

WIND RIVER SYSTEMS INC  
Form S-8 POS  
June 24, 2005

As filed with the Securities and Exchange Commission on June 24, 2005

Registration No. 333-92244

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**WIND RIVER SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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

**94-2873391**  
(I.R.S. Employer  
Identification No.)

500 Wind River Way

**Alameda, California 94501**

(Address, including zip code, of registrant's principal executive offices)

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**1998 Non-Officer Stock Option Plan**

(Full title of the plan)

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**Michael W. Zellner**

**Senior Vice President, Finance and Administration,**

**Chief Financial Officer and Secretary**

**Wind River Systems, Inc.**

**500 Wind River Way**

**Alameda, California 94501**

**(510) 748-4100**

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

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EXPLANATORY STATEMENT

On July 11, 2002, Wind River Systems, Inc. (the Registrant ) registered an aggregate of 6,500,000 shares of its common stock of which 3,500,000 shares were registered for issuance under the Registrant s 1998 Non-Officer Stock Option Plan (the 1998 Plan ) on registration statement on Form S-8 (File No. 333-92244).

On June 8, 2005, the Registrant s stockholders approved the Wind River Systems, Inc. 2005 Equity Incentive Plan (the 2005 Plan ) that replaces the 1998 Plan. Under the 2005 Plan, the Registrant carried forward 3,903,127 shares of its common stock that remained unissued under the 1998 Plan. The Registrant is filing this post-effective amendment to deregister 3,500,000 shares of the unissued shares (the Unissued Shares ). The Unissued Shares deregistered by this post-effective amendment will be registered on a subsequently filed registration statement on Form S-8 for the 2005 Plan. The deregistration of these Unissued Shares shall be effective immediately upon the filing of this post-effective amendment.

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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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alameda, State of California, on this 24<sup>th</sup> day of June, 2005.

WIND RIVER SYSTEMS, INC.

By: /s/ Michael W. Zellner

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Michael W. Zellner  
Senior Vice President, Finance and  
Administration, Chief Financial Officer

and Secretary

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT ON FORM S-8 HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED:

| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>   |
|--|---|---------------|
| <u>/s/ Kenneth R. Klein</u><br><b>Kenneth R. Klein</b>     | Chairman of the Board, President and Chief Executive Officer (principal executive officer)  | June 24, 2005 |
| <u>/s/ Michael W. Zellner</u><br><b>Michael W. Zellner</b> | Senior Vice President of Finance and Administration, Chief Financial Officer and Secretary (principal financial and accounting officer) | June 24, 2005 |
| <u>/s/ Narendra K. Gupta</u><br><b>Narendra K. Gupta</b>   | Vice Chairman of the Board  | June 24, 2005 |
| <u>/s/ John C. Bolger</u><br><b>John C. Bolger</b>         | Director  | June 24, 2005 |
| <u>/s/ William B. Elmore</u><br><b>William B. Elmore</b>   | Director  | June 24, 2005 |
| <u>/s/ Jerry L. Fiddler</u><br><b>Jerry L. Fiddler</b>     | Director  | June 24, 2005 |
| <u>/s/ Grant M. Inman</u><br><b>Grant M. Inman</b>         | Director  | June 24, 2005 |

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/s/ Harvey C. Jones

Director

June 24, 2005

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**Harvey C. Jones**

Director

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**Standish H. O Grady**