

ANALOG DEVICES INC  
Form S-8 POS  
June 06, 2012

As filed with the Securities and Exchange Commission on June 6, 2012

Registration No. 333-75170

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 3**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Analog Devices, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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<b>Massachusetts</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>04-2348234</b> (I.R.S. Employer Identification No.)
<b>One Technology Way, Norwood, MA</b> (Address of Principal Executive Offices)	<b>02062-9106</b> (Zip Code)

**Analog Devices, Inc.**

**2001 Broad-Based Stock Option Plan**

(Full Title of the Plan)

**Margaret K. Seif**

**Vice President, General Counsel and Secretary**

**One Technology Way**

**Norwood, MA 02062**

(Name and Address of Agent For Service)

**(781) 329-4700**

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

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 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (File No. 333-75170) (the Registration Statement ) of Analog Devices, Inc. (the Registrant ) filed in connection with the Registrant s 2001 Broad-Based Stock Option Plan (the 2001 Plan ) is being filed to deregister 904,250 shares (the Shares ) of the Registrant s common stock, \$0.16 2/3 par value per share (the Common Stock ) from the Registration Statement. The Shares were previously subject to awards granted under the 2001 Plan, which awards have been cancelled or expired. Under the terms of the Registrant s 2006 Stock Incentive Plan (the 2006 Plan ), the Shares became available for issuance under the 2006 Plan and are being transferred to a new registration statement on Form S-8 registering additional shares of Common Stock under the 2006 Plan.

**SIGNATURES**

Pursuant to Rule 478 under the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwood, the Commonwealth of Massachusetts, on this 6<sup>th</sup> day of June, 2012.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman  
Jerald G. Fishman  
President and Chief Executive Officer