

INPHI Corp
Form S-8
March 07, 2013

As filed with the Securities and Exchange Commission on March 7, 2013

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT

Under
THE SECURITIES ACT OF 1933

INPHI CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of

77-0557980

(I.R.S. Employer

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incorporation or organization)
2953 Bunker Hill Lane, Suite 300
Santa Clara, CA
(Address of principal executive offices)

Identification No.)
95054
(Zip Code)

Inphi Corporation 2010 Stock Incentive Plan

(Full title of the plans)

Copy to:

Ford Tamer
President and Chief Executive Officer

Inphi Corporation
2953 Bunker Hill Lane, Suite 300
Santa Clara, CA 95054
(408) 217-7300

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

Allison Leopold Tilley, Esq.

Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover Street
Palo Alto, CA 94304
(650) 233-4500

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 definitions of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

☐ Large accelerated filer

☒ Accelerated filer

☐ Non-accelerated filer
(Do not check if smaller reporting
company)

☐ Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount To Be	Proposed Maximum	Proposed Maximum Aggregate	Amount of Registration Fee
		Offering Price	Offering Price	
To Be Registered(1)	Registered(2)	Per Share(3)	Offering Price	Registration Fee
Common Stock, par value \$0.001 per share:	2,830,502	\$9.335	\$26,422,736	\$3,605

- (1) The securities to be registered include options and rights to acquire Common Stock.
- (2) Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the Securities Act), solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on March 6, 2013.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission, or the SEC, on November 16, 2010 (File No. 333-170629) are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents and information previously filed with the SEC by the Registrant are incorporated by reference herein.

- (a) Registrant's Annual Report on Form 10-K (File No. 001-34942) for the fiscal year ended December 31, 2012.
- (b) The description of Registrant's Capital Stock contained in Registrant's registration statement on Form 8-A, filed on October 29, 2010 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended (excluding any portions thereof furnished by the Registrant, including but not limited to information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), on or after the date of this Registration Statement, 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 a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Item 8. Exhibits

Exhibit

No.	Description
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 2).

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Santa Clara, State of California, on the 7th day of March, 2013.

INPHI CORPORATION

By /s/ Ford Tamer
Ford Tamer
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ford Tamer and John Edmunds and each of them, his true and lawful attorneys-in-fact and agents, each 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, to this Registration Statement on Form S-8, and to file the same, with 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Ford Tamer	President, Chief Executive Officer (Principal	March 7, 2013
Ford Tamer	Executive Officer) and Director	
/s/ John Edmunds	Chief Financial Officer (Principal Financial and Accounting	March 7, 2013
John Edmunds	Officer)	
/s/ Diosdado P. Banatao	Chairman of the Board	March 7, 2013
Diosdado P. Banatao		
/s/ Chenming Hu	Director	March 7, 2013
Chenming Hu		
/s/ David Liddle	Director	March 7, 2013
David Liddle		
/s/ Bruce McWilliams	Director	March 7, 2013
Bruce McWilliams		
/s/ Peter J. Simone	Director	March 7, 2013

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Peter J. Simone

/s/ Sam S. Srinivasan

Director

March 7, 2013

Sam S. Srinivasan

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