

NETLOGIC MICROSYSTEMS INC  
Form S-8  
October 30, 2009

As filed with the Securities and Exchange Commission on October 29, 2009

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

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**NetLogic Microsystems, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**77-0455244**  
(IRS Employer  
Identification No.)

**1875 Charleston Road**

**Mountain View, CA 94043**

**(650) 961-6676**

(Address of Principal Executive Offices) (Zip Code)

**Shares to be issued as stock awards and under stock options and restricted stock**

**units granted to employees of RMI Corporation pursuant to the  
Agreement and Plan of Merger Reorganization, dated May 31, 2009,  
by and among NetLogic Microsystems, Inc., RMI Corporation,  
Roadster Merger Corporation and WP VIII Representative LLC**

**2008 New Employee Inducement Incentive Plan**

(Full Title of the Plans)

**Ronald Jankov**

**President and Chief Executive Officer**

**NetLogic Microsystems, Inc.**

**1875 Charleston Road**

**Mountain View, CA 94043**

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

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title Of Each Class of Securities To Be Registered	Amount To Be Registered (4)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee (5)
Common Stock, par value \$0.01 per share To be issued as stock awards and upon exercise of options and vesting of restricted stock units granted to employees of RMI Corporation pursuant to the Agreement and Plan of Merger Reorganization, dated May 31, 2009, by and among NetLogic Microsystems, Inc., RMI Corporation, Roadster Merger Corporation and WP VIII Representative LLC (1)(2)	2,350,000	\$41.515 (5)	\$97,560,250.00	\$5,443.86
To be issued upon exercise of options and for other awards of common stock granted under the 2008 New Employee Inducement Incentive Plan (3)	250,000	\$41.515 (5)	\$10,378,750.00	\$579.13
<b>TOTAL:</b>	<b>2,600,000</b>		<b>\$107,939,000.00</b>	<b>\$6,023.00</b>

- (1) Includes shares of Common Stock, par value \$0.01 per share ( Shares ), issuable as stock awards and upon exercise of options and vesting of restricted stock units ( RSUs ) granted to employees of RMI Corporation ( RMI ) pursuant to Sections 5.3(c), 6.14(a) and 6.14(b) of the Agreement and Plan of Merger Reorganization, dated May 31, 2009, by and among NetLogic Microsystems, Inc., RMI, Roadster Merger Corporation and WP VIII Representative LLC (the Merger Agreement ). RSUs do not have an exercise price and are issued only upon vesting in accordance with the terms of the awards.
- (2) Section 5.3(c) of the Merger Agreement provides for the registrant to grant stock options and/or RSUs (in a combination to be determined by the registrant in its sole discretion) to those employees of RMI who continue as employees of RMI, the registrant or any of the registrant's affiliates after the effective date of the registrant's acquisition of RMI (the Effective Date ). The total number of Shares issuable under the RSUs and stock options to be granted pursuant to Section 5.3(c) is determined by dividing \$45 million by \$34.90 (the Applicable Closing Price ), provided that each Share subject to an RSU is deemed equivalent to two Shares subject to stock options such that the total number of Shares calculated pursuant to Section 5.3(c) is credited by one Share for each RSU awarded by the registrant and by one Share for every two option shares awarded by the registrant.

Section 6.14(a) of the Merger Agreement provides for the registrant to issue Shares to certain employees of RMI to incentivize them to remain as employees of RMI up to the Effective Date. The total number of Shares to be issued pursuant to Section 6.14(a) is determined by dividing \$8,650,000 by the Applicable Closing Price.

Section 6.14(b) of the Merger Agreement provides for the registrant to grant RSUs to certain employees of RMI immediately prior to the Effective Date who become employees of the registrant or remain employees of RMI or its subsidiaries following the registrant's acquisition of RMI, in order to incentivize them to remain so employed for one year after the Effective Date. The total number of Shares issuable under the RSUs to be granted pursuant to Section 6.14(b) is determined by dividing \$10,000,000 by the Applicable Closing Price.

- (3) Represents shares issuable upon exercise of options and for other awards of common stock to be granted to new employees as a new hire inducement pursuant to Rule 5635(c)(4) of the NASDAQ Stock Market Marketplace Rules (the Nasdaq Rule ).
- (4) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement also covers an indeterminate number of additional Shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.
- (5) Estimated solely for purposes of calculating the amount of the registration fee. The estimate is made pursuant to Rule 457(c) and (h) of the Securities Act. The maximum fee is calculated pursuant to Section 6(b) of the Securities Act.



