

INTEGRATED DEVICE TECHNOLOGY INC
Form S-8
April 04, 2017

Registration No. 333-

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

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

INTEGRATED DEVICE TECHNOLOGY, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6024 Silver Creek Valley Road

San Jose, California 95138

94-2669985
(I.R.S. Employer

Identification Number)

(Address, including zip code of registrant's principal executive offices)

GigPeak, Inc. Amended and Restated 2008 Equity Incentive Plan

(Full Title of the Plan)

Matthew Brandalise, Esq.

General Counsel and Secretary

Integrated Device Technology, Inc.

6024 Silver Creek Valley Road

San Jose, California 95138

(408) 284-8200 (Name and address of agent for service, including telephone number of agent for service)

Copy To:

Mark V. Roeder

Josh Dubofsky

Latham & Watkins LLP

140 Scott Drive

Menlo Park, California 94025

(650) 328-4600

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer (Do not check if a smaller reporting company)

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount	Proposed	Proposed	Proposed
To Be Registered	to be	Maximum	Maximum	Amount of
	Registered(1)	Offering Price	Aggregate	Registration Fee
		Per Share	Offering Price	
Common Stock, \$0.001 par value, to be issued under the GigPeak, Inc. Amended and Restated 2008 Equity Incentive Plan (the 2008 Plan)	830,465 (2)	\$23.51 (3)	\$19,524,232.15	\$2,262.86

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional shares of the Registrant's common stock that become issuable under the 2008 Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the registrant's receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Represents 330,868 shares of common stock of the Registrant issuable pursuant to outstanding restricted stock units assumed by the Registrant and 499,597 shares of common stock of the Registrant reserved for future issuance under the 2008 Plan.
- (3) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purposes of calculating the registration fee. Pursuant to Rules 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the average of high and low prices for the Registrant's common stock as reported on The Nasdaq Global Select Market on April 3, 2017 of \$23.51.

EXPLANATORY NOTE

On February 13, 2017, GigPeak, Inc. (*GigPeak*), the Registrant and Glider Merger Sub, Inc. (*Purchaser*), entered into an Agreement and Plan of Merger (the *Merger Agreement*). Pursuant to the Merger Agreement, at the Effective Time (as defined in the Merger Agreement) (the *Effective Time*), