

SILICON STORAGE TECHNOLOGY INC

Form S-8

October 01, 2001

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As filed with the Securities and Exchange Commission on October 1, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Silicon Storage Technology, Inc.

(Exact name of registrant as specified in its charter)

California **77-0225590**
(State of Incorporation) (I.R.S. Employer Identification No.)
1171 Sonora Court, Sunnyvale, California 94086 Phone: (408) 735-9110
(Address of principal executive offices)

1995 Equity Incentive Plan,
(Full title of the plan)

Bing Yeh
President and Chief Executive Officer
1171 Sonora Court, Sunnyvale, California 94086 Phone: (408) 735-9110
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Mark P. Tanoury, Esq.
Cooley Godward LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94036
(650) 843-5000

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
Common stock, no par value (together with associated preferred stock purchase rights)	2,000,000 shares	\$4.45	\$8,900,000	\$2,225

- (1) This Registration Statement shall cover any additional shares of Common Stock which become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the "Act"). The price per share and aggregate offering price are based on the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Stock Market for September 26, 2001 (pursuant to Rule 457(c) under the Act).

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following Registration Statements on Form S-8, filed by the Registrant with the Securities and Exchange Commission on December 5, 1995, SEC File No. 33-97802, March 23, 2000, SEC File No. 333-33130, and October 5, 2000, SEC File No. 333-47388 are incorporated by reference into this Registration Statement.

EXHIBITS

Exhibit Number	Description of Document
4.1+	Bylaws of Silicon Storage Technology, Inc.
4.2+	Restated Articles of Incorporation of Silicon Storage Technology, Inc.
4.3++	Certificate of Amendment of the Restated Articles of Silicon Storage Technology, Inc.
4.4+	Specimen Stock Certificate of Silicon Storage Technology, Inc.
4.5++	Certificate of Designation of Series A Junior Participating Preferred Stock
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages.
99.1	1995 Equity Incentive Plan, as amended.

+ Previously filed as an Exhibit to the Registration Statement filed on Form S-1 (33-97802) and incorporated by reference herein.

++ Previously filed as an Exhibit to Form 10-K, Form 10-Q or Form 8-K and incorporated by reference herein.

/s/ TSUYOSHI TAIRA

Director

October 1, 2001

Tsuyoshi Taira

4

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5

QuickLinks

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCEEXHIBITSSIGNATURESPOWER OF ATTORNEYEXHIBIT INDEX