

CADENCE DESIGN SYSTEMS INC

Form S-8

May 13, 2011

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**As filed with the Securities and Exchange Commission on May 13, 2011**

**Registration No. 333-**

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

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

**CADENCE DESIGN SYSTEMS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction of incorporation or organization) **77-0148231** (I.R.S. Employer Identification No.)

**2655 Seely Avenue, Building 5  
San Jose, California 95134**  
(Address of Principal Executive Offices) (Zip Code)

**Amended and Restated 1987 Stock Incentive Plan**  
(Full title of the plan)

**James J. Cowie, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**Cadence Design Systems, Inc.**  
**2655 Seely Avenue, Building 5**  
**San Jose, California 95134**  
(Name and address of agent for service)  
**(408) 943-1234**  
(Telephone number, including area code, of agent for service)

**Copy to:**  
**Stewart L. McDowell, Esq.**  
**Gibson, Dunn & Crutcher LLP**  
**555 Mission Street, Suite 3000**  
**San Francisco, California 94105**  
**(415) 393-8200**

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.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller  
reporting company)

### 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 (2)
Common Stock, par value \$0.01 per share	4,000,000 shares (3)	\$10.34	\$41,360,000.00	\$4,802.00

- (1) This Registration Statement shall also cover any additional shares of common stock which become issuable under the Amended and Restated 1987 Stock Incentive Plan (the Plan ) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Cadence Design Systems, Inc. (the Registrant ) common stock.
- (2) Calculated solely for purposes of calculating the amount of the registration fee under Rules 457(c) and (h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are based upon the average of the high and low prices of common stock of the Registrant on May 6, 2011, as reported on the NASDAQ Global Select Market.
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EX-5.1

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**NOTE**

**REGISTRATION OF ADDITIONAL SHARES AND INCORPORATION OF CERTAIN INFORMATION  
BY REFERENCE PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 is filed by Cadence Design Systems, Inc., a Delaware corporation (the Registrant ), relating to 4,000,000 shares of its common stock, par value \$0.01 per share (the Common Stock ), issuable to eligible employees and consultants of the Registrant and its affiliates under the Registrant's Amended and Restated 1987 Stock Incentive Plan (the Plan ). On May 17, 1990, September 30, 1991, June 4, 1992, May 31, 1994, August 7, 1998 and July 31, 2007, the Registrant filed with the Securities and Exchange Commission Registration Statements on Form S-8 (Registration No. 33-34910, No. 33-43025, No. 33-48371, No. 33-53913, No. 333-61029 and No. 333-144972, respectively) (together, the Prior Registration Statements ) relating to shares of Common Stock issuable to eligible employees and consultants of the Registrant and its affiliates under the Plan. The Prior Registration Statements are currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description
5.1	Opinion and consent of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this Registration Statement on Form S-8).
99.1	The Registrant's Amended and Restated 1987 Stock Incentive Plan.

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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 San Jose, state of California, on this 10th day of May, 2011.

**CADENCE DESIGN SYSTEMS, INC.**

By: /s/ Lip-Bu Tan  
Lip-Bu Tan  
President, Chief Executive Officer and  
Director

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lip-Bu Tan, Geoffrey G. Ribar and James J. Cowie, and each of them, his true and lawful attorney-in-fact and agent, 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 (including post-effective amendments) to this Registration Statement, and to file the same, with all 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 in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully 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 by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Lip-Bu Tan Lip-Bu Tan	President, Chief Executive Officer and Director (Principal Executive Officer)	May 10, 2011
/s/ Geoffrey G. Ribar Geoffrey G. Ribar	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 10, 2011
/s/ Dr. John B. Shoven Dr. John B. Shoven	Chairman of the Board of Directors	May 10, 2011
/s/ Susan L. Bostrom Susan L. Bostrom	Director	May 10, 2011
/s/ Donald L. Lucas Donald L. Lucas	Director	May 10, 2011
/s/ Dr. Alberto Sangiovanni-Vincentelli Dr. Alberto Sangiovanni-Vincentelli	Director	May 10, 2011
/s/ George M. Scalise George M. Scalise	Director	May 10, 2011
/s/ Roger S. Siboni Roger S. Siboni	Director	May 10, 2011

/s/ John A.C. Swainson

Director

May 10, 2011

John A.C. Swainson

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