

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Cadence Design Systems, Inc. to Withdraw its Common Stock, \$.01 par value, and the Preferred Share Purchase Rights from Listing and Registration on the New York Stock Exchange, Inc. File No. 1-10606

December 16, 2005

On October 27, 2005, Cadence Design Systems, Inc., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, \$.01 par value, and the preferred share purchase rights (collectively "Securities"), from listing and registration on the New York Stock Exchange, Inc. ("NYSE"). Notice of such application requesting comments was published in the Federal Register on November 25, 2005.<sup>3</sup> No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("Board") of the Issuer unanimously approved a resolution on October 24, 2005 to withdraw the Securities from listing and registration on NYSE and to list the Securities on the Nasdaq National Market ("Nasdaq"). The Issuer stated that the Board determined that it is in the best interests of the Issuer to withdraw the Securities from NYSE and list the Securities on Nasdaq. In addition, the Issuer stated that as a result of the Issuer's participation in Nasdaq's dual-listing program, pursuant to which the Issuer's common stock was listed on both NYSE and Nasdaq, the Board has determined that Nasdaq is the preferred marketplace for many of the Issuer's institutional investors and that listing solely on Nasdaq

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<sup>1</sup> 15 U.S.C. 78j(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 52796 (November 18, 2005), 70 FR 71177.

would be cost-effective for the Issuer without adversely affecting the market for the Issuer's common stock.

The Issuer stated in its application that it has complied with NYSE's rules governing an issuer's voluntary withdrawal of a security from listing and registration by providing NYSE with the required documents governing the removal of securities from listing and registration on NYSE. The Issuer's application relates solely to the withdrawal of the Security from listing on NYSE and from registration under Section 12(b) of the Act,<sup>4</sup> and shall not affect their obligation to be registered under Section 12(g) of the Act.<sup>5</sup>

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on December 19, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>6</sup>

Jonathan G. Katz  
Secretary

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<sup>4</sup> 15 U.S.C. 781(b).

<sup>5</sup> 15 U.S.C. 781(g).

<sup>6</sup> 17 CFR 200.30-3(a)(1).