

ADAPTEC INC  
Form S-8 POS  
November 09, 2004

As filed with the Securities and Exchange Commission on November 9, 2004

Registration No. 333-77321

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

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**ADAPTEC, INC.**

(Exact Name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**94-2748530**

(I.R.S. Employer Identification No.)

**691 S. Milpitas Blvd., Milpitas, California**

(Address of Principal Executive Offices)

**95035**

(Zip Code)

**Stock options granted pursuant to  
Adaptec, Inc. 1999 Stock Plan**

(Full titles of the plans)

**Robert N. Stephens  
President and Chief Executive Officer  
Adaptec, Inc.  
691 S. Milpitas Blvd.  
Milpitas, California 95035**

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408-945-8600

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

*Copies to:*

**Daniel J. Winnike, Esq.**

**Scott J. Leichtner, Esq.**

**Fenwick & West LLP**

**Silicon Valley Center**

**801 California Street**

**Mountain View, California 94041**

(Counsel to the Registrant)

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be Registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.001 par value	N/A* \$	N/A* \$	N/A* \$	N/A*

\* No additional securities are to be registered, and registration fees were paid upon the filing of the Form S-8 (File No. 333-77321) filed with the Securities and Exchange Commission ( SEC ) on April 29, 1999 and the Post-Effective Amendment No. 1 to Form S-8 (File No. 333-77321) filed with the SEC on December 6, 1999.

**Adaptec, Inc.**

**REGISTRATION STATEMENT ON FORM S-8**

**EXPLANATORY NOTE**

On August 26, 2004, the stockholders of the Registrant approved the Adaptec 2004 Equity Incentive Plan ( 2004 Plan ) and authorized for issuance thereunder (a) 10,000,000 shares of the Registrant's common stock; (b) any shares of the Registrant's common stock reserved but ungranted under the Adaptec, Inc. 1999 Stock Plan ( 1999 Stock Plan ) and the Adaptec, Inc. 2000 Nonstatutory Stock Option Plan ( 2000 NSO Plan ); and (c) any shares returned to the 1999 Stock Plan and 2000 NSO Plan as a result of the termination of options under each plan, respectively. Upon the stockholders' approval of the 2004 Plan, the 1999 Stock Plan and 2000 NSO Plan terminated with respect to new option grants. In accordance with Instruction E to Form S-8, Registrant files this Post-effective Amendment No. 2 to deregister 1,575,708 shares originally registered under this Registration Statement in connection with the 1999 Plan.

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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 the City of Milpitas, State of California, on this 9th day of November, 2004.

**ADAPTEC, INC.**

By: /s/ Robert N. Stephens  
Robert N. Stephens  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert N. Stephens and Marshall Mohr, and each of them acting individually, as his or her attorney-in- fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all 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 confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same instrument.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on this 9th day of November, 2004:

<b>Signature</b>	<b>Title</b>
<b>Principal Executive Officer:</b>	
/s/ Robert N. Stephens Robert N. Stephens	Chief Executive Officer and Director
<b>Principal Financial and Accounting Officer:</b>	
/s/ Marshall L. Mohr Marshall L. Mohr	Chief Financial Officer
<b>Other Directors:</b>	
/s/ Carl J. Conti Carl J. Conti	Chairman of the Board of Directors
/s/ Lucie J. Fjeldstad Lucie J. Fjeldstad	Director

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/s/ Joseph S. Kennedy  
Joseph S. Kennedy

Director

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/s/ Ilene H. Lang  
Ilene H. Lang

Director

/s/ Robert J. Loarie  
Robert J. Loarie

Director

/s/ D. Scott Mercer  
D. Scott Mercer

Director

/s/ Douglas Van Houweling  
Douglas Van Houweling

Director

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