

ADVANCED SEMICONDUCTOR ENGINEERING INC

Form S-8

November 25, 2011

As filed with the Securities and Exchange Commission on November 25, 2011

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

---

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

---

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

---

Advanced Semiconductor Engineering, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Republic of China  
(State or Other Jurisdiction of  
Incorporation or Organization)

N/A  
(I.R.S. Employer Identification No.)

26 Chin Third Road  
Nantze Export Processing Zone  
Nantze, Kaohsiung, Taiwan  
Republic of China  
(Address of Principal Executive Offices)

Advanced Semiconductor Engineering, Inc. 2010 Employee Stock Option Plan  
(Full Title of the Plan)

C T Corporation System  
111 Eighth Avenue  
New York, New York 10011  
(212) 590-9070  
(Name, Address, Including Zip  
Code, and Telephone Number,  
Including Area Code, of Agent for  
Service)

Copy to:  
James C. Lin, Esq.  
Davis Polk & Wardwell LLP  
c/o 18th Floor, The Hong Kong  
Club Building  
3A Chater Road

Hong Kong  
(852) 2533-3300

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.

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

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Offering Price(2)
Common Shares, par value NT\$10.00 per share	199,999,500	US\$0.78	US\$155,9

(1) This Registration Statement on Form S-8 (this “Registration Statement”) covers Common Shares, par value NT\$10.00 per share (the “Shares”) of Advanced Semiconductor Engineering, Inc. (the “Company” or the “Registrant”) (i) issuable pursuant to the Advanced Semiconductor Engineering, Inc. 2010 Employee Stock Option Plan (the “Plan”) and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), any additional Shares that become issuable under the Plan by reason of any stock dividend, stock split, or other similar transaction.

(2) The per share and aggregate offering prices are estimated pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the amount of the registration fee, based on the weighted average exercise price of options already granted. For the purpose of calculating the per share and aggregate offering prices, New Taiwan dollar amounts were translated into U.S. dollars at a rate of NT\$30.24 to US\$1.00, the exchange rate as set forth in the H.10 weekly statistical release of the Federal Reserve System of the United States on November 18, 2011.

(3) Rounded up to the nearest penny.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Item 1 and Item 2 of Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I have been or will be delivered to the participants in the Plan as required by Rule 428(b). These documents, which include the statement of availability required by Item 2 of Part I, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents of the Registrant filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

(a) the Registrant's annual report on Form 20-F under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for the fiscal year ended December 31, 2010 filed with the Commission on June 17, 2011;

(b) the Registrant's reports of foreign private issuer on Form 6-K filed with the Commission on January 6, January 28, February 9, March 8, March 30, April 7, April 15, April 29, May 9, May 31, June 7, June 30, July 5, July 7, July 22, August 4, August 8, September 7, October 7, and October 28, 2011; and

(c) the description of the Shares contained in the Registrant's registration statement on Form 8-A under the Exchange Act (File No. 001-16125) filed with the Commission on September 20, 2000, including any amendment or report filed for the purpose 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 Exchange Act, prior to the filing of a post-effective amendment 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 part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof or of the related prospectus to the extent that a statement contained herein, (or in any other subsequently filed document which is also incorporated or 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 4. DESCRIPTION OF SECURITIES



Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The relationship between the Registrant and its directors and officers is governed by the Republic of China (“ROC”) Civil Code, the ROC Company Law and the Registrant’s Articles of Incorporation. There is no written contract between the Registrant and its directors and officers governing the rights and obligations of such parties. Under Section 10, Chapter 2, Book II of the ROC Civil Code, each person who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a director or officer of the Registrant, in the absence of willful misconduct or negligence on the part of such person in connection with such person’s performance of duties as a director or officer, as the case may be, may be indemnified and held harmless by the Registrant to the fullest extent permitted by applicable law. In addition, the Registrant has obtained an insurance policy which provides liability coverage, including coverage for liabilities arising under the U.S. federal securities laws, for directors and officers and which contains certain exceptions and exclusions.

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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement;

(iii) To include any material information with respect to the Plan not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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, each filing of the Registrant's annual report pursuant to Section 13(a) or 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 this Registration Statement 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act 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 Securities 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 Securities Act and will be governed by the final adjudication of such issue.

---

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Taipei, Taiwan, Republic of China, on November 25, 2011.

ADVANCED SEMICONDUCTOR ENGINEERING,  
INC.

By:                    /s/ Jason C.S. Chang  
                             Jason C. S. Chang  
                             Chairman

---



POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints each of Jason C.S. Chang and Joseph Tung as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable Advanced Semiconductor Engineering, Inc. to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

---

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jason C. S. Chang Jason C. S. Chang	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	November 25, 2011
/s/ Richard H.P. Chang Richard H.P. Chang	Vice Chairman, President and Director	November 25, 2011
/s/ Tien Wu Tien Wu	Chief Operating Officer and Director	November 25, 2011
/s/ Joseph Tung Joseph Tung	Chief Financial Officer, Vice President and Director (Principal Financial and Accounting Officer)	November 25, 2011
/s/ Raymond Lo Raymond Lo	General Manager, Kaohsiung packaging facility and Director	November 25, 2011
/s/ Jeffrey Chen Jeffrey Chen	Executive Vice President and Director	November 25, 2011
/s/ Rutherford Chang Rutherford Chang	Director	November 25, 2011
Shen-Fu Yu	Independent Director	
Ta-Lin Hsu	Independent Director	

---

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement or amendment thereto in Newark, Delaware, on November 25, 2011.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi  
Name: Donald J. Puglisi  
Title: Managing Director

---

EXHIBIT INDEX

Exhibit No.	Description
4.1	Articles of Incorporation of the Registrant (English translation of Chinese) (incorporating all amendments as of June 28, 2011).
5.1	Opinion of Lee and Li, ROC counsel to the Registrant, as to the legality of the securities being registered.
23.1	Consent of Deloitte & Touche, independent registered public accounting firm.
23.2	Consent of Lee and Li (included in Exhibit 5).
24.1	Power of Attorney (included in the signature pages hereof).
99.1	Advanced Semiconductor Engineering, Inc. 2010 Employee Stock Option Plan (English translation of Chinese).

---