

QUALCOMM INC/DE
Form S-8
April 24, 2008

Table of Contents

As filed with the Securities and Exchange Commission on April 24, 2008
Registration No. 333-_____

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
QUALCOMM INCORPORATED**

(Exact name of registrant as specified in its charter)

DELAWARE

95-3685934

(State or other jurisdiction
of incorporation or organization)

(I.R.S. employer identification no.)

5775 MOREHOUSE DRIVE
SAN DIEGO, CALIFORNIA 92121
858-587-1121

(Address of principal executive offices)

QUALCOMM INCORPORATED 2006 LONG-TERM INCENTIVE PLAN
QUALCOMM INCORPORATED AMENDED AND RESTATED 2001 EMPLOYEE STOCK
PURCHASE PLAN

(Full titles of the plans)

PAUL E. JACOBS
CHIEF EXECUTIVE OFFICER
QUALCOMM INCORPORATED
5775 MOREHOUSE DRIVE
SAN DIEGO, CALIFORNIA 92121
858-587-1121

(Name and address of agent for service)

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.

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 Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Proposed
maximum offering Proposed maximum

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Title of Securities to be registered ¹	Amount to be registered ²	price per share ³	aggregate offering price ³	Amount of registration fee
2006 Long-Term Incentive Plan, as amended Common Stock Par Value \$.0001	115,000,000	\$41.83	\$4,810,450,000	\$189,051 ⁴
Common Stock Par Value \$.0001 (from 1991 Stock Option Plan)	964,780	NA	NA	\$0 ⁴
Common Stock Par Value \$.0001 (from 2001 Non-Employee Directors Stock Option Plan)	41,667	NA	NA	\$0 ⁴
Common Stock Par Value \$.0001 (from 1998 Non-Employee Directors Stock Option Plan Amended and Restated 2001 Employee Stock Purchase Plan)	20,000	NA	NA	\$0 ⁴
Common Stock Par Value \$.0001 (from 1996 Non-Qualified Employee Stock Purchase Plan)	23,004	NA	NA	\$0 ⁵
TOTALS	116,049,451	\$41.83	\$4,810,450,000	\$189,051

¹ The securities to be registered include options and rights to acquire Common Stock.

² Pursuant to Rule 416(a), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.

³ Estimated pursuant to Rule 457 solely for purposes of

calculating the registration fee. The price is based upon the average of the high and low prices of the Common Stock on April 17, 2008, as reported on the NASDAQ Global Select Market.

- 4 The additional shares to be registered by QUALCOMM Incorporated (the Registrant) on this Form S-8 Registration Statement under the QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended (the 2006 LTIP), include 115,000,000 newly authorized shares. The remaining 1,026,447 shares being registered under the 2006 LTIP are shares which were previously available for grant under the QUALCOMM Incorporated 1991 Stock Option Plan, the QUALCOMM

Incorporated
2001
Non-Employee
Directors Stock
Option Plan and
the
QUALCOMM
Incorporated
1998
Non-Employee
Directors Stock
Option Plan (the
Prior Plans).
The Registrant
previously
registered such
shares for
issuance on
Registration
Statements on
Form S-8 (SEC
File Nos.
33-45083,
33-78150,
33-78158,
333-2752,
333-2754,
333-2756,
333-32013,
333-69457,
333-95291,
333-60484,
333-103497 and
333-117626).
The Registrant
is
simultaneously
filing
post-effective
amendments to
deregister such
shares from the
Registration
Statements on
Form S-8
previously filed
with respect to
the Prior Plans;
accordingly, the
associated
registration fees

previously paid on these shares under the prior Registration Statements are hereby carried forward to cover a portion of the registration fee due under this Registration Statement.

