

CADENCE DESIGN SYSTEMS INC

Form S-8

October 25, 2012

As filed with the Securities and Exchange Commission on October 25, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CADENCE DESIGN SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of

**77-0148231**

(I.R.S. Employer

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incorporation or organization)

Identification No.)

**2655 Seely Avenue, Building 5**

**San Jose, California 95134**

(Address of Principal Executive Offices) (Zip Code)

**1995 Directors Stock Incentive Plan**

(formerly the 1995 Directors Stock Option Plan )

(Full title of the plan)

**James J. Cowie, Esq.**

**Senior Vice President, General Counsel and Secretary**

**Cadence Design Systems, Inc.**

**2655 Seely Avenue, Building 5**

**San Jose, California 95134**

(Name and address of agent for service)

**(408) 943-1234**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Stewart L. McDowell, Esq.**

**Gibson, Dunn & Crutcher LLP**

**555 Mission Street, Suite 3000**

**San Francisco, California 94105**

**(415) 393-8200**

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

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, par value \$0.01 per share	500,000 shares (3)	\$12.28	\$6,140,000.00	\$837.50

- (1) This Registration Statement shall also cover any additional shares of common stock which become issuable under the 1995 Directors Stock Incentive Plan (the Plan) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Cadence Design Systems, Inc. (the Registrant) common stock.
- (2) Calculated solely for purposes of calculating the amount of the registration fee under Rules 457(c) and (h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are based upon the average of the high and low prices of common stock of the Registrant on October 23, 2012, as reported on the NASDAQ Global Select Market.
- (3) Represents 500,000 additional shares of common stock authorized to be issued under the Plan. Shares available for issuance under the Plan were previously registered on a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 7, 2003 (Registration No. 333-103657), May 22, 2003 (Registration No. 333-105481) and March 28, 2006 (Registration No. 333-132754).

**NOTE**

**REGISTRATION OF ADDITIONAL SHARES AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE  
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 is filed by Cadence Design Systems, Inc., a Delaware corporation (the Registrant), relating to 500,000 shares of its common stock, par value \$0.01 per share (the Common Stock), issuable to each director of the Registrant who is not otherwise at the time of grant an employee of the Registrant and its affiliates under the Registrant's 1995 Directors Stock Incentive Plan (the Plan). On March 7, 2003, May 22, 2003 and March 28, 2006, the Registrant filed with the Securities and Exchange Commission Registration Statements on Form S-8 (Registration Nos. 333-103657, 333-105481 and 333-132754, respectively) (together, the Prior Registration Statements), relating to shares of Common Stock issuable to eligible directors of the Registrant and its affiliates under the Plan. The Prior Registration Statements are currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of the General Instructions to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description
5.01	Opinion and consent of Gibson, Dunn & Crutcher LLP.
23.01	Consent of Independent Registered Public Accounting Firm.
23.02	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.01).
24.01	Power of Attorney (included on the signature page to this Registration Statement on Form S-8).
99.01	The Registrant's 1995 Directors Stock Incentive Plan (incorporated by reference as Exhibit 10.01 to the Registrant's Quarterly Report on Form 10-Q filed on July 26, 2012).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, state of California, on this 25th day of October, 2012.

**CADENCE DESIGN SYSTEMS, INC.**

By: /s/ Lip-Bu Tan  
Lip-Bu Tan  
President, Chief Executive Officer and Director

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lip-Bu Tan, Geoffrey G. Ribar and James J. Cowie, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Lip-Bu Tan	President, Chief Executive Officer and Director	October 25, 2012
Lip-Bu Tan	(Principal Executive Officer)	
/s/ Geoffrey G. Ribar	Senior Vice President and Chief Financial Officer	October 25, 2012
Geoffrey G. Ribar	(Principal Financial Officer and Principal Accounting Officer)	
/s/ Dr. John B. Shoven	Chairman of the Board of Directors	October 25, 2012
Dr. John B. Shoven		
/s/ Susan L. Bostrom	Director	October 25, 2012
Susan L. Bostrom		
/s/ Donald L. Lucas	Director	October 25, 2012
Donald L. Lucas		
/s/ Dr. James D. Plummer	Director	October 25, 2012
Dr. James D. Plummer		
/s/ Dr. Alberto Sangiovanni-Vincentelli	Director	October 25, 2012
Dr. Alberto Sangiovanni-Vincentelli		
/s/ George M. Scalise	Director	October 25, 2012
George M. Scalise		
/s/ Roger S. Siboni	Director	October 25, 2012
Roger S. Siboni		

**EXHIBIT INDEX**

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