

QUALCOMM INC/DE
Form S-8
March 30, 2011

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As filed with the Securities and Exchange Commission on March 30, 2011
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
AMENDED AND RESTATED QUALCOMM
INCORPORATED 2001
EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

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

(Name and address 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. (Check one:)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered ¹	Amount to be registered ²	Proposed maximum offering price per share ³	Proposed maximum aggregate offering price ³	Amount of registration fee
2006 Long-Term Incentive Plan, as amended Common Stock Par Value \$.0001	65,000,000	\$52.69	\$3,424,850,000	\$397,625 ⁴
Common Stock Par Value \$.0001 (from 1991 Stock Option Plan)	799,001	NA	NA	\$0 ⁴
Amended and Restated 2001 Employee Stock Purchase Plan Common Stock Par Value \$.0001	22,000,000	\$52.69	\$1,159,180,000	\$134,581 ⁵
TOTALS	87,799,001	\$52.69	\$4,584,030,000	\$532,206

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 March 28, 2011, 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 65,000,000 newly authorized shares. The remaining 799,001 shares being registered under the 2006 LTIP are shares that were previously available for grant under the QUALCOMM Incorporated 1991 Stock Option Plan (the Prior Plan). The Registrant previously registered such shares for issuance on Registration Statements on Form S-8 (SEC File Nos. 333-2754, 333-32013, 333-69457, and 333-95291). 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 Plan; 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 by the Registrant on this Form S-8 Registration Statement under the Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan are newly authorized shares.

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Item 8. Exhibits

SIGNATURE

EXHIBIT INDEX

EX-5

EX-23.2

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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. 333-166246, filed April 22, 2010; SEC File No. 333-150423, filed April 24, 2008; SEC File No. 333-137692, filed September 29, 2006; SEC File No. 333-117626, filed July 23, 2004; 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 Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan (SEC File No. 333-150423, filed April 24, 2008; SEC File No. 333-103497, filed February 28, 2003; and SEC File No. 333-60484, filed May 8, 2001).

Item 8. **Exhibits**

See Exhibit Index.

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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 Amended and Restated QUALCOMM Incorporated 2001 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 March 30, 2011.

QUALCOMM Incorporated

By: /s/ Paul E. Jacobs
Paul E. Jacobs, Chairman of the Board
and
Chief Executive Officer

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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 Amended and Restated QUALCOMM Incorporated 2001 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	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 30, 2011
/s/ William E. Keitel William E. Keitel	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 30, 2011
	Director	
Barbara T. Alexander		
/s/ Stephen M. Bennett Stephen M. Bennett	Director	March 30, 2011
	Director	
Donald G. Cruickshank		
/s/ Raymond V. Dittamore Raymond V. Dittamore	Director	March 30, 2011
/s/ Thomas W. Horton Thomas W. Horton	Director	March 30, 2011
/s/ Irwin Mark Jacobs Irwin Mark Jacobs	Director	March 30, 2011
/s/ Robert E. Kahn Robert E. Kahn	Director	March 30, 2011

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/s/ Sherry Lansing

Director

March 30, 2011

Sherry Lansing

/s/ Duane A. Nelles

Director

March 30, 2011

Duane A. Nelles

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Signature	Title	Date
/s/ Francisco Ros	Director	March 30, 2011
Francisco Ros		
/s/ Brent Scowcroft	Director	March 30, 2011
Brent Scowcroft		
/s/ Marc I. Stern	Director	March 30, 2011
Marc I. Stern		

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EXHIBIT INDEX

- 4.1 Restated Certificate of Incorporation of the Company, as amended, is incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on January 27, 2010.
- 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 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 25, 2009.
- 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 amended, is incorporated by reference to Exhibit 10.91 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on January 26, 2011.
- 99.2 Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan is incorporated by reference to Exhibit 10.88 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 21, 2010.