

PLANTRONICS INC /CA/  
Form S-8  
September 14, 2007

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Plantronics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or  
organization)

**77-0207692**

(I.R.S. Employer Identification Number)

**345 Encinal Street**

**Santa Cruz, California 95060**

(Address of Principal Executive Offices including Zip Code)

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**AMENDED AND RESTATED 2003 STOCK PLAN**

**AMENDED AND RESTATED 2002 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

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**Ken Kannappan  
Chief Executive Officer and President  
Plantronics, Inc.  
345 Encinal Street  
Santa Cruz, California 95060  
(831) 426-5858**

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

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 CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.01 par value, to be issued under the Amended and Restated 2003 Stock Plan (2)	1,700,000 shares	\$ 27.87(3)	\$ 47,379,000	\$ 1,454.54
Common Stock, \$0.01 par value, to be issued under the Amended and Restated 2002 Employee Stock Purchase Plan (2)	400,000 shares	\$ 27.87(3)	\$ 11,148,000	\$ 342.24

- (1) For the sole purpose of calculation of the registration fee, the number of shares to be registered under this Registration Statement is the number of additional shares authorized to be issued under the Registrant's Amended and Restated 2003 Stock Plan and Amended and Restated 2002 Employee Stock Purchase Plan. This registration statement also shall cover any additional shares of Registrant's common stock that become issuable under the Amended and Restated 2003 Stock Plan or the 2002 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Each share of common stock includes a right to purchase one one-thousandth of a share of Series A Participating Preferred Stock.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the total registration fee. Computation based on the average of the high and low reported prices of the Common Stock as reported on the New York Stock Exchange on September 10, 2007, because the exercise prices for the options to be granted in the future and the prices at which the shares will be purchased in the future are

not currently determinable.

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PLANTRONICS, INC.

REGISTRATION STATEMENT ON FORM S-8

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INFORMATION AND DOCUMENTS INCORPORATED BY REFERENCE.

The following documents and information heretofore filed with the Securities and Exchange Commission are hereby incorporated by reference:

ITEM 3(a)

The Registrant's Annual Report on Form 10-K for the year ended March 31, 2007, filed on May 29, 2007.

ITEM 3(b)

The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007.

The Registrant's Current Report on Form 8-K, filed May 2, 2007, May 15, 2007, and June 19, 2007.

ITEM 3(c)

Item 1 of the Registrant's Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Securities Exchange Act of 1934 (the "Exchange Act"), filed on December 20, 1993, as amended on January 14, 1994, and November 7, 1997 (which in turn incorporate by reference the description of the Registrant's Common Stock set forth in the Registrant's Registration Statement on Form S-1 (Reg. No. 33-70744), filed on October 20, 1993, as amended by Amendment No. 1, filed on November 30, 1993, Amendment No. 2, filed December 27, 1993, and Amendment No. 3, filed on January 18, 1994).

The description of the Registrant's preferred share purchase rights contained in its registration statement on Form 8-A, filed on March 29, 2002.

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All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

**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 (“DGCL”) authorizes a court to award, or a corporation’s Board of Directors to grant, indemnity to directors and officers. This may under certain circumstances include indemnification for liabilities arising under the Securities Act as well as for expenses incurred in that regard. Article Nine of the Registrant’s Certificate of Incorporation and Article V of the Registrant’s Bylaws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL. The Registrant has also entered into Indemnification Agreements with its officers and directors and carries directors and officers insurance.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable

**ITEM 8. EXHIBITS.**

- 4.1 Preferred Stock Rights Agreement, dated as of March 13, 2002 between the Registrant and Equiserve Trust Company, N.A., including the Certificate of Designation, the form of Rights Certificate and the Summary of Rights attached thereto as Exhibits A, B, and C, respectively (incorporated herein by reference from Exhibit (4.1) to the Registrant’s Form 8-A (File No. 001-12696), filed on March 29, 2002).
- 5.1 Opinion of counsel as to the legality of securities being registered.
- 10.1 Amended and Restated 2003 Stock Plan (incorporated herein by reference from the Registrant's Definitive Proxy Statement on Form 14-A (File No. 001-12696), filed on July 5, 2007).
- 10.2 Amended and Restated 2002 Employee Stock Purchase Plan (incorporated herein by reference from the Registrant's Definitive Proxy Statement on Form 14-A (File No. 001-12696), filed on July 5, 2007).
- 23.1 Consent of counsel (contained in Exhibit 5.1).

23.2 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.

24.1 Power of Attorney (see signature page).

ITEM 9. UNDERTAKINGS.

(a) 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 of 1933 (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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

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(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 (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this 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.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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.

(h) Insofar as indemnification for liabilities arising under the Securities Act 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 Securities 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 Securities Act and will be governed by the final adjudication of such issue.



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Santa Cruz, State of California, on September 14, 2007.

PLANTRONICS, INC.

/s/ Ken Kannappan  
 By: Ken Kannappan, Chief Executive  
 Officer and President

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Barbara V. Scherer and Richard R. Pickard, jointly and severally, as his or her attorneys-in-fact, with full power of substitution in each, for him or her in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with all 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 substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933 this registration statement has been signed below by the following persons in the capacities and on the date indicated.

**SIGNATURES**

Signature	Title	Date
/s/ Ken Kannappan  (Ken Kannappan)	President, Chief Executive Officer and Director (Principal Executive Officer)	September 14, 2007
/s/ Barbara Scherer  (Barbara Scherer)	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 14, 2007
  (Marv Tseu)	Chairman of the Board and Director	
/s/ Gregory Hammann  (Greggory Hammann)	Director	September 14, 2007

/s/ John Hart

September 14, 2007

(John Hart)

Director

/s/ Marshall Mohr

September 14, 2007

(Marshall Mohr)

Director

/s/ Trude Taylor

September 14, 2007

(Trude Taylor)

Director

/s/ Roger Wery

September 14, 2007

(Roger Wery)

Director

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**INDEX TO EXHIBITS**

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- 24.1 Power of Attorney (see signature page).
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**EXHIBIT 5.1**

September 14, 2007

Plantronics, Inc.

345 Encinal Street

Santa Cruz, CA 95060

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about September 14, 2007 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 1,700,000 shares of common stock to be issued under the Plantronics, Inc. Amended and Restated 2003 Stock Plan and 400,000 shares of common stock to be issued under the Plantronics, Inc. Amended and Restated 2002 Employee Stock Purchase Plan. All such shares of common stock are referred to herein as the "Shares" and each such plan is referred to herein as the "Plan" and together, the "Plans." As your legal counsel, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plans.

It is our opinion that, when issued and sold in compliance with the prospectus delivery requirements and in the manner described in the Plans and pursuant to the agreements which accompany each grant under the Plans, the Shares will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI

Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati

**EXHIBIT 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 29, 2007 relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Plantronics, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2007.

/s/ PricewaterhouseCoopers LLP

San Jose, CA  
September 14, 2007

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