

NETGEAR, INC  
 Form S-8  
 June 05, 2012

As filed with the Securities and Exchange Commission on June 5, 2012  
 Registration No. 333-  
 UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM S 8  
 REGISTRATION STATEMENT  
 Under  
 The Securities Act of 1933

NETGEAR, Inc.  
 (Exact name of Registrant as specified in its charter)

Delaware  
 (State or other jurisdiction of  
 incorporation or organization)

77-0419172  
 (I.R.S. Employer  
 Identification Number)

350 East Plumeria Drive  
 San Jose, CA 95134  
 (Address of principal executive offices)

Amended and Restated 2006 Long-Term Incentive Plan  
 (Full title of the plan)

Patrick C.S. Lo  
 Chairman of the Board and Chief Executive Officer  
 NETGEAR, Inc.  
 350 East Plumeria Drive  
 San Jose, CA 95134  
 (408) 907-8000  
 (Name, address and 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.

Large Accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-Accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, par value \$0.001 per share, Issuable under the Registrant's Amended and Restated 2006 Long-Term Incentive Plan	3,000,000 shares	\$30.05	\$90,150,000.00	\$10,331.19
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(1) This registration statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding Common Stock.

(2) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the Registrant's Common Stock as reported on the Nasdaq Global Market on June 1, 2012.

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STATEMENT UNDER GENERAL INSTRUCTION E -  
REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement registers additional shares of the Registrant's Common Stock to be issued pursuant to the Registrant's Amended and Restated 2006 Long-Term Incentive Plan. Accordingly, the contents of the Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "SEC") on August 25, 2006 (File No. 333-136892), June 13, 2008 (File No. 333-151638) and July 28, 2010 (File No. 333-168349) (together, the "Previous Registration Statements on Form S-8"), including periodic reports that the Registrant filed after the Previous Registration Statements on Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the SEC, are incorporated herein by reference:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the SEC on February 29, 2012;
- (2) The Registrant's Current Reports on Form 8-K, filed with the SEC on February 7, 2012, April 25, 2012 and May 11, 2012. The Registrant specifically excludes from incorporation such information that has been furnished and not filed pursuant to Item 2.02 of the Registrant's Current Reports on Form 8-K filed with the SEC on February 7, 2012 and April 25, 2012; and
- (3) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 1, 2012, filed with the SEC on May 8, 2012.

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, as amended, prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares of Common Stock offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 of the Registrant's Form S-1 as filed on April 10, 2003, File No. 333-104419)
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.5 of the Registrant's Form S-1 as filed on April 10, 2003, File No. 333-104419)
4.3	Amended and Restated 2006 Long-Term Incentive Plan
5.1	Opinion of NETGEAR, Inc. Vice President, Legal and Corporate Development, as to legality of securities being registered
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Counsel. Reference is made to Exhibit 5.1
24.1	Power of Attorney. Reference is made to the signature pages

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## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 San Jose, State of California, on June 5, 2012.

By: /s/ Patrick C.S. Lo  
 Name: Patrick C.S. Lo  
 Title: Chairman of the Board and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Patrick C.S. Lo and Christine M. Gorjanc, and each of them acting individually, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 or she could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which together shall constitute one and the same agreement.

Pursuant to the requirements of the Securities Act, the Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Patrick C.S. Lo Patrick C.S. Lo	President, Chief Executive Officer, and Director (Principal Executive Officer)	June 5, 2012
/s/ Christine M. Gorjanc Christine M. Gorjanc	Chief Financial Officer (Principal Financial and Accounting Officer)	June 5, 2012
/s/ Jocelyn E. Carter-Miller Jocelyn E. Carter-Miller	Director	June 5, 2012
/s/ Ralph E. Faison Ralph E. Faison	Director	June 5, 2012
/s/ A. Timothy Godwin A. Timothy Godwin	Director	June 5, 2012
/s/ Jef Graham Jef Graham	Director	June 5, 2012
/s/ Linwood A. Lacy, Jr. Linwood A. Lacy, Jr.	Director	June 5, 2012
/s/ Gregory J. Rossmann Gregory J. Rossmann	Director	June 5, 2012
/s/ Barbara V. Scherer	Director	June 5, 2012

Barbara V. Scherer  
/s/ Julie A. Shimer  
Julie A. Shimer

Director

June 5, 2012

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INDEX TO EXHIBITS

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