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AMKOR TECHNOLOGY INC

Form S-8

October 29, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 29, 2002  
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

AMKOR TECHNOLOGY, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)  
-----

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

23-1722724  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

1345 ENTERPRISE DRIVE  
WEST CHESTER, PA 19380  
-----

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

AMKOR TECHNOLOGY, INC. 1998 EMPLOYEE STOCK PURCHASE PLAN  
AMKOR TECHNOLOGY, INC. 1998 STOCK PLAN  
AMKOR TECHNOLOGY, INC. 1998 STOCK OPTION PLAN FOR FRENCH EMPLOYEES  
(FULL TITLE OF THE PLANS)  
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KEVIN HERON, ESQ.  
GENERAL COUNSEL  
AMKOR TECHNOLOGY, INC.  
1345 ENTERPRISE DRIVE  
WEST CHESTER, PA 19380  
(610) 431-9600  
(NAME, ADDRESS AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)  
-----

COPIES TO:  
BRUCE M. MCNAMARA, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304-1050  
(650) 493-9300

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED -----	AMOUNT TO BE REGISTERED (1) -----	PROPOSED MAXIMUM OFFERING PRICE PER SHARE -----	PROPO AGGREG P -----
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Common Stock, \$0.001 par value,  
To be issued under the Amkor Technology, Inc.,

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-- 1998 Employee Stock Purchase Plan	482,937 shares	\$	2.43 (3)	\$ 1,1
-- 1998 Stock Plan	3,365,004 shares	\$	2.86 (2)	\$ 9,6
-- 1998 Stock Option Plan for French Employees	203,983 shares	\$	2.86 (2)	\$ 5
	-----		-----	-----
TOTAL	4,051,924 shares		-----	\$11,3
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(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Amkor Technology, Inc. 1998 Employee Stock Purchase Plan, 1998 Stock Plan, and 1998 Stock Option Plan for French Employees (the "Plans") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without Amkor's receipt of consideration which results in an increase in the number of the outstanding shares of Amkor's common stock.

(2) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. This computation is based the average of the high and the low prices per share of the Company's Common Stock as reported by the Nasdaq National Market on October 23, 2002 (the "Market Price").

(3) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended solely for the purpose of calculating the registration fee and based upon 85% of the Market Price (the price at which Common Stock may be sold to employees pursuant to the terms of this plan).

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AMKOR TECHNOLOGY, INC.

REGISTRATION STATEMENT ON FORM S-8

### PART II

#### INFORMATION REQUIRED IN REGISTRATION STATEMENT

##### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

We file reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"), in accordance with the Securities Exchange Act of 1934 (the "Exchange Act"). You may read and copy our reports, proxy statements and other information filed by us at the public reference facilities of the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Commission's Regional Offices. Copies of such materials can be obtained at prescribed rates from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information about the public reference rooms. Our reports, proxy statements and other information filed with the Commission are available to the public over the Internet at the Commission's website at <http://www.sec.gov> or website at <http://www.amkor.com>.

The Commission allows us to "incorporate by reference" into this registration statement the information we filed with the Commission. This means that we can disclose important information by referring you to those documents. The information incorporated by reference is considered to be a part of this registration statement. Information that we file later with the Commission will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made by Amkor or the Plans with the Commission under Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act until this offering is complete:

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- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and amendments thereto on Form 10-K/A filed on April 25, 2002.
- Our Quarterly Report on Form 10-Q for the period ended March 31, 2002 and June 30, 2002.
- Our Current Report on Form 8-KA filed October 29, 2002, our Current Report on Form 8-K filed August 22, 2002, our Current Report on Form 8-K filed August 1, 2002, our Current Report on Form 8-K filed April 25, 2002, and our Current Report on Form 8-K filed April 1, 2002.
- Our Definitive Proxy Statement and Schedule 14A filed on May 24, 2002.
- The description of our common stock contained in our Registration Statement on Form 8-A filed under the Exchange Act on October 22, 1997, including any amendment or report filed for the purpose of updating such description.

