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ement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, executive officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. SIGNATURES Pursuant to the requirements of the Securities Act, 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camarillo, State of California, on December 20, 2005. POWER-ONE, INC. By: /s/ STEVEN J. GOLDMAN ----- Steven J. Goldman Chief Executive Officer POWER OF ATTORNEY Each person whose signature appears below constitutes and appoints Steven J. Goldman and Paul Ross, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated. Signature Title Date /s/ STEVEN J. GOLDMAN Chairman and Chief Executive December 20, 2005 ----- Officer (Principal Executive Steven J. Goldman Officer) /s/ PAUL ROSS Vice President, Finance, December 20, 2005 ----- Treasurer and acting Chief Paul Ross Financial Officer (Principal Financial Officer) /s/ VERONICA TARRANT Vice President, Finance, and December 20, 2005 ----- acting Chief Accounting Officer Veronica Tarrant (Principal Accounting Officer) /s/ JON E.M. JACOBY Director December 20, 2005 ----- Jon E.M. Jacoby /s/ DR. HANSPETER BRANDLI Director December 20, 2005 ----- Dr. Hanspeter Brandli /s/ JAY WALTERS Director December 20, 2005 ----- Jay Walters /s/ KENDALL R. BISHOP Director December 20, 2005 ----- Kendall R. Bishop /s/ GAYLA J. DELLY Director December 20, 2005 ----- Gayla J. Delly /s/ MARK MELLIAR-SMITH Director December 20, 2005 ----- Mark Melliar-Smith EXHIBIT INDEX EXHIBIT NUMBER DESCRIPTION OF EXHIBIT 4. Power-One, Inc. 2004 Stock Incentive Plan. (Filed as Appendix B to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on March 26, 2004 (Commission File No. 000-29454) and incorporated herein by this reference.) 5. Opinion of O'Melveny & Myers LLP (opinion re legality). 23.1 Consent of Deloitte & Touche LLP (consent of independent registered public accounting firm). 23.2 Consent of Counsel (included in Exhibit 5). 24. Power of

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Attorney (included in this Registration Statement under "Signatures").