

GENENTECH INC  
Form S-8 POS  
March 26, 2009

As filed with the Securities and Exchange Commission on March 26, 2009

Registration Statement No. 333-115219

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

Post-Effective Amendment No. 1 to  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Genentech, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

94-2347624  
(I.R.S. Employer

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incorporation or organization)

Identification Number)

**Genentech, Inc.**

**1 DNA Way**

**South San Francisco, California**

**94080**

(Address of principal executive offices) (Zip Code)

**1999 Stock Plan, as amended and restated on 2/13/03**

**1991 Employee Stock Plan, as amended effective 4/23/03**

**2004 Equity Incentive Plan**

(Full title of the plans)

**Sean A. Johnston**

**Genentech, Inc.**

**1 DNA Way**

**South San Francisco, California**

**94080**

**(650) 225-1000**

(Name and address of agent for service) (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-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company



**Explanatory Statement**

On May 6, 2004, Genentech, Inc. (the Registrant ) filed a Registration Statement on Form S-8 (File No. 333-115219) (the Registration Statement), which registered (i) 25,000,000 shares of the Registrant's common stock, par value \$0.02 per share (the Common Stock ) reserved for issuance under the 1999 Stock Plan, as amended and restated 2/13/03 (the 1999 Plan ); (ii) 2,000,000 shares of Common Stock reserved for issuance under the 1991 Employee Stock Plan, as amended effective 4/23/03 (the 1991 Plan ); and (iii) 40,000,000 shares of Common Stock reserved for issuance under the 2004 Equity Incentive Plan (the 2004 Plan ). This Post-Effective Amendment No. 1 is being filed to deregister all authorized shares of Common Stock reserved for issuance under the 1999 Plan, the 1991 Plan and the 2004 Plan that have not yet been issued under the Registration Statement.

On March 12, 2009, the Registrant entered into an Agreement and Plan of Merger with Roche Holdings, Inc., a Delaware corporation ( Parent ) and Roche Investments USA Inc., a Delaware corporation and wholly-owned subsidiary of Parent ( Roche Investments ) (such agreement, the Merger Agreement ), pursuant to which Roche Investments was merged with and into the Registrant and the Registrant became a wholly-owned subsidiary of Parent on March 26, 2009.

Accordingly, the Registrant hereby deregisters the shares of Common Stock that have not been and will not be issued under the 1999 Plan, the 1991 Plan and the 2004 Plan. Upon effectiveness hereof, no shares of Common Stock remain registered under the Registration Statement for issuance under the 1999 Plan, 1991 Plan or the 2004 Plan.

**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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, in the State of California on March 26, 2009.

GENENTECH, INC.

By: /s/ Arthur D. Levinson  
 Arthur D. Levinson  
 Chairman & Chief Executive Officer

(Principal Executive Officer)

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

Signature	Title	Date
/s/ Arthur D. Levinson	President & Chief Executive Officer	March 26, 2009
Arthur D. Levinson	(Principal Executive Officer)	
/s/ David A. Ebersman	Executive Vice President & Chief Financial Officer	March 26, 2009
David A. Ebersman	(Principal Financial Officer)	
/s/ Robert E. Andreatta	Vice President, Controller & Chief Accounting Officer	March 26, 2009
Robert E. Andreatta	(Principal Accounting Officer)	
/s/ Frank J. D Angelo	Director	March 26, 2009
Frank J. D Angelo		
/s/ Frederick C. Kentz III	Director	March 26, 2009
Frederick C. Kentz III		
/s/ David P. McDede	Director	March 26, 2009
David P. McDede		

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