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MISSION WEST PROPERTIES INC
Form S-8 POS
March 17, 2005

As filed with the Securities and Exchange Commission on March 17, 2005

Registration No. 333-80369

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST EFFECTIVE AMENDMENT NO. 1
TO FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

Mission West Properties, Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

95-2635431
(IRS employer identification no.)

10050 Bandley Drive
Cupertino, CA 95014
(408) 725-0700
(Address of principal executive offices)

Mission West Properties, Inc. 1997 Stock Option Plan
(Full title of the plan)

Mr. Carl E. Berg
10050 Bandley Drive
Cupertino, CA 95014
(408) 725-0700
(Name and address of agent for service)

Copies to:
Alan B. Kalin
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1900 University Avenue
East Palo Alto, CA 94303-2223
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Fax: (650) 849-4800

DEREGISTRATION OF SHARES

On November 24, 2004, the stockholders of Mission West Properties, Inc. (the "Registrant") voted to approve for adoption the 2004 Equity Incentive Plan (the "2004 Plan") to replace the 1997 Stock Option Plan ("Predecessor Plan"). This Post-Effective Amendment No. 1 to the Registrant's Registration Statement No. 333-80369 on Form S-8 filed on June 10, 1999 (the "Registration Statement") is filed to deregister an aggregate of 3,991,089 shares previously registered that remain available for issuance under the Predecessor Plan. The 3,991,089 shares deregistered by this Post-Effective Amendment No. 1 will be registered, by a

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subsequently filed registration statement on Form S-8 for the 2004 Plan, and the associated registration fee paid by the Registrant to register shares issuable under the Predecessor Plan on the Registration Statement will be carried forward and applied to the registration fee necessary to register shares issuable under the Registrant's 2004 Plan. There remain 767,000 shares subject to outstanding options previously granted under the Predecessor Plan, and the Registration Statement will remain in effect to cover the potential exercise of such outstanding options.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Cupertino, State of California, on the 17th day of March, 2005.

Mission West Properties, Inc.

By: /s/ Carl E. Berg

Carl E. Berg
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on March 17, 2005.

| Signature | Title |
|---|--|
| /s/ Carl E. Berg ----- Carl E. Berg | Chairman of the Board, Chief Executive Officer, and Director |
| /s/ Raymond V. Marino ----- Raymond V. Marino | President, Chief Operating Officer and Director |
| /s/ Wayne N. Pham ----- Wayne N. Pham | Vice President of Finance and Contoller |
| /s/ John C. Bolger ----- John C. Bolger | Director |
| /s/ William A. Hasler ----- William A. Hasler | Director |
| /s/ Lawrence B. Helzel ----- Lawrence B. Helzel | Director |

