

ATHEROS COMMUNICATIONS INC  
Form S-8  
February 13, 2009

As filed with the Securities and Exchange Commission on February 13, 2009

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**ATHEROS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5480 Great America Parkway**

**Santa Clara, California**  
(Address of principal executive offices)

**77-0485570**  
(I.R.S. Employer  
Identification No.)

**95054**  
(Zip Code)

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Atheros Communications, Inc. 2004 Stock Incentive Plan, and

Atheros Communications, Inc. 2004 Employee Stock Purchase Plan

(Full title of the plans)

Dr. Craig H. Barratt

Copy to:

President and Chief Executive Officer

Atheros Communications, Inc.

Noelle Matteson, Esq.

5480 Great America Parkway

Pillsbury Winthrop Shaw Pittman LLP

Santa Clara, CA 95054  
(408) 773-5200

2475 Hanover Street

(Name, address and telephone

Palo Alto, CA 94304

(650) 233-4500

number 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if smaller

reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount To Be Registered <sup>(2)</sup>	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share <sup>(3)</sup>	Maximum Aggregate Offering Price	
To Be Registered <sup>(1)</sup> Common Stock, par value \$0.0005 per share: To be issued under the Atheros Communications, Inc. 2004 Stock Incentive Plan	3,039,695	\$14.18	\$43,102,876	\$1,694
Common Stock, par value \$0.0005 per share: To be issued under the Atheros Communications, Inc. 2004 Employee Stock Purchase Plan	750,000	\$14.18	\$10,635,000	\$418
Total Registration Fee	N/A	N/A	N/A	\$2,112

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

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- (2) Calculated pursuant to General Instruction E to Form S-8. Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the Securities Act), solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on February 10, 2009.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8

**General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on February 26, 2004 (File No. 333-113100), March 11, 2005 (File No. 333-123274), March 10, 2006 (File No. 333-132346), February 1, 2007 (File No. 333-140391) and February 28, 2008 (File No. 333-149443) are hereby incorporated by reference.

Part II

**Incorporation of Documents by Reference**

The following documents previously filed by Registrant with the SEC are hereby incorporated by reference in this Registration Statement:

- (1) Registrant's Annual Report on Form 10-K (File No. 0-50534) for the year ended December 31, 2008.
- (2) Registrant's Current Report on Form 8-K (File No. 0-50534) filed with the SEC on February 6, 2009.
- (3) The description of Registrant's Common Stock contained in Registrant's registration statement on Form 8-A, filed December 30, 2003 (File No. 0-50534) pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

We are also incorporating by reference all additional documents we file with the SEC under the terms of Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act that are made after the initial filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold. We are not, however, incorporating, in each case, any documents or information that we are deemed to furnish and not file in accordance with SEC rules.

EXHIBITS

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 3).
99.1*	Atheros Communications, Inc. 2004 Stock Incentive Plan.
99.2**	Amendment dated October 22, 2008, to 2004 Stock Incentive Plan.
99.3***	Atheros Communications, Inc. 2004 Employee Stock Purchase Plan.

\* Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.

\*\* Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.

\*\*\* Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 0-50534) filed on April 21, 2006.

**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 Santa Clara, State of California, on the 13th day of February, 2009.

ATHEROS COMMUNICATIONS, INC.

By */s/ Craig H. Barratt*  
Craig H. Barratt  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Craig H. Barratt and Jack R. Lazar and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, to this Registration Statement on Form S-8, and to file the same, with 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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

<b>Name</b>	<b>Title</b>	<b>Date</b>
<i>/s/ John L. Hennessy</i> John L. Hennessy	Chairman of the Board	February 13, 2009
<i>/s/ Craig H. Barratt</i> Craig H. Barratt	President, Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2009
<i>/s/ Jack R. Lazar</i> Jack R. Lazar	Chief Financial Officer, Vice President of Corporate Development, and Secretary (Principal Financial Officer)	February 13, 2009
<i>/s/ David D. Torre</i> David D. Torre	Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 13, 2009
<i>/s/ Daniel A. Artusi</i> Daniel A. Artusi	Director	February 13, 2009
<i>/s/ Christine King</i> Christine King	Director	February 11, 2009
<i>/s/ Teresa H. Meng</i>	Director	February 11, 2009

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Teresa H. Meng

/s/ Marshall L. Mohr

Director

February 13, 2009

Marshall L. Mohr

/s/ Andrew S. Rappaport

Director

February 13, 2009

Andrew S. Rappaport

/s/ Willy C. Shih

Director

February 13, 2009

Willy C. Shih

**INDEX TO EXHIBITS**

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