

Edgar Filing: NATIONAL SEMICONDUCTOR CORP - Form S-8 POS

NATIONAL SEMICONDUCTOR CORP
Form S-8 POS
August 24, 2004

As filed with the Securities and Exchange Commission on August 23, 2004
Registration No. 333-38033

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 6

on Form S-8
to Form S-4

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

NATIONAL SEMICONDUCTOR CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE ----- (State or other jurisdiction of incorporation or organization)	95-2095071 ----- (I.R.S. Employer Identification Number)
--	---

2900 Semiconductor Drive
P.O. Box 58090
Santa Clara, California 95052-8090
(Address of principal executive offices)
Registrant's telephone number including area code: (408) 721-5000

Cyrix Corporation 1988 Incentive Stock Plan
(Full Title of the Plan)

JOHN M. CLARK III, Esq.
Senior Vice President, General Counsel
and Secretary
NATIONAL SEMICONDUCTOR CORPORATION
2900 Semiconductor Drive, P.O. 58090
Santa Clara, CA 95052-8090
(408) 721-5000

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

PART I
EXPLANATORY NOTE

DEREGISTRATION OF SHARES

Pursuant to Post Effective No. 1 on Form S-8 to Registration Statement No. 333-38033 on Form S-4 (the "Registration Statement"), National Semiconductor Corporation, a Delaware corporation (the "Company"), registered 5,493,012* shares of its Common Stock, \$0.50 par value per share ("Common Stock") issuable under the Cyrix Corporation 1988 Incentive Stock Plan (the "Plan"). Upon the merger of Nova Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of the Company, into Cyrix Corporation, a Delaware corporation,

Edgar Filing: NATIONAL SEMICONDUCTOR CORP - Form S-8 POS

outstanding options issued pursuant to the Plan became exercisable for shares of Company Common Stock. All options under the Plan have now expired and the Company hereby removes from registration under the Registration Statement 3,980,752 shares which remain unissued in connection with the Plan.

*All share numbers adjusted to reflect the two-for-one stock split paid in the form of a 100% stock dividend in May 2004.

PART II

Item 8. Exhibits

24.1 Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Post-Effective Amendment to the Registration Statement on Form S-8 to Form S-4 (Registration No. 333-38033) and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on August 23, 2004.

NATIONAL SEMICONDUCTOR CORPORATION

By BRIAN L. HALLA*

Brian L. Halla

Chairman of the Board, and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated on August 23, 2004.

BRIAN L. HALLA*
(Brian L.Halla)

Chairman of the Board, President,
Chief Executive Officer and Director
(Principal Executive Officer)

LEWIS CHEW*
(Lewis Chew)

Senior Vice President, Finance and
Chief Financial Officer
(Principal Financial Officer)

ROBERT E. DeBARR*
(Robert E. DeBarr)

Controller (Principal Accounting
Officer)

STEVEN R. APPLETON*
(Steven R. Appleton)

Director

GARY P. ARNOLD*
(Gary P. Arnold)

Director

RICHARD J. DANZIG*
(Richard J. Danzig)

Director

Edgar Filing: NATIONAL SEMICONDUCTOR CORP - Form S-8 POS

ROBERT J. FRANKENBERG* Director
(Robert J. Frankenberg)

E. FLOYD KVAMME* Director
(E. Floyd Kvamme)

MODESTO A. MAIDIQUE* Director
(Modesto A. Maidique)

EDWARD R. McCracken* Director
(Edward R. McCracken)

*By: //S// JOHN M. CLARK III_____
John M. Clark III, Attorney in Fact

NATIONAL SEMICONDUCTOR CORPORATION

EXHIBIT INDEX

24.1 Power of Attorney

Exhibit 24.1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned persons hereby constitutes and appoints Brian L. Halla, Lewis Chew, and John M. Clark III, and each of them singly, his true and lawful attorney-in-fact and in his name, place, and stead, and in any and all of his offices and capacities with National Semiconductor Corporation, to sign the Post-Effective Amendment to the Registration Statement with which this Power of Attorney is filed, and any and all amendments to said Post-Effective Amendment to Registration Statement, and generally to do and perform all things and acts necessary or advisable in connection therewith, and each of the undersigned hereby ratifies and confirms all that each of said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto executed this Power of Attorney as of the date set forth opposite his signature.

SIGNATURE	DATE
//S// STEVEN R. APPLETON Steven R. Appleton	July 14, 2004
//S// RICHARD J. DANZIG Richard J. Danzig	July 14, 2004
//S// ROBERT J. FRANKENBERG	July 14, 2004

Edgar Filing: NATIONAL SEMICONDUCTOR CORP - Form S-8 POS

Robert J. Frankenberg

//S// E. FLOYD KVAMME
E. Floyd Kvamme

July 14, 2004

//S// LEWIS CHEW
Lewis Chew

July 9, 2004

//S// ROBERT E. DeBARR
Robert E. DeBarr

July 9, 2004