

SOLECTRON CORP
Form POS AM
April 07, 2006

As filed with the Securities and Exchange Commission on April 7, 2006

Registration No. 333-64454

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

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3

REGISTRATION STATEMENT

Under

The Securities Act of 1933

**SOLECTRON CORPORATION
SOLECTRON CAPITAL TRUST I**

(Exact name of Registrant as specified in its
charter)

Delaware

Delaware

(State or other jurisdiction
of

incorporation or
organization)

94-2447045

77-0578652

(IRS Employer
Identification Number)

847 Gibraltar Drive

Milpitas, CA 95035

(408) 957-8500

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

Paul J. Tufano

Executive Vice President and Chief Financial Officer

Solectron Corporation

847 Gibraltar Drive

Milpitas, California 95035

(408) 957-8500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Daniel J. Weiser, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, California 94304

(650) 493-9300

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If

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any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

On July 2, 2001, Solectron Corporation (Solectron) and Solectron Capital Trust I (collectively, the Companies) filed a registration statement on Form S-3 (Registration No. 333-64454, and, as amended on August 6, 2001 and August 29, 2001, the Registration Statement) covering \$3,000,000,000 of Solectron s common stock, preferred stock, senior debt securities, subordinated debt securities, junior subordinated debt securities, warrants, sock purchase contracts, stock purchase units, Solectron Capital Trust I preferred securities, and guarantees by Solectron of such preferred securities of Solectron Capital Trust I (collectively the Securities). The Registration Statement was declared effective on August 29, 2001.

Pursuant to this Registration Statement, Solectron sold:

an aggregate of \$2,200,000,000 in connection with the offering of Solectron s 7.25% Adjustable Conversion-Rate Equity Security Units, on December 27, 2001;

\$500,000,000 of 9.625% Senior Notes due 2009, on February 6, 2002;

17,109,948 shares of Solectron s common stock at a price to the public of \$82,983,247.80, on May 11, 2004; and

\$64,269,950 of Solectron s 7.97% Subordinated Debentures due 2006, on August 19, 2004.

\$152,746,802.20 of Securities registered pursuant to the Registration Statement remain unsold thereunder.

The Companies no longer desire to keep the Registration Statement effective. Accordingly, and pursuant to the undertaking in Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the date hereof, all of the securities that remain unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Solectron Corporation certifies that it has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on April 5, 2006.

Date: April 5, 2006

SOLECTRON CORPORATION

By: /s/ Warren Ligan
 Warren J. Ligan
 Senior Vice President and Chief
 Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated:

| Signature | Title | Date |
|-------------------------|--|---------------|
| /s/ Michael R. Cannon | | April 5, 2006 |
| Michael R. Cannon | President, Chief Executive Officer and Director | |
| /s/ Paul J. Tufano | | April 5, 2006 |
| Paul J. Tufano | Executive Vice President and Chief Financial Officer | |
| /s/ Warren J. Ligan | | April 5, 2006 |
| Warren J. Ligan | Senior Vice President and Chief Accounting Officer | |
| /s/ William A. Hasler | | April 5, 2006 |
| William A. Hasler | Chairman of the Board | |
| /s/ Richard A. D Amore | | April 5, 2006 |
| Richard A. D Amore | Director | |
| /s/ H. Paulett Eberhart | | April 5, 2006 |
| H. Paulett Eberhart | Director | |
| /s/ Heinz Fridrich | | April 5, 2006 |
| Heinz Fridrich | Director | |
| /s/ William R. Graber | | April 5, 2006 |
| William R. Graber | Director | |

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/s/ Paul R. Low

April 5, 2006

Paul R. Low

Director

/s/ C. Wesley M. Scott

April 5, 2006

C. Wesley M. Scott

Director

/s/ Cyril Yansouni

April 5, 2006

Cyril Yansouni

Director

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Solelectron Capital Trust I certifies that it has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on April 5, 2006.

Date: April 5, 2006

SOLECTRON CAPITAL TRUST I

By: Solelectron Corporation, as Sponsor

By: /s/ Warren Ligan