

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 | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|--|---|--|----------------------------------|
| Common Stock, \$0.16 2/3 par value per share | | \$ 18.72(3) | \$286,072,531(3) | \$ 11,243 |

(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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**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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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.