

EMC CORP  
Form S-8  
June 27, 2002

[QuickLinks](#) -- Click here to rapidly navigate through this document

---

---

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

---

## FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

---

### EMC CORPORATION

(Exact name of issuer as specified in its charter)

MASSACHUSETTS

(State or other jurisdiction of Incorporation or Organization)

04-2680009

(I.R.S. Employer Identification Number)

35 Parkwood Drive

Hopkinton, Massachusetts 01748

(Address of Principal Executive Offices)

EMC Corporation 1989 Employee Stock Purchase Plan

(Full Title of the Plan)

Paul T. Dacier, Esq.

Senior Vice President and General Counsel

EMC Corporation

171 South Street

Hopkinton, Massachusetts 01748

(Name and Address of Agent for Service)

(508) 435-1000

(Telephone Number, Including Area Code for Agent for Service)

---

#### 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(2) | Amount of Registration Fee(3) |
|--|----------------------------|--|--|-------------------------------|
| EMC Corporation 1989 Employee Stock Purchase Plan<br>Common Stock, par value \$.01 per share | 10,000,000 shares          | \$6.225                                      | \$62,250,000                                 | \$5,727                       |

---



Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of June 27, 2002.

| Signature  | Title  |
|--|--|
| /s/ MICHAEL C. RUETTGER<br>Michael C. Ruettgers      | Executive Chairman of the Board of Directors<br><i>(Principal Executive Officer)</i>         |
| /s/ JOSEPH M. TUCCI<br>Joseph M. Tucci               | President, Chief Executive Officer and Director  |
| /s/ WILLIAM J. TEUBER, JR.<br>William J. Teuber, Jr. | Executive Vice President and Chief Financial Officer<br><i>(Principal Financial Officer)</i> |
| /s/ MARK A. LINK<br>Mark A. Link                     | Vice President and Chief Accounting Officer<br><i>(Principal Accounting Officer)</i>         |
| /s/ MICHAEL J. CRONIN<br>Michael J. Cronin           | Director   |
| /s/ JOHN R. EGAN<br>John R. Egan                     | Director   |
| /s/ W. PAUL FITZGERALD<br>W. Paul Fitzgerald         | Director   |
| /s/ WINDLE B. PRIEM<br>Windle B. Priem               | Director   |
| /s/ ALFRED M. ZEIEN<br>Alfred M. Zeien               | Director   |

**EXHIBIT INDEX**

| Exhibit Number | Title of Exhibit  |
|----------------|---|
| 4.1            | EMC Corporation 1989 Employee Stock Purchase Plan, as amended to date.  |
| 5.1            | Opinion of Paul T. Dacier, Esq., Senior Vice President and General Counsel of EMC Corporation, as to the legality of the securities being registered. |
| 23.1           | Consent of PricewaterhouseCoopers LLP.  |

## Edgar Filing: EMC CORP - Form S-8

| <b>Exhibit<br/>Number</b> | <b>Title of Exhibit</b>   |
|---------------------------|---|
| 23.2                      | Consent of Paul T. Dacier, Esq., Senior Vice President and General Counsel of EMC Corporation (contained in the opinion filed as Exhibit 5.1 to this Registration Statement). |
| 24.1                      | Power of Attorney (included on the signature pages to this Registration Statement).   |

### QuickLinks

[PART II](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)