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SEMTECH CORP
 Form S-8
 September 03, 2004

As filed with the Securities and Exchange Commission on September 3, 2004.
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

Semtech Corporation
 (Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction
 of incorporation or organization)

95-2119684
 (IRS Employer
 Identification Number)

200 Flynn Road, Camarillo, California 93012 (805) 498-2111
 (Address of Principal Executive Offices)

Long-Term Stock Incentive Plan

(Full title of the plan)

Jason L. Carlson
 President & Chief Executive Officer
 Semtech Corporation
 200 Flynn Road
 Camarillo, California 93012
 (805) 498-2111
 (Name, address, including zip code, and telephone
 number, including area code, of agent for service)

Copies to:
 Robert A. Miller, Jr., Esq.
 Paul, Hastings, Janofsky & Walker LLP
 515 South Flower Street
 Los Angeles, California 90071
 (213) 683-6000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(1) (2)	Proposed Ma Aggregate Offer
Common Stock, \$0.01 par value	4,902,200	\$18.46	\$90,494,612

(1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended based on the average of the high and low prices as quoted on NASDAQ

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August 30, 2004 of \$18.46 per share.

(2) Pursuant to Rule 416 promulgated under the Securities Act, there are also registered hereunder such indeterminate number of additional shares as may be issued under the terms of the Long-Term Stock Incentive Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.

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STATEMENT UNDER GENERAL INSTRUCTION E - REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E (Registration of Additional Securities) of Form S-8, Semtech Corporation hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission:

- (a) The Registrant's Registration Statement on Form S-8, Registration Number 333-80319, filed with the Commission on June 9, 1999;
- (b) The Registrant's Annual Report on Form 10-K for the fiscal year ended January 25, 2004 filed on April 9, 2004 with the Commission, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended April 25, 2004, filed with the Commission on June 4, 2004;
- (d) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended July 25, 2004, filed with the Commission on September 3, 2004;
- (e) The Registrant's Current Report on Form 8-K, filed with the Commission on August 24, 2004;
- (f) The Registrant's Current Report on Form 8-K, filed with the Commission on July 7, 2004;
- (g) The Registrant's Current Report on Form 8-K, filed with the Commission on May 25, 2004;
- (h) The Registrant's Current Report on Form 8-K, filed with the Commission on April 20, 2004;
- (i) The Registrant's two Current Reports on Form 8-K, each filed with the Commission on February 24, 2004; and
- (j) The description of the Company's common stock contained in the Company's Registration Statement under the Exchange Act on Form 8-A filed with the Commission, including any amendments or reports filed for the purpose of updating the description of such common stock.

In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents with the Commission.

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Part II: INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit

- 4.1 Long-Term Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended April 28, 2002, filed with the Commission on June 11, 2002).
- 5.1 Opinion and Consent of Paul, Hastings, Janofsky & Walker LLP as to legality of securities being registered.
- 23.1 Consent of independent registered public accounting firm.
- 23.2 Consent of Paul, Hastings, Janofsky & Walker LLP is contained in Exhibit 5.
- 24.1 Power of Attorney (included herein on the signature page).

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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 Camarillo, State of California, on September 3, 2004.

SEMTECH CORPORATION

By: /s/ Jason L. Carlson

Jason L. Carlson, President and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Jason L. Carlson and David G. Franz, Jr., and each of them, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign this Registration Statement and any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof. 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.

Signature

Title

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/s/ Jason L. Carlson ----- Jason L. Carlson	President, Chief Executive Officer, and Director (Principal Executive Officer)
/s/ David G. Franz, Jr. ----- David G. Franz, Jr.	Vice President-Finance, Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ John D. Poe ----- John D. Poe	Chairman of the Board and Director
/s/ Glen M. Antle ----- Glen M. Antle	Director
/s/ James P. Burra ----- James P. Burra	Director
/s/ Rockell N. Hankin ----- Rockell N. Hankin	Director
/s/ James T. Lindstrom ----- James T. Lindstrom	Director
/s/ John L. Piotrowski ----- John L. Piotrowski	Director
/s/ James T. Schraith ----- James T. Schraith	Director

EXHIBIT INDEX

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