- 5 The additional shares to be registered on this Registration Statement on Form S-8 under the QUALCOMM Incorporated Amended and Restated 2001 Employee Stock Purchase Plan are shares previously registered for issuance under the QUALCOMM Incorporated 1996 Non-Qualified Employee Stock Purchase Plan, which has been amended and restated as part of the Amended and Restated 2001 Employee Stock Purchase Plan. The Registrant previously registered these shares for issuance on a Registration

Statement on
Form S-8 (SEC
File
No. 333-2750).
The Registrant
is
simultaneously
filing a
post-effective
amendment to
deregister such
shares;
accordingly, the
associated
registration fee
previously paid
on these shares
under the prior
Registration
Statement is
hereby carried
forward to cover
a portion of the
registration fee
under this
Registration
Statement.

TABLE OF CONTENTS

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON
FORM S-8

Item 8. Exhibits

SIGNATURE

EXHIBIT INDEX

EXHIBIT 5

EXHIBIT 23.2

Table of Contents

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS
ON FORM S-8**

The contents of the Registration Statements on Form S-8 listed below are incorporated by reference herein. Registration Statements filed with respect to the QUALCOMM Incorporated 2006 Long- Term Incentive Plan and the former 2001 Stock Option Plan, which was amended and restated as the 2006 Long-Term Incentive Plan (SEC File No. 333-137692, filed September 29, 2006, SEC File No. 333-103497 filed February 28, 2003, and SEC File No. 333-60484, filed May 8, 2001).

Registration Statements filed with respect to the QUALCOMM Incorporated 2001 Employee Stock Purchase Plan (SEC File No. 333-60484, filed May 8, 2001, and SEC File No. 333-103497, filed February 28, 2003).

Item 8. Exhibits

See Exhibit Index.

Table of Contents

SIGNATURE

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 with respect to the QUALCOMM Incorporated 2006 Long-Term Incentive Plan and the 2001 Amended and Restated Employee Stock Purchase Plan to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on April 24, 2008.

QUALCOMM Incorporated

By: /s/ Paul E. Jacobs

Paul E. Jacobs, Chief Executive Officer

Table of Contents**SIGNATURES AND POWER OF ATTORNEY**

The officers and directors of QUALCOMM Incorporated whose signatures appear below, hereby constitute and appoint PAUL E. JACOBS and WILLIAM E. KEITEL, 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 this Registration Statement on Form S-8 with respect to QUALCOMM Incorporated 2006 Long-Term Incentive Plan and the 2001 Amended and Restated Employee Stock Purchase Plan and any amendment or amendments thereto, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Paul E. Jacobs Paul E. Jacobs	Chief Executive Officer and Director (Principal Executive Officer)	April 24, 2008
/s/ William E. Keitel William E. Keitel	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 24, 2008
/s/ Irwin Mark Jacobs Irwin Mark Jacobs	Chairman of the Board	April 24, 2008
/s/ Barbara T. Alexander Barbara T. Alexander	Director	April 24, 2008
/s/ Raymond V. Dittamore Raymond V. Dittamore	Director	April 24, 2008
/s/ Robert E. Kahn Robert E. Kahn	Director	April 24, 2008
/s/ Duane A. Nelles Duane A. Nelles	Director	April 24, 2008
/s/ Brent Scowcroft Brent Scowcroft	Director	April 24, 2008
/s/ Marc I. Stern Marc I. Stern	Director	April 24, 2008

Marc I. Stern

Table of Contents

EXHIBIT INDEX

- 4.1 Restated Certificate of Incorporation of the Company, as amended, is incorporated by reference to Exhibit 99.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 13, 2006.
- 4.2 Certificate of Amendment of Certificate of Designation is incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 30, 2005.
- 4.3 Amended and Restated Bylaws of the Company are incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 22, 2006.
- 5 Opinion re legality
 - 23.1 Consent of Counsel (included in Exhibit 5)
 - 23.2 Consent of PricewaterhouseCoopers LLP
- 24 Power of Attorney (included in signature pages to this Registration Statement)
- 99.1 QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended¹
- 99.2 QUALCOMM Incorporated Amended and Restated 2001 Employee Stock Purchase Plan¹

¹ Filed as exhibits to the Company's Quarterly Report on Form 10-Q (File No. 000-19528) filed on April 23, 2008.