

DESWELL INDUSTRIES INC  
 Form S-8  
 December 21, 2010

As Filed with the Securities and Exchange Commission on December 21, 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  
 DESWELL INDUSTRIES, INC.  
 (Exact name of registrant as specified in its charter)**

British Virgin Islands  
 (State or other jurisdiction of incorporation or organization)

None  
 (I.R.S. Employer Identification No.)

17B, Edificio Comercial Rodrigues,  
 599 Avenida da Praia Grande, Macao  
 Special Administrative Region, PRC  
 (Address of Principal Executive Offices)

Betty Lam  
 Chief Financial Officer  
 Deswell Industries, Inc.  
 17B, Edificio Comercial Rodrigues  
 599 Avenida da Praia Grande Macao  
 (853) 28322096  
 (Name, address and telephone number,  
 including area code of agent for service)

2003 Stock Option Plan  
 (Amendment of August 13, 2010)  
 (Full title of the plan)

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 definition of accelerated filer, large 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	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock	800,000 shares(2)	\$3.41	\$2,724,000	\$194.22

(1) Calculated in accordance Rule 457(c) and (h). The registration fee is calculated on the basis of the average of the high and low prices for the Registrant's Common Stock reported on the NASDAQ Global Market on

December 20, 2010.

- (2) In accordance with Rule 416(a), the registrant is also registering hereunder an indeterminate number of shares that may be issued and sold as a result of the operation of the anti-dilution provisions of the 2003 Stock Option Plan and options granted thereunder.
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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing information specified in this Part I are being separately provided to the registrant's employees, officers, directors and consultants as specified by Rule 428(b)(1).

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The documents listed in paragraphs (a) through (c) below are hereby incorporated by reference in this Registration Statement. All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered herein 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 a part hereto from the date of filing of such documents.

- (a) Registrant's Annual Report on Form 20-F filed with the Securities and Exchange Commission on July 29, 2010;
- (b) All other reports filed by the registrant pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (a) above; and
- (c) Registrant's Form 8-A filed with the Securities and Exchange Commission on December 31, 2007 and registrant's Form 8-A/A (Amendment No. 1) filed with the Securities and Exchange Commission on March 31, 2010

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Pursuant to its Articles of Association and subject to British Virgin Islands law, the Company may indemnify a director or officer out of the assets of the Company against all losses or liabilities which the director or officer may have incurred in or about the execution of the duties of his office or otherwise in relation thereto. No director or officer is liable for any loss, damage or misfortune which may have been incurred by the Company in the execution of the duties of his office, or in relation thereto provided the director or officer acted honestly and in good faith with a view to the best interests of the Company and except for his own willful misconduct or negligence.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.

- 4.1 2003 Stock Option Plan of Deswell Industries, Inc., as adopted August 20, 2003 and Amended August 1, 2005, August 17, 2007 and August 13, 2010 (incorporated by reference to Exhibit A to the Company's Proxy Statement furnished to the Securities and Exchange Commission on Form 6-K on August 16, 2010).
- 4.2 Form of Stock Option Agreement for 2003 Stock Option Plan of Deswell Industries, Inc. (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 3, 2007).
- 5.1 Opinion of Harney Westwood & Riegels.
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Harney Westwood & Riegels (included in Exhibit 5.1).
- 99.1 Power of Attorney (included following signature page)

**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 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; 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 SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended (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 Registrant hereby undertakes that, for purposes of determining liability under the Securities Act, each filing of the Registrant'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 this Registration

Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification by the registrant 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 referenced in Item 6 of this Registration Statement 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 hereunder, 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 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Macao Special Administrative Region, on this 21<sup>st</sup> day of December 2010.

DESWELL INDUSTRIES, INC.

By: /s/ Franki Shing Fung Tse  
Franki Shing Fung Tse  
Chief Executive Officer

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes an appoints Richard Pui Hon Lau, Franki Shing Fung Tse and Betty Ching Han Lam, and each or any of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution for him in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange 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 connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his 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	Position(s) with the Company	Date
/s/ Richard Pui Hon Lau	Chairman of the Board of Directors	December 21, 2010
Richard Pui Hon Lau		
/s/ Franki Shing Fung Tse	Chief Executive Officer (Principal Executive Officer)	December 21, 2010
Franki Shing Fung Tse		
/s/ Chin Pang Li	Executive Director of Manufacturing and Administration for Plastic Operations and Member of the Board of Directors	December 21, 2010
Chin Pang Li		
/s/ Hung-Hum Leung	Member of the Board of Directors	December 21, 2010
Hung-Hum Leung		
/s/ Allen Yau-Nam Cham	Member of the Board of Directors	December 21, 2010
Allen Yau-Nam Cham		
/s/ Wing-Ki Hui	Member of the Board of Directors	December 21, 2010
Wing-Ki Hui		
/s/ Betty Ching Han Lam	Chief Financial Officer (Principal Financial and Accounting Officer)	December 21, 2010
Betty Ching Han Lam		