

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of 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

November 18, 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").

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 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

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

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>3</sup> and shall not affect its obligation to be registered under Section 12(g) of the Act.<sup>4</sup>

Any interested person may, on or before December 14, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of NYSE, and what terms, if any, should be imposed by the Commission for the protection of investors.

All comment letters may be submitted by either of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/delist.shtml>);

or

- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include the File Number 1-10606

or;

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number 1-10606. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also

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

<sup>3</sup> 15 U.S.C. 78j(b).

available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Jonathan G. Katz  
Secretary

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

<sup>5</sup> 17 CFR 200.30-3(a)(1).