

ANALOG DEVICES INC  
Form S-8  
December 19, 2008

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As filed with the Securities and Exchange Commission on December 19, 2008

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
Analog Devices, Inc.  
(Exact Name of Registrant as Specified in Its Charter)**

**Massachusetts**  
*(State or other jurisdiction of  
incorporation or organization)*

**04-2348234**  
*(I.R.S. Employer  
Identification No.)*

**One Technology Way, Norwood, MA**  
*(Address of principal executive offices)*

**02062-9106**  
*(Zip Code)*

**Analog Devices, Inc.  
2006 Stock Incentive Plan**  
*(Full Title of the Plan)*

**Margaret K. Seif  
One Technology Way  
Norwood, MA 02062**  
*(Name and Address of Agent For Service)*  
**(781) 329-4700**

*(Telephone Number, Including Area Code, of Agent For Service)*

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. (Check one):

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

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1) 15,285,735 shares (2)	Proposed Maximum Offering Price Per Share \$ 18.72(3)	Proposed Maximum Aggregate Offering Price \$286,072,531(3)	Amount of Registration Fee \$ 11,243
Common Stock, \$0.16 2/3 par value per share				

(1)

In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

- (2) 9,244,623 of these shares were previously registered pursuant to a registration statement filed on Form S-8 (File No. 333-75170) (the 2001 Registration Statement ) filed by the Registrant on December 14, 2001 in connection with the Registrant's 2001 Broad-Based Stock Option Plan (the 2001 Plan ). The Registrant is transferring such 9,244,623 shares (the 2001 Carryover Shares ) from the 2001 Registration Statement and has filed a Post-Effective Amendment No. 1 to the 2001 Registration Statement deregistering such shares in connection with such transfer. The 2001 Carryover Shares were previously subject to awards granted under the 2001 Plan, which awards have been

cancelled or expired.  
Under the terms of the  
shareholder-approved  
2006 Stock Incentive  
Plan (the 2006 Plan ),  
the 2001 Carryover  
Shares became  
automatically  
available for issuance  
under the 2006 Plan.  
6,041,112 of these  
shares were originally  
registered pursuant to  
a registration  
statement on Form  
S-8 (File No.  
333-40222) (the 1998  
Registration  
Statement ) filed by  
the Registrant on  
June 27, 2000 in  
connection with the  
Registrant s 1998  
Stock Option Plan  
(the 1998 Plan ). The  
Registrant is  
transferring such  
6,041,112 shares (the  
1998 Carryover  
Shares ) from the 1998  
Plan and has filed a  
Post-Effective  
Amendment No. 1 to  
the 1998 Registration  
Statement  
deregistering such  
shares in connection  
with such transfer.  
The 1998 Carryover  
Shares were  
previously subject to  
awards granted under  
the 1998 Plan, which  
awards have been  
cancelled or expired.  
Under the terms of the  
2006 Plan, the 1998  
Carryover Shares  
became automatically  
available for issuance  
under the 2006 Plan.

- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the New York Stock Exchange on December 12, 2008.
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Item 1. Plan Information

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EX-23.2 Consent of independent registered public accounting firm

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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**  
**STATEMENT OF INCORPORATION BY REFERENCE**

Except as otherwise set forth below, this registration statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-132409 filed by the Registrant on March 14, 2006, relating to the Registrant's 2006 Stock Incentive Plan.

**Item 5. Interests of Named Experts and Counsel.**

Wilmer Cutler Pickering Hale and Dorr LLP ( "WilmerHale" ) has opined as to the legality of the securities being offered by this registration statement. Certain of the attorneys at WilmerHale own shares of Analog Devices, Inc.'s common stock.

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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 Norwood, Massachusetts, on this 19th day of December, 2008.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman  
Jerald G. Fishman  
President and Chief Executive Officer  
(Principal Executive Officer)

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Jerald G. Fishman, Joseph E. McDonough and Margaret K. Seif and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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.

<i>Name</i>	<i>Title</i>	<i>Date</i>
/s/ Ray Stata Ray Stata	Chairman of the Board	December 19, 2008
/s/ Jerald G. Fishman Jerald G. Fishman	President, Chief Executive Officer and Director (Principal Executive Officer)	December 19, 2008
/s/ Joseph E. McDonough Joseph E. McDonough	Vice President-Finance and Chief Financial Officer (Principal Financial Officer)	December 19, 2008
/s/ Seamus Brennan Seamus Brennan	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	December 19, 2008
/s/ James A. Champy James A. Champy	Director	December 19, 2008

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<i>Name</i>	<i>Title</i>	<i>Date</i>
/s/ John L. Doyle John L. Doyle	Director	December 19, 2008
/s/ John C. Hodgson John C. Hodgson	Director	December 19, 2008
/s/ Yves-Andre Istel Yves-Andre Istel	Director	December 19, 2008
/s/ Neil Novich Neil Novich	Director	December 19, 2008
/s/ F. Grant Saviers F. Grant Saviers	Director	December 19, 2008
/s/ Kenton J. Sicchitano Kenton J. Sicchitano	Director	December 19, 2008

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**INDEX TO EXHIBITS**

Number Description

- 4.1(1) Restated Articles of Organization of the Registrant
- 4.2(2) Amended and Restated By-Laws of the Registrant
- 5 Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
- 23.1 Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)
- 23.2 Consent of independent registered public accounting firm
- 24 Power of attorney (included on the signature pages of this registration statement)
- 99.1(3) Analog Devices, Inc. 2006 Stock Incentive Plan
- (1) Previously filed  
with the  
Securities and  
Exchange  
Commission as  
Exhibit 3.1 to  
the Registrant's  
Quarterly  
Report on Form  
10-Q (File  
No. 1-7819) for  
the quarterly  
period ended  
May 3, 2008 as  
filed with the  
Commission on  
May 20, 2008,  
and amended as  
described on  
Exhibit 3.1 to  
the Registrant's  
Current Report  
on Form 8-K  
(File  
No. 1-7819)  
filed with the  
Commission on  
December 8,  
2008, and  
incorporated  
herein by

reference.

- (2) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on December 3, 2008 and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on February 8, 2006 (File No. 1-7819), as amended, and incorporated herein by reference.