

SUN MICROSYSTEMS, INC.

Form S-8 POS

November 09, 2007

As filed with the Securities and Exchange Commission on November 9, 2007

Registration No. 333-40677

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SUN MICROSYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-2805249
(I.R.S. Employer
Identification No.)

4150 Network Circle

Santa Clara, California 95054

(650) 960-1300

(Address and telephone number of Registrant's principal executive offices)

Jonathan I. Schwartz

Chief Executive Officer

Sun Microsystems, Inc.

4150 Network Circle

Santa Clara, California 95054

(650) 960-1300

(Name, address and telephone number of agent for service)

1988 DIRECTORS STOCK OPTION PLAN

(Full title of the plan)

Copy of communications to:

William L. Neff, Esq.

Hogan & Hartson LLP

Columbia Square

555 Thirteenth Street, N.W.

Washington, DC 20004-1109

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 Registration No. 333-40677 (the Registration Statement), is being filed to deregister certain shares of common stock, par value \$0.00067 per share (the Common Stock), of Sun Microsystems, Inc. (the Company) that were registered for issuance pursuant to the 1988 Directors Stock Option Plan (the Directors Plan). The Company registered an aggregate of 11,200,000 shares (share number adjusted to reflect stock splits) of Common Stock for issuance under the Directors Plan pursuant to three registration statements on Form S-8 filed with the Securities and Exchange Commission on December 1, 1988 (Registration No. 33-25860), November 22, 1993 (Registration No. 33-51129) and November 20, 1997 (Registration No. 333-40677). The Company has adopted a new equity-based plan, the 2007 Omnibus Incentive Plan (the 2007 Plan), which provides that the shares of Common Stock that are available for future awards under the Directors Plan may be transferred and reserved for issuance under the 2007 Plan. A total of 1,477,500 shares of Common Stock were available for future awards under the Directors Plan as of November 8, 2007.

Accordingly, pursuant to General Instruction E to Form S 8, this Post-Effective Amendment No. 1 is being filed to deregister 1,477,500 shares of Common Stock previously registered for issuance under the Directors Plan and to move those shares to a new Form S 8 Registration Statement (No. 333_____) filed by the Company for shares issuable under the 2007 Plan.

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 Post-Effective Amendment No. 1 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 Santa Clara, state of California on the November 9, 2007.

SUN MICROSYSTEMS, INC.

By: /s/ Michael E. Lehman
 Michael E. Lehman
 Chief Financial Officer and

 Executive Vice President,

 Corporate Resources

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 dates indicated.

| Signature | Title | Date |
|--|---|------------------|
| /s/ Scott G. McNealy (Scott G. McNealy) | Chairman of the Board of Directors | November 9, 2007 |
| /s/ Jonathan I. Schwartz (Jonathan I. Schwartz) | Chief Executive Officer, President and Director (Principal Executive Officer) | November 9, 2007 |
| /s/ Michael E. Lehman (Michael E. Lehman) | Chief Financial Officer and Executive Vice President, Corporate Resources (Principal Financial Officer) | November 9, 2007 |
| /s/ V. Kalyani Chatterjee (V. Kalyani Chatterjee) | Vice President and Corporate Controller (Principal Accounting Officer) | November 9, 2007 |
| /s/ James L. Barksdale (James L. Barksdale) | Director | November 9, 2007 |
| /s/ Stephen M. Bennett (Stephen M. Bennett) | Director | November 9, 2007 |
| /s/ Peter L.S. Currie (Peter L.S. Currie) | Director | November 9, 2007 |

/s/ Robert J. Finocchio, Jr. Director November 9, 2007

(Robert J. Finocchio, Jr.)

/s/ Michael E. Marks Director November 9, 2007

(Michael E. Marks)

Director

(Patricia E. Mitchell)

/s/ M. Kenneth Oshman Director November 9, 2007

(M. Kenneth Oshman)

/s/ P. Anthony Ridder Director November 9, 2007

(P. Anthony Ridder)