

McAfee, Inc.
Form S-8
July 27, 2005

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As filed with the Securities and Exchange Commission on July 27, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**REGISTRATION STATEMENT
ON FORM S-8
UNDER
THE SECURITIES ACT OF 1933**

MCAFEE, INC.

(Exact name of Registrant as specified in its charter)

| | | |
|--------------------------------------|---|---|
| Delaware (State of Incorporation) | 3965 Freedom Circle Santa Clara, California 95054 (Address of principal executive offices, including zip code) | 77-0316593 (IRS Employer Identification Number) |
|--------------------------------------|---|---|

McAfee, Inc. 1997 Stock Incentive Plan
(Full title of the plans)

George Samenuk
Chairman and Chief Executive Officer
McAfee, Inc.
3965 Freedom Circle.
Santa Clara, California 95054
(408) 988-3832
(Name, address and telephone number of agent for service)

Copy to:
Jeffrey D. Saper, Esq.
WILSON SONSINI GOODRICH & ROSATI, P.C.
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$0.01 per share, to be issued under the McAfee, Inc. 1997 Stock Incentive Plan | 6,000,000 | \$ 28.72(1) | \$ 172,290,000 | \$ 20,278.53 |

(1) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee based on the price of \$28.72 per share, which was the average of the high and low prices per share of the Common Stock as reported on the New York Stock Exchange on July 27, 2005 (the Market Price).

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SIGNATURES

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Opinion/Consent of Wilson Sonsini Goodrich & Rosati, P.C.

Consent of Deloitte & Touche LLP

Consent of PricewaterhouseCoopers LLP

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MCAFEE, INC.

REGISTRATION STATEMENT ON FORM S-8

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note:

This Registration Statement is filed pursuant to Item E under the general instruction to Form S-8 under the Securities Act of 1933, as amended, with respect to 6,000,000 additional shares of Common Stock that may be issued under the Registrant's McAfee, Inc. 1997 Stock Incentive Plan (the Plan) as a result of the recent shareholder approval of an increase in the number of shares authorized for issuance under the Plan. The contents of the Registrant's Form S-8 Registration Statement, Registration No. 333-91422, dated June 28, 2002, relating to the Registrant's McAfee, Inc. 1997 Stock Incentive Plan is incorporated herein by reference.

Item 8. Exhibits.

| <u>Exhibit</u> <u>Number</u> | <u>Description</u> |
|---------------------------------|--|
| 4.1* | McAfee, Inc. 1997 Stock Incentive Plan, as amended |
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, P.C. |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm |
| 23.2 | Consent of PricewaterhouseCoopers, Independent Registered Public Accounting Firm |
| 23.3 | Consent of Wilson Sonsini Goodrich & Rosati, P.C. (contained in Exhibit 5.1) |
| 24.1 | Power of Attorney (Page II-A) |

* Previously filed as an exhibit to Registrant's Registration Statement on Form S-8 (File No. 333-91422), filed with the Securities and Exchange Commission on June 28, 2002.

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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 Plano, State of Texas, on July 27, 2005.

McAfee Inc.

By: /s/ Eric Brown
Eric Brown
Chief Financial Officer

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George Samenuk and Eric Brown, jointly and severally, his or her attorneys-in-fact, each with full power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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 on July 26, 2005.

| Signature | Title |
|--|--|
| /s/ George Samenuk George Samenuk | Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Eric Brown Eric Brown | Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Robert B. Bucknam Robert B. Bucknam | Director |
| /s/ Leslie Denend Leslie Denend | Director |
| /s/ Robert Dutkowsky Robert Dutkowsky | Director |
| /s/ Denis J. O Leary Denis J. O Leary | Director |
| /s/ Robert Pangia Robert Pangia | Director |
| /s/ Liane Wilson Liane Wilson | Director |

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