed in the MD&A, ultimately reducing the overall insight and benefit to users. Lastly, questions regarding the auditor's independence may also surface as an increased level of assurance on subjective or forward looking information may be seen as advocating or challenging the decisions of management.

We do not believe the increase in audit fees, as they would invariably be raised due to these increased requirements by the auditors, as well as any indirect costs related to increased management time and focus, justify a change in scope. While we support clarification of the auditor's report to explain the auditor's responsibilities related to other information, we do not support the proposal as written. We encourage the Board to retain the existing requirement to "read and consider" and revised the proposed language in the auditor's report accordingly.

We appreciate the opportunity to comment on the proposal. If you have any questions, please contact me directly at 512-851-4547.

Regards,



Thurman K. Case
Chief Financial Officer
Cirrus Logic Inc.