EMC CORP Form S-8 POS February 20, 2002

As filed with the Securities and Exchange Commission on February 20, 2002 REGISTRATION No. 333-01375

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EMC CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MASSACHUSETTS
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

04-2680009 (I.R.S. EMPLOYER IDENTIFICATION NO.)

35 PARKWOOD DRIVE HOPKINTON, MASSACHUSETTS 01748 (508) 435-1000

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

PAUL T. DACIER, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
EMC CORPORATION
171 SOUTH STREET
HOPKINTON, MASSACHUSETTS 01748

(508) 435-1000

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: $|_|$

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of

1933, check the following box: |X|

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: |_|

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: $|_|$

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: $|_|$

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8 (a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8 (a), MAY DETERMINE.

DEREGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 1 (this "Amendment") to the Registration Statement on Form S-8 of EMC Corporation, a Massachusetts corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") on March 1, 1996 (Registration No. 333-01375) (the "Registration Statement"), is to deregister all shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company reserved for issuance under the McDATA Corporation 1990 Class A Stock Option Plan and the McDATA Corporation 1990 Class B Stock Option Plan (together, the "Plans") which were unissued as of January 31, 2002 or not sold under the Registration Statement. There were no outstanding stock options under the Plans as of such date.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 Town of Hopkinton, Commonwealth of Massachusetts, on February 20, 2002.

EMC CORPORATION

By: /S/ PAUL T. DACIER

Paul T. Dacier Senior Vice President and General Counsel

TITLE

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.

SIGNATURES

/S/ ALFRED M. ZEIEN

SIGNATURES	TITLE	DATE
/S/ MICHAEL C. RUETTGERS*	Executive Chairman (PRINCIPAL EXECUTIVE OFFICER)	February 20, 2
MICHAEL C. RUETTGERS		
/S/ JOSEPH M. TUCCI	Chief Executive Officer, President and Director	February 20, 2
JOSEPH M. TUCCI	1100140110 4114 21100001	
/S/ WILLIAM J. TEUBER, JR.*	Executive Vice President and - Chief Financial Officer	February 20, 2
WILLIAM J. TEUBER, JR.	(PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)	
/S/ MICHAEL J. CRONIN*	Director	February 20, 2
MICHAEL J. CRONIN	-	
/S/ JOHN R. EGAN*	Director	February 20, 2
JOHN R. EGAN [SIGNATURE PAGE TO POST-EFFECTIVE AME	ENDMENT NO. 1 TO REGISTRATION STATEMENT]	
	2	
SIGNATURES	TITLE	DATE
/S/ W. PAUL FITZGERALD*	- Director	February 20, 2
W. PAUL FITZGERALD	PITECTOL	repruary 20, 2
/S/ WINDLE B. PRIEM	- Director	February 20, 2
WINDLE B. PRIEM		· '

DATE

ALFRED M. ZEIEN	Director	February 11,
*By: /S/ PAUL T. DACIER		February 20,

[SIGNATURE PAGE TO POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT]

Attorney-in-Fact