

COHU INC  
Form S-8  
March 21, 2006

**Table of Contents**

As filed with the Securities and Exchange Commission on March 21, 2006

Registration No. 333-\_\_\_\_\_

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**Cohu, Inc.**  
*(Exact name of registrant as specified in its charter)*

<p><b>Delaware</b>  <i>(State or other jurisdiction  of incorporation or organization)</i></p>	<p><b>95-1934119</b>  <i>(I.R.S. Employer Identification No.)</i></p>
<p><b>12367 Crosthwaite Circle, Poway, California 92064</b>  <i>(Address Of Principal Executive Offices) (Zip Code)</i></p>	
<p><b>Cohu, Inc. 2005 Equity Incentive Plan</b>  <i>(Full title of the plan)</i></p>	
<p><b>John H. Allen</b>  Vice President, Finance and Chief Financial Officer  Cohu, Inc.  12367 Crosthwaite Circle, Poway, California 92064  <i>(Name and address of agent for service)</i></p>	
<p><b>(858) 848-8100</b>  <i>(Telephone number, including area code, of agent for service)</i></p>	

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered <sup>(1)</sup>	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee <sup>(2)</sup>
Common Stock, par value \$1.00	3,000,000	\$ 19.87	\$59,610,000.00	\$ 6,378.27

(1) On May 10, 2005 Cohu, Inc. s stockholders approved the Cohu, Inc. 2005 Equity Incentive Plan (the 2005 Plan ). The 2005 Plan was

adopted by  
Cohu's Board of  
Directors on  
March 11, 2005.  
The 2005 Plan  
replaced Cohu,  
Inc.'s 1998 Stock  
Option Plan,  
1996 Outside  
Directors Stock  
Option Plan,  
1996 Stock  
Option Plan and  
1994 Stock  
Option Plan  
(collectively the  
Prior Plans),  
which were all  
terminated and  
no new awards  
will be granted  
thereunder. The  
2005 Plan's  
share reserve  
initially equaled  
the share  
reserves  
remaining under  
each of the Prior  
Plans which, as  
of May 10, 2005  
equaled 796,025  
shares, and the  
number of stock  
options  
outstanding  
under all of the  
Prior Plans  
which, as of  
May 10, 2005,  
equaled  
3,105,166  
shares, which  
may, if such  
stock options  
are cancelled or  
forfeited  
unexercised, be  
again available  
for grant under  
the 2005 Plan.

The 3,000,000 shares registered herein are less than the 3,901,191 shares initially reserved under the 2005 Plan as a result of stock option exercises during the period May 11, 2005 thru March 20, 2006 and an estimate of future stock option exercises that will further reduce the shares available for issuance under the 2005 Plan. Pursuant to Rule 416(a), this registration statement also covers any additional securities that may be offered or issued as a result of stock splits, stock dividends or similar transactions.

- (2) Estimated solely for the purpose of determining the registration fee and calculated pursuant to Rule 457(c) and 457(h) of the Securities Act of 1933. The maximum offering price per share is

based on the  
average of the  
high and low  
selling prices  
per share of  
Cohu, Inc.  
Common Stock  
on March 20,  
2006, as  
reported on the  
Nasdaq National  
Market.

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**TABLE OF CONTENTS**

**PART II**

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

**Item 4. Description of Securities**

**Item 5. Interests of Named Experts and Counsel**

**Item 6. Indemnification of Directors and Officers**

**Item 7. Exemption From Registration Claimed**

**Item 8. Exhibits**

**Item 9. Undertakings**

**SIGNATURES**

**POWER OF ATTORNEY**

**EXHIBIT INDEX**

**EXHIBIT 5.1**

**EXHIBIT 23.2**

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**Table of Contents**

PART II

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

Cohu, Inc. (the Company) hereby incorporates by reference in this registration statement the following documents:

(a) The Company's latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), containing audited financial statements for the Company's fiscal year ended December 31, 2005.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above.

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered hereby have been sold or which deregisters all securities 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 filing of such documents.

**Item 4. Description of Securities**

Not applicable

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Delaware law authorizes corporations to eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breach or alleged breach of the directors' duty of care. While the relevant statute does not change directors' duty of care, it enables corporations to limit available relief to equitable remedies such as injunction or rescission. The statute has no effect on directors' duty of loyalty, acts or omissions not in good faith or involving intentional misconduct or knowing violations of law, illegal payment of dividends and approval of any transaction from which a director derives an improper personal benefit.

The Company has adopted provisions in its Amended and Restated Certificate of Incorporation which eliminate the personal liability of its directors to the Company and its stockholders for monetary damages for breach or alleged breach of their duty of care. The bylaws of the Company provide for indemnification of its directors, officers, employees and agents to the fullest extent permitted by the General Corporation Law of the State of Delaware, the Company's state of incorporation, including those circumstances in which indemnification would otherwise be discretionary under Delaware Law. Section 145 of the General Corporation Law of the State of Delaware provides for indemnification in terms

**Table of Contents**

sufficiently broad to indemnify such individuals, under certain circumstances, for liabilities (including reimbursement of expenses incurred) arising under the Securities Act of 1933.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See Exhibit Index

**Item 9. Undertakings**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the



**Table of Contents**

securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Exchange Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Exchange Act and will be governed by the final adjudication of such issue.

**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 Poway, State of California, on March 20, 2006.

COHU, INC.

By: /s/ James A. Donahue

James A. Donahue  
President and Chief Executive Officer

4

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**Table of Contents****POWER OF ATTORNEY**

The officers and directors of Cohu, Inc. whose signatures appear below, hereby constitute and appoint James A. Donahue and John H. Allen, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any amendment or amendments to this registration statement on Form S-8, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their, her or his substitutes, shall do or cause to be done by virtue hereof.

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Charles A. Schwan Charles A. Schwan	Chairman of the Board, Director	March 20, 2006
/s/ James A. Donahue James A. Donahue	President, Chief Executive Officer and Director (Principal Executive Officer)	March 20, 2006
/s/ John H. Allen John H. Allen	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	March 20, 2006
/s/ James W. Barnes James W. Barnes	Director	March 20, 2006
/s/ Harry L. Casari Harry L. Casari	Director	March 20, 2006
/s/ Robert L. Ciardella Robert L. Ciardella	Director	March 20, 2006
/s/ Harold Harrigian Harold Harrigian	Director	March 20, 2006

**Table of Contents**

**EXHIBIT INDEX**

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference to Exhibit 3.1(a) from the Cohu, Inc. Form 10-Q for the quarterly period ended June 30, 1999.
4.1(a)	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference from the Cohu, Inc. Form S-8 filed June 30, 2000, Exhibit 4.1(a).
4.2	Amended and Restated Bylaws of Cohu, Inc. incorporated herein by reference to Exhibit 3.2 from the Cohu, Inc. Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 1996.
4.3	Rights Agreement dated November 15, 1996, between Cohu, Inc. and ChaseMellon Shareholder Services, L.L.C., as rights agent, incorporated herein by reference to Exhibit 4.1 from the Cohu, Inc. Form 8-K filed with the Securities and Exchange Commission on December 12, 1996.
5.1	Opinion re legality
23.1	Consent of Counsel (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24	Power of Attorney (included in signature page to this registration statement)
99.1	Cohu, Inc. 2005 Equity Incentive Plan, incorporated by reference from the Cohu, Inc. Definitive Proxy Statement for the 2005 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 30, 2005.