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INTEL CORP  
Form S-8 POS  
December 22, 2005

As filed with the Securities and Exchange Commission on December  
22, 2005

Registration No. 333-20951

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

INTEL CORPORATION

-----  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

94-1672743

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

2200 MISSION COLLEGE BLVD.  
SANTA CLARA, CA

95054-1549

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

INTEL PUERTO RICO RETIREMENT SAVINGS PLAN

-----  
(Full Title of the Plan)

CARY I. KLAFTER, ESQ.  
VICE PRESIDENT AND SECRETARY  
INTEL CORPORATION  
2200 MISSION COLLEGE BLVD.  
SANTA CLARA, CA 95054-1549

-----  
(Name and Address of Agent for Service)

(408) 765-8080

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

Copies to:  
RONALD O. MUELLER, ESQ.  
GIBSON, DUNN & CRUTCHER LLP  
1050 CONNECTICUT AVENUE, N.W. SUITE 300  
WASHINGTON, DC 20036  
(202) 955-8500

EXPLANATORY NOTE

Intel Corporation ("Intel") registered 50,000 shares of its

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common stock for issuance under the Intel Puerto Rico Retirement Savings Plan (the "Plan") pursuant to a Registration Statement on Form S-8 (File No. 333-20951) filed with the Securities and Exchange Commission ("SEC") on February 3, 1997 and Post Effective Amendment No. 1 to the Registration Statement on Form S-8 filed with the SEC on November 19, 1998. Under the Registration Statement, the Plan also registered an indeterminate number of Plan interests. This Post-Effective Amendment No. 2 is being filed to deregister all Plan interests and the shares of Intel common stock reserved for issuance under the Plan that have not yet been issued.

Accordingly, Intel hereby withdraws from registration under the Registration Statement of Form S-8 all Plan interests and the shares of its common stock that have not been and will not be issued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 22nd day of December, 2005.

INTEL CORPORATION

By: /s/ Andy D. Bryant  
-----  
Andy D. Bryant  
Executive Vice President,  
Chief Financial and  
Enterprise Services Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*		December 22,
Craig R. Barrett	Chairman of the Board and Director	2005
/s/ Paul S. Otellini Paul S. Otellini	President, Chief Executive Officer and Director	December 22, 2005
Charlene Barshefsky	Director	
*		December 22,

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E. John P. Browne	Director	2005
/s/ Andy D. Bryant Andy D. Bryant	Executive Vice President, Chief Financial officer and Principal Accounting Officer	December 22, 2005
* D. James Guzy	Director	December 22, 2005
Reed E. Hundt	Director	
James D. Plummer	Director	
David S. Pottruck	Director	
* Jane E. Shaw	Director	December 22, 2005
John L. Thornton	Director	
* David B. Yoffie	Director	December 22, 2005

\* By: /s/ Andy D. Bryant  
-----  
Name: Andy D. Bryant  
Title: Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Intel Puerto Rico Retirement Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on December 22, 2005.

INTEL PUERTO RICO RETIREMENT SAVINGS PLAN

By: /s/ Andy D. Bryant  
Andy D. Bryant  
Executive Vice President,  
Chief Financial Officer and  
Principal Accounting Officer