

McAfee, Inc.
Form S-8
May 14, 2008

As filed with the Securities and Exchange Commission on May 14, 2008

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

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

McAfee, Inc.

(Exact name of Registrant as specified in its charter)

Delaware (State of Incorporation)	3965 Freedom Circle Santa Clara, California 95054 (Address of principal executive offices, including zip code)	77-0316593 (IRS Employer Identification Number)
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McAfee, Inc. Amended and Restated 1993 Stock Option Plan for Outside Directors
(Full title of the plan)

Mark D. Cochran
Executive Vice President and General Counsel
McAfee, Inc.
3965 Freedom Circle.
Santa Clara, California 95054
(408) 988-3832
(Name, address and telephone number of agent for service)

Copy to:

Robert G. Day, Esq.
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304-1050

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	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share, to be issued under the McAfee, Inc. Amended and Restated 1993 Stock Option Plan for Outside Directors	800,000(1)	<u>\$34.70(2)</u>	<u>\$27,760,000.00</u>	<u>\$1,090.97</u>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement shall also cover any additional shares of our common stock which become issuable under the McAfee, Inc. Amended and Restated 1993 Stock Option Plan for Outside Directors, as amended, 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 outstanding shares of our common stock.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee based on the price of \$34.70 per share, which was the average of the high and low prices per

share of our
common stock
as reported on
the New York
Stock Exchange
on May 7, 2008.

EXPLANATORY NOTE

This Registration Statement is filed pursuant to general instruction E to Form S-8 under the Securities Act of 1933, as amended, with respect to 800,000 additional shares of Common Stock that may be issued under the McAfee, Inc. Amended and Restated 1993 Stock Option Plan for Outside Directors, as amended (the Plan) as a result of the approval by the our stockholders at our 2006 Annual Meeting of Stockholders of an increase in the number of shares authorized for issuance under the Plan. The contents of our Form S-8 Registration Statement, Registration No. 333-88399, dated October 4, 1999, relating to the McAfee, Inc. Amended 1993 Stock Option Plan for Outside Directors is incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by McAfee, Inc. (we , us , the company or the Registrant) with the Securities and Exchange Commission (the SEC or the Commission) are hereby incorporated by reference in this registration statement on Form S-8 (other than information in a report on Form 8-K that is furnished and not filed pursuant to Form 8-K, and, except as may be noted in any such Form 8-K, exhibits filed on such form that are related to such information):

- 1) Our Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on February 27, 2008;
- 2) Our Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Commission on April 29, 2008;
- 3) Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 filed with the Commission on May 12, 2008;
- 4) Our Current Report on Form 8-K filed with the Commission on March 27, 2008;
- 5) Our Current Report on Form 8-K filed with the Commission on April 24, 2008;
- 6) Our Current Report on Form 8-K filed with the Commission on April 30, 2008; and
- 7) The description of our Common Stock which is contained in the Registration Statement on Form 8-A (File No. 001-31216), filed January 25, 2002, under Section 12(b) of the Exchange Act and any further amendment or report filed hereafter for the purpose of updating such description.

All documents filed with the SEC by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment indicating 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 such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed

document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
4.1*	McAfee, Inc. Amended and Restated 1993 Stock Option Plan for Outside Directors
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (contained in Exhibit 5.1)
24.1	Power of Attorney (Page II-A)

* Previously filed as Exhibit 10.5 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.

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 Plano, State of Texas, on May 14, 2008.

McAfee, Inc.

By: /s/ Mark D. Cochran
Mark D. Cochran
Executive Vice President and General
Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Keith S. Krzeminski and Mark D. Cochran, jointly and severally, his or her attorneys-in-fact, each with full power of substitution, for him in any and all capacities, to sign any 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, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or 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 by the following persons in the capacities on May 14, 2008.

Signature	Title
/s/ David G. DeWalt David G. DeWalt	Chief Executive Officer and President
/s/ Keith S. Krzeminski Keith S. Krzeminski	Chief Accounting Officer and Senior Vice President of Finance
/s/ Charles J. Robel Charles J. Robel	Chairman of the Board
/s/ Carl Bass Carl Bass	Director
/s/ Robert B. Bucknam Robert B. Bucknam	Director
/s/ Thomas E. Darcy Thomas E. Darcy	Director
/s/ Leslie G. Denend Leslie G. Denend	Director
/s/ Denis J. O Leary Denis J. O Leary	Director
/s/ Robert W. Pangia Robert W. Pangia	Director

/s/ Liane Wilson

Director

Liane Wilson

II-A

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Report on Form
10-Q for the
quarter ended
March 31, 2008.