

Dolby Laboratories, Inc.  
Form S-8  
May 14, 2013

As filed with the Securities and Exchange Commission on May 14, 2013

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

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**DOLBY LABORATORIES, INC.**

(Exact name of Registrant as specified in its charter)

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

100 Potrero Avenue

**90-0199783**  
(I.R.S. Employer  
Identification Number)

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San Francisco, California 94103-4813

(415) 558-0200

(Address including zip code, and telephone number, including area code, of principal executive offices)

**2005 STOCK PLAN**

**EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

**Andy Sherman, Esq.**

**Executive Vice President, General Counsel and Secretary**

**Dolby Laboratories, Inc.**

**100 Potrero Avenue**

**San Francisco, California 94103-4813**

**(415) 558-0200**

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

*Copy to:*

**Mark B. Baudler, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, CA 94304-1050**

**(650) 493-9300**

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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  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock \$0.001 par value	8,000,000 shares(2)	\$32.95(3)	\$263,600,000	\$35,955.04
Class A Common Stock \$0.001 par value	3,000,000 shares(4)	\$28.01(5)	\$84,030,000	\$11,461.69

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock that become issuable under the 2005 Stock Plan (the "2005 Plan") or the Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Class A common stock.
- (2) For the sole purpose of calculating the registration fee, the number of shares to be registered under this Registration Statement has been broken down into two subtotals. This subtotal represents the sum of shares issuable upon exercise of options that have not yet been granted under the 2005 Plan.
- (3) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933 solely for the purpose of calculating the registration fee, based upon \$32.95, the average of the high and low prices of the Registrant's Class A common stock on May 9, 2013, as reported on the New York Stock Exchange (such average, the "Full Offering Price").
- (4) This subtotal represents the additional number of shares authorized to be issued under the ESPP.
- (5) Estimated in accordance with Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of 85% of the Full Offering Price. Pursuant to the ESPP, which plan is incorporated by reference herein, the purchase price of the shares of Class A common stock will be 85% of the lower of the fair market value of the Class A common stock on the first trading day of the offering period or on the first trading day on or after May 15 and November 15 of the related purchase periods.

**REGISTRATION OF ADDITIONAL SECURITIES**

**PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement registers additional shares of Class A common stock of Dolby Laboratories, Inc. (the Registrant) to be issued pursuant to the Registrant's 2005 Stock Plan (the 2005 Plan) and Employee Stock Purchase Plan (the ESPP). Accordingly, the contents of (i) the previous Registration Statement on Form S-8 (File No. 333-122908) filed by the Registrant with the Securities and Exchange Commission (the SEC) on February 18, 2005, (ii) the previous Registration Statement on Form S-8 (File No. 333-150804) filed by the Registrant with the SEC on May 9, 2008 and (iii) the previous Registration Statement on Form S-8 (File No. 333-174319) filed by the Registrant with the SEC on May 18, 2011 are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed with the SEC by the Registrant are hereby incorporated by reference into this Registration Statement:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended September 28, 2012, filed with the SEC on November 15, 2012.
- (2) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 28, 2012 filed with the SEC on February 6, 2013.
- (3) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 29, 2013 filed with the SEC on May 2, 2013.
- (4) The Registrant's Current Report on Form 8-K filed with the SEC on November 1, 2012.
- (5) The Registrant's Current Report on Form 8-K filed with the SEC on November 8, 2012.
- (6) The Registrant's Current Report on Form 8-K filed with the SEC on November 15, 2012.
- (7) The Registrant's Current Report on Form 8-K filed with the SEC on December 12, 2012.
- (8) The Registrant's Current Report on Form 8-K filed with the SEC on January 29, 2013.
- (9) The Registrant's Current Report on Form 8-K filed with the SEC on February 11, 2013.
- (10) The Registrant's Current Report on Form 8-K filed with the SEC on April 1, 2013.

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(11) The Registrant's Current Report on Form 8-K filed with the SEC on April 25, 2013.

(12) The description of the Registrant's Class A common stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on February 9, 2005, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

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**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>	<b>Incorporated by Reference Herein Form</b>	<b>Date</b>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation		
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm		
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1)		
24.1	Power of Attorney (contained on signature page hereto)		
99.1	Form of Stock Option Agreement under the 2005 Stock Plan		
99.2	Form of Executive Stock Option Agreement under the 2005 Stock Plan		
99.3	2005 Stock Plan, as amended and restated	Current Report on Form 8 K	February 11, 2013
99.4	Employee Stock Purchase Plan ( ESPP ), as amended and restated	Current Report on Form 8 K	February 11, 2013
99.5	Form of Stock Option Agreement - International under the 2005 Stock Plan	Quarterly Report on Form 10-Q	February 3, 2012
99.6	Form of Restricted Stock Unit Agreement U.S. under the 2005 Stock Plan	Current Report on Form 8 K	November 20, 2007
99.7	Form of Restricted Stock Unit Agreement U.K. under the 2005 Stock Plan	Quarterly Report on Form 10-Q	April 30, 2009
99.8	Form of Restricted Stock Unit Agreement Non-U.S. under the 2005 Stock Plan	Quarterly Report on Form 10-Q	February 3, 2012
99.9	Form of Subscription Agreement under the ESPP U.S. Employees	Annual Report on Form 10-K	November 19, 2009
99.10	Form of Subscription Agreement under the ESPP Non-U.S. Employees	Quarterly Report on Form 10-Q	August 8, 2012

**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 San Francisco, State of California, on this 14<sup>th</sup> day of May, 2013.

DOLBY LABORATORIES, INC.

By: /s/ KEVIN J. YEAMAN  
 Kevin J. Yeaman  
 President and Chief Executive Officer  
 (Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin J. Yeaman and Lewis Chew, his or her attorney-in-fact, each with the power of substitution, for him or her 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 conforming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue of hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ PETER GOTCHER <b>Peter Gotcher</b>	Chairman of the Board of Directors	May 14, 2013
/s/ KEVIN J. YEAMAN <b>Kevin J. Yeaman</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	May 14, 2013
/s/ LEWIS CHEW <b>Lewis Chew</b>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 14, 2013
/s/ MICHELINE CHAU <b>Micheline Chau</b>	Director	May 14, 2013
/s/ DAVID DOLBY <b>David Dolby</b>	Director	May 14, 2013
/s/ NICHOLAS DONATIELLO, JR. <b>Nicholas Donatiello, Jr.</b>	Director	May 14, 2013
/s/ N. W. JASPER, JR. <b>N. W. Jasper, Jr.</b>	Director	May 14, 2013

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/s/ SANFORD ROBERTSON

Director

May 14, 2013

**Sanford Robertson**

/s/ ROGER SIBONI

Director

May 14, 2013

**Roger Siboni**

/s/ AVADIS TEVANIAN, JR.

Director

May 14, 2013

**Avadis Tevanian, Jr.**



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