

MONOLITHIC POWER SYSTEMS INC

Form S-8

February 03, 2010

As filed with the Securities and Exchange Commission on February 3, 2010

Registration No. 333-

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

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**MONOLITHIC POWER SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6409 Guadalupe Mines Road**

**77-0466789**  
(I.R.S. Employer

Identification No.)

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San Jose, CA 95120

(Address of Principal Executive Offices, including Zip Code)

**MONOLITHIC POWER SYSTEMS, INC. 2004 EQUITY INCENTIVE PLAN**

**MONOLITHIC POWER SYSTEMS, INC. 2004 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**Michael R. Hsing**

**President and Chief Executive Officer**

**6409 Guadalupe Mines Road**

**San Jose, CA 95120**

**(408) 826-0600**

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

*Copies to:*

**Carmen Chang**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, CA 94304**

**(650) 493-9300**

**Saria Tseng**

**Vice President and General Counsel**

**Monolithic Power Systems, Inc.**

**6409 Guadalupe Mines Road**

**San Jose, CA 95120**

**(408) 826-0600**

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.

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Large accelerated filer

Accelerated filer  x

Non-accelerated filer

Smaller reporting company

## CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee (2)</b>
Common Stock \$0.001 par value per share, to be issued pursuant to the 2004 Equity Incentive Plan	1,758,265 shares	\$21.66 (3)	\$38,084,020	\$2,715
Common Stock \$0.001 par value per share, to be issued pursuant to the 2004 Employee Stock Purchase Plan	703,306 shares	\$18.41 (4)	\$12,948,567	\$923
Total Registration Fee				\$3,638

- (1) Pursuant to Rule 416, this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the Monolithic Power Systems, Inc. 2004 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Amount of the registration fee was calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended (the Securities Act). The registration fee is based on \$71.30 per \$1,000,000 of the maximum aggregate price at which shares are proposed to be offered.
- (3) Estimated in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on January 27, 2010, which amount was \$21.66 per share.
- (4) The proposed maximum offering price per share of \$18.41 was determined by discounting the proposed maximum offering price per share (as computed in note 3 above) by 15% in accordance with the terms of the Monolithic Power Systems, Inc. 2004 Employee Stock Purchase Plan.

**Registration of Additional Securities**

**Pursuant to General Instruction E**

This Registration Statement registers additional shares of common stock of Monolithic Power Systems, Inc. (the Registrant) to be issued pursuant to the Registrant's 2004 Equity Incentive Plan and the Registrant's 2004 Employee Stock Purchase Plan. Accordingly, we incorporate by reference the contents of the previous Registration Statements on Form S-8 (Commission File No. 333-120886) filed by the Registrant with the Securities and Exchange Commission (SEC) on December 1, 2004, the Registration Statement on Form S-8 (Commission File No. 333-132411) filed with the SEC on March 14, 2006, as amended February 8, 2007, the Registration Statement on Form S-8 (Commission File No. 333-140563) filed with the SEC on February 9, 2007, the Registration Statement on Form S-8 (Commission File No. 333-149027) filed with the SEC on February 4, 2008 and the Registration Statement on Form S-8 (Commission File No. 333-157095) filed with the SEC on February 4, 2009 (collectively, the Previous Forms S-8).

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following periodic reports that were filed after the Previous Forms S-8 to maintain current information about the Registrant, are hereby incorporated into this Registration Statement and made a part hereof by this reference:

The reports that the Registrant has most recently filed with the SEC are listed below:

- (a)(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Commission on February 27, 2009;
- (b)(1) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2009, filed with the Commission on April 28, 2009;
- (b)(2) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2009, filed with the Commission on July 30, 2009;
- (b)(3) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009, filed with the Commission on October 22, 2009;
- (b)(4) The Registrant's Current Report on Form 8-K filed with the Commission on January 13, 2009;
- (b)(5) The Registrant's Current Report on Form 8-K filed with the Commission on February 4, 2009;
- (b)(6) The Registrant's Current Report on Form 8-K filed with the Commission on March 9, 2009;
- (b)(7) The Registrant's Current Report on Form 8-K filed with the Commission on December 24, 2009;
- (b)(8) The Registrant's Current Report on Form 8-K filed with the Commission on December 31, 2009;
- (c)(1) The description of the Registrant's Common Stock contained in its registration statement on Form 8-A, filed with the Commission on November 16, 2004, and any subsequent amendment and restatement or report filed with the Commission for the purposes of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment to the Registration Statement that indicates that all of the shares of Common Stock offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of attorney (included in signature page to this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Jose, State of California, on February 3, 2010.

MONOLITHIC POWER SYSTEMS, INC.

By: */s/* MICHAEL R. HSING  
**Michael R. Hsing**  
**President and Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael R. Hsing and Rick Neely, and each of them individually, his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective statements), and all post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, 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 such attorney-in-fact, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/</i> MICHAEL R. HSING <b>Michael R. Hsing</b>	President, Chief Executive Officer and Director ( <i>principal executive officer</i> )	February 3, 2010
<i>/s/</i> C. RICHARD NEELY <b>C. Richard Neely</b>	Chief Financial Officer ( <i>principal financial and accounting officer</i> )	February 3, 2010
<i>/s/</i> KAREN A. SMITH BOGART <b>Karen A. Smith Bogart</b>	Director	February 3, 2010
<i>/s/</i> HERBERT CHANG <b>Herbert Chang</b>	Director	February 3, 2010
<i>/s/</i> VICTOR K. LEE <b>Victor K. Lee</b>	Director	February 3, 2010
<i>/s/</i> DOUGLAS MCBURNIE <b>Douglas McBurnie</b>	Director	February 3, 2010
<i>/s/</i> JAMES C. MOYER <b>James C. Moyer</b>	Director	February 3, 2010
<i>/s/</i> UMESH PADVAL <b>Umesh Padval</b>	Director	February 3, 2010

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**Umesh Padval**

/s/ JEFF ZHOU

Director

February 3, 2010

**Jeff Zhou**



**EXHIBIT INDEX**

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