**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an aggregate of 2,600,000 shares of the registrant's common stock, par value \$.01 per share, of which 250,000 shares are issuable upon exercise of options and for other awards of common stock that may be granted to new employees as a new hire inducement pursuant to Rule 5635(c)(4) of the NASDAQ Stock Market Marketplace Rules, and 2,350,000 shares may be issued as stock awards or upon the exercise of stock options or vesting of RSUs that may be granted to certain employees of RMI Corporation, a Delaware corporation ( "RMI" ), in order to incentivize such employees to remain so employed up to the effective date of the registrant's acquisition of RMI (the "Effective Date" ) and/or to continue as employees of RMI, the registrant or its other subsidiaries of the registrant following the Effective Date. The issuance of the shares to RMI employees was approved by the registrant's stockholders at a meeting held on October 23, 2009. The Effective Date is expected to be on or around October 30, 2009.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The documents containing the information specified in this Part I will be sent or given to employees as specified by Rule 428(b)(1) promulgated under the Securities Act. In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the SEC either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference in the registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirement of Section 10(a) of the Securities Act and are available without charge, upon oral or written request, to: NetLogic Microsystems, Inc., 1875 Charleston Road, Mountain View, California, 94043, Attention: Secretary.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents filed by the registrant with the SEC are hereby incorporated by reference in this registration statement:

1. The registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on March 4, 2009;
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2008;
3. The registrant's definitive proxy statement on Schedule 14A, filed with the SEC on September 30, 2009; and
4. The description of the capital stock of the registrant contained in the Registration Statement on Form S-3 filed on June 4, 2009 and declared effective on October 28, 2009 (Registration No. 333-159750).

In addition, all documents filed by the registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date 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 of such securities then remaining unsold, are deemed to be incorporated by reference in this registration statement and to be a part hereof from the respective dates of filing of such documents. Any statement contained in this registration statement or in a document incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

**Item 4. Description of Securities.**

Not Applicable.

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

Not Applicable.

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

Section 145 of the Delaware General Corporation Law (the "DGCL") authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. As permitted by the DGCL, our Bylaws provide that the Registrant shall indemnify its directors and officers, and may indemnify its employees and other agents, to the fullest extent permitted by law. The Bylaws also permit the Registrant to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the Bylaws would permit indemnification. The Registrant has obtained officer and director liability insurance with respect to liabilities arising out of certain matters, including matters arising under the Securities Act.

The Registrant also has entered into agreements with its directors and executive officers that, among other things, indemnify them for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by them in any action or proceeding, including any action by or in the right of the Registrant, arising out of such person's services as a director or officer of the Registrant, any subsidiary of the Registrant or any other company or enterprise to which the person provides services at the request of the Registrant.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

See Exhibit Index which is incorporated herein by reference.

**Item 9. Undertakings.**

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;
- (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 (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic 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 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.

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration

statement,



regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement 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.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, 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 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, 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 Act and will be governed by the final adjudication of such issue.



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**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Ronald Jankov and Mike Tate, and each one of them, acting individually and without the other, as his or her attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ RONALD JANKOV <b>Ronald Jankov</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	October 29, 2009
/s/ MIKE TATE <b>Mike Tate</b>	Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 29, 2009
/s/ LEONARD PERHAM  <b>Leonard Perham</b>	Chairman of the Board	October 29, 2009
/s/ STEVE DOMENIK  <b>Steve Domenik</b>	Director	October 29, 2009
/s/ NORMAN GODINHO  <b>Norman Godinho</b>	Director	October 29, 2009
/s/ ALAN KROCK  <b>Alan Krock</b>	Director	October 29, 2009
/s/ DOUGLAS BROYLES  <b>Douglas Broyles</b>	Director	October 29, 2009

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
3.1	Restated Certificate of Incorporation of the registrant filed on August 2, 2004 (1)
3.4	Bylaws of the registrant (2)
4.1	Specimen common stock certificate (3)
4.2	Rights Agreement by and between the registrant and Wells Fargo Bank, National Association, dated July 7, 2004 (4)
4.3 *	Form of Stock Option Agreement
4.4 *	Form of Restricted Stock Unit Agreement
4.5	2008 New Employee Inducement Incentive Plan (5)
4.6	Form of New Employee Stock Option Agreement (6)
4.7	Form of New Employee Restricted Stock Unit Agreement (7)
5.1*	Opinion of Bingham McCutchen LLP as to the legality of the securities being registered
10.1	Form of Indemnity Agreement (8)
23.1 *	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2 *	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.3 *	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.4	Consent of Bingham McCutchen LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included in the signature pages to this Registration Statement).

\* Filed herewith.

- (1) Incorporated by reference to the same-numbered exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, filed with the SEC as of August 20, 2004.
- (2) Incorporated by reference to the same-numbered exhibit to the registrant's Current Report on Form 8-K filed with the SEC as of October 21, 2008.
- (3) Incorporated by reference to the same-numbered exhibit to Amendment No. 3 to Form S-1 (Registration No. 333-114549) filed by the registrant with the SEC as of June 21, 2004.
- (4) Incorporated by reference to Exhibit 99(i) to Form 8-A (Registration No. 000-50838) filed by the registrant with the SEC as of July 8, 2004.
- (5) Incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K for the year ended December 31, 2007 filed by the registrant with the SEC on March 14, 2008.
- (6) Incorporated by reference to Exhibit 10.23 to the Form S-8 (Registration No. 333-143303) filed by the registrant with the SEC on May 25, 2007.
- (7) Incorporated by reference to Exhibit 10.29 to the Annual Report on Form 10-K for the year ended December 31, 2007 filed by the registrant with the SEC on March 14, 2008.
- (8) Incorporated by reference to Exhibit 10.4 to Form S-1 (Registration No. 333-114549) filed by the registrant with the SEC as of April 16, 2004.