The financial statements of the Registrant for the year ended December 31, 1999, have been audited by Arthur Andersen LLP, independent public accountants. However, the registrant has been unable to obtain the written consent of Arthur Andersen with respect to the incorporation by reference of such financial statements in this Registration Statement. Therefore, the registrant has dispensed with the requirement to file the written consent of Arthur Andersen in reliance upon Rule 437a of the Securities Act of 1933, as amended. As a result, you may not be able to recover damages from Arthur Andersen under Section 11 of the Securities Act of 1933, as amended, for any untrue statements of material fact or any omissions to state a material fact, if any, contained in the financial statements of the registrant for the aforementioned financial statements which are incorporated by reference in 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

As permitted by Section 145 of the Delaware General Corporation Law (the "DGCL"), Amkor's Certificate of Incorporation provides that each person who is or was or who had agreed to become a director or officer of Amkor or who had agreed at the request of Amkor's Board of Directors or an officer of Amkor to serve as an employee or agent of Amkor or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by Amkor to the full extent permitted by the DGCL or any other applicable laws. Such Certificate of Incorporation also provides that no amendment or repeal of such Certificate shall apply to or have any effect on the right to indemnification permitted or authorized thereunder for or with respect to claims asserted before or after such amendment or repeal arising from acts or omissions occurring in whole or in part before the effective date of such amendment or repeal.

Amkor's Bylaws provide that Amkor shall indemnify to the full extent authorized by law any person made or threatened to be made a party to an action or a proceeding, whether criminal, civil, administrative or investigative, by reason

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of the fact that he or she was or is a director, officer or employee of Amkor or any predecessor of Amkor or serves or served any other enterprise as a director, officer or employee at the request of Amkor or any predecessor of Amkor.

Amkor has entered into indemnification agreements with its directors and certain of its officers.

Amkor maintains insurance on behalf of any person who is a director or officer against any loss arising from any claim asserted against such person and expense incurred by such person in any such capacity, subject to certain exclusions.

### ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

### ITEM 8. EXHIBITS

- 4.1 Amkor Technology, Inc. 1998 Employee Stock Purchase Plan.
- 4.2 Amkor Technology, Inc. 1998 Stock Plan.
- 4.3 Amkor Technology, Inc. 1998 Stock Option Plan for French Employees.(1)
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to legality of securities being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Sycip Gorres Velayo & Co.
- 23.3 Consent of Samil Accounting Corporation.
- 23.4 Consent of Arthur Andersen LLP. (2)
- 23.5 Consent of Siana Carr & O'Connor, LLP
- 23.6 Consent of Ahn Kwon & Company.
- 23.7 Consent of Wilson Sonsini Goodrich & Rosati, P.C. (contained in Exhibit 5.1).
- 24.1 Power of Attorney (see signature page).

(1) Incorporated by reference to the Company's Registration Statement on Form S-1 filed October 6, 1997 (File No. 333-37235).

(2) The financial statements of the Registrant for the year ended December 31, 1999, have been audited by Arthur Andersen LLP, independent public accountants. However, the registrant has been unable to obtain the written consent of Arthur Andersen with respect to the incorporation by reference of such financial statements in this Registration Statement. Therefore, the registrant has dispensed with the requirement to file the written consent of Arthur Andersen in reliance upon Rule 437a of the Securities Act of 1933, as amended. As a result, you may not be able to recover damages from Arthur Andersen under Section 11 of the Securities Act of 1933, as amended, for any untrue statements of material fact or any omissions to state a material fact, if any, contained in the financial statements of the registrant for the aforementioned financial statements which are incorporated by reference in this Registration Statement.

### ITEM 9. UNDERTAKINGS

- (a) Rule 415 Offering

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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 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.

(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) Filings incorporating subsequent Exchange Act documents by reference

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's or the Plan's annual report pursuant to section 13(a) or 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.

(h) Request for acceleration of effective date or filing of registration statement on Form S-8

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 provisions described in Item 6 above, 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 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 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 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 West Chester, Commonwealth of Pennsylvania on October 29, 2002.

AMKOR TECHNOLOGY, INC.

By: /s/ James J. Kim

-----  
James J. Kim

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Chairman and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James J. Kim and Kenneth T. Joyce, and each of them, his true and lawful attorneys-in-fact, each with the power of substitution, for him and his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same offering covered by this Registration Statement that are to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, , and all post-effective amendments thereto, and to file the same, with all exhibits thereto in all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully 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.

NAME ----	TITLE -----	DATE ----
/s/ JAMES J. KIM ----- James J. Kim	Chief Executive Officer and Chairman	October 29,
/s/ JOHN N. BORUCH ----- John N. Boruch	President and Director	October 29,
/s/ KENNETH JOYCE ----- Kenneth Joyce	Chief Financial Officer (Principal Financial and Accounting Officer)	October 29,
/s/ WINSTON J. CHURCHILL ----- Winston J. Churchill	Director	October 29,
/s/ THOMAS D. GEORGE ----- Thomas D. George	Director	October 29,
/s/ GREGORY K. HINCKLEY ----- Gregory K. Hinckley	Director	October 29,
/s/ JOHN B. NEFF ----- John B. Neff	Director	October 29,
/s/ Jurgen Knorr	Director	October 29,

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Jurgen Knorr

AMKOR TECHNOLOGY, INC.

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