

MICRON TECHNOLOGY INC
Form S-8
June 16, 2010

As filed with the Securities and Exchange Commission on June 16, 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

MICRON TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-1618004
(I.R.S. Employer
Identification Number)

8000 South Federal Way
P.O. Box 6, Boise Idaho 83707-0006
(Address of principal executive offices)

NUMONYX HOLDINGS B.V. EQUITY INCENTIVE PLAN
(Full title of the plan)

Roderic W. Lewis
V.P. of Legal Affairs, General Counsel and Corporate Secretary
Micron Technology, Inc.
8000 South Federal Way
Boise, Idaho 83716-9632
(Name and address of agent for service)

(208) 368-4000
(Telephone number, including area code, of agent for service)

	CALCULATION OF REGISTRATION FEE			
Title of Securities to	Amount	Proposed	Proposed	Amount of

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be Registered	to be Registered(2)	Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Registration Fee
Common Stock, \$0.10 par value per share, to be issued pursuant to the Numonyx Holdings B.V. Equity Incentive Plan(1)	10,900,341	\$8.705 (3)	\$94,887,468.41 (3)	\$6,766.00

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(1) Common stock to be issued pursuant to options and restricted stock unit awards granted under the Numonyx Holdings B.V. Equity Incentive Plan (the “Numonyx Equity Incentive Plan”) which was assumed by Micron Technology, Inc. (the “Company”) pursuant to that certain Share Purchase Agreement, dated as of February 9, 2010, by and among the Company, Micron Semiconductor B.V., a private company with limited liability organized under the laws of The Netherlands, with corporate seat in Amsterdam, The Netherlands and a wholly owned subsidiary of the Company, Numonyx Holdings B.V., a private company with limited liability organized under the laws of The Netherlands, with corporate seat in Amsterdam, The Netherlands (“Numonyx”), Intel Corporation, a Delaware corporation, Intel Technology Asia Pte Ltd, a company organized under the laws of Singapore, STMicroelectronics N.V., a limited liability company organized under the laws of The Netherlands, with corporate seat in Amsterdam, The Netherlands, Redwood Blocker S.a.r.l., a limited liability company organized under the laws of The Grand-Duchy of Luxembourg, and PK Flash, LLC, a Delaware limited liability company. As of the effective time of the acquisition, the restricted stock units issued by Numonyx pursuant to the Numonyx Equity Incentive Plan were converted automatically into a right to receive, upon vesting, shares of Company common stock (after applying the conversion ratio of approximately 0.4362).

(2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), to the extent additional shares of the Company’s Common Stock may be issued or issuable as a result of a stock split, stock dividend or other distribution declared at any time by the Board of Directors while this Registration Statement is in effect, this Registration Statement is hereby declared to cover all of such additional Common Stock.

(3) Estimated in accordance with Rules 457(c) and (h) under the Securities Act, solely for the purpose of calculating the registration fee on the basis of \$8.705 per share, which is the average of the high and low prices of the Company’s Common Stock as quoted on the Nasdaq Global Select Market on June 10, 2010.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required in Part I of this Registration Statement is included in the prospectus for the Numonyx Equity Incentive Plan, which is not filed as part of this Registration Statement pursuant to the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated in this Registration Statement by reference:

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended September 3, 2009 filed with the Commission on October 28, 2009.
- (b)(1) The Company’s Quarterly Report on Form 10-Q for the quarterly period ended December 3, 2009, filed with the Commission on January 12, 2010.
- (b)(2) The Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 4, 2010, filed with the Commission on April 9, 2010.
- (c)(1) The Company’s Current Report on Form 8-K filed with the Commission on September 29, 2009.
- (c)(2) The Company’s Current Report on Form 8-K filed with the Commission on October 1, 2009.
- (c)(3) The Company’s Current Report on Form 8-K filed with the Commission on November 13, 2009.
- (c)(4) The Company’s Current Report on Form 8-K filed with the Commission on November 27, 2009.
- (c)(5) The Company’s Current Report on Form 8-K filed with the Commission on December 15, 2009.
- (c)(6) The Company’s Current Report on Form 8-k filed with the Commission on December 18, 2009.
- (c)(7) The Company’s Current Report on Form 8-K filed with the Commission on January 15, 2010.
- (c)(8) The Company’s Current Report on Form 8-k filed with the Commission on February 11, 2010.
- (c)(9) The Company’s Current Report on Form 8-K filed with the Commission on February 18, 2010.
- (c)(10) The Company’s Current Report on Form 8-K filed with the Commission on March 4, 2010.

(c)(11) The Company's Current Report on Form 8-K filed with the Commission on May 13, 2010.

(c)(12) The Company's Current Report on Form 8-K filed with the Commission on June 3, 2010.

(d) The description of the Company's common stock contained in the Company's Registration Statement on Form 8-A, filed December 21, 2009, including any amendment or report filed with the Securities and Exchange Commission for the purpose of updating such description.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after 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 in this Registration Statement and to be part hereof from the date of filing such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Securities and Exchange Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which 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 amended, 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

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors or stockholders to grant, indemnification to directors, officers, employees and agents in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act and for liabilities arising from other state and federal causes of action. Section 10 of the Company's Certificate of Incorporation and Article VII of the Company's Bylaws provide for the mandatory indemnification of its officers, directors, employees and agents to the extent permitted by Delaware General Corporation Law. The Company has entered into agreements with its officers, directors and certain key employees implementing such indemnification.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit Number	Description
4.1	Numonyx Holdings B.V. Equity Incentive Plan.
4.2	Numonyx Holdings B.V. Equity Incentive Plan Forms of Agreement.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page to this Registration Statement).

ITEM 9. UNDERTAKINGS

(a) The undersigned Company 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 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(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 information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Company 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, 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 Company hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Company'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 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 Company pursuant to the foregoing provisions, or otherwise, the Company 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 of 1933, as amended, the Company 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 Boise, State of Idaho, on this 16th day of June 2010.

MICRON TECHNOLOGY, INC.

By: /s/ Ronald C. Foster

Ronald C. Foster

Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Steven R. Appleton and Ronald C. Foster, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on June 16, 2010.

Signature	Title	Date
/s/ Steven R. Appleton Steven R. Appleton	Chairman of the Board, Chief Executive Officer (Principal Executive Officer)	June 16, 2010
/s/ Ronald C. Foster Ronald C. Foster	Vice President of Finance, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 16, 2010
/s/ Teruaki Aoki Teruaki Aoki	Director	June 16, 2010
/s/ James W. Bagley James W. Bagley	Director	June 16, 2010
/s/ Robert L. Bailey Robert L. Bailey	Director	June 16, 2010
/s/ Mercedes Johnson Mercedes Johnson	Director	June 16, 2010
/s/ Lawrence N. Mondry Mondry	Director	June 16, 2010

Lawrence N. Mondry
/s/ Robert
Switz
Robert E. Switz

Director

June 16, 2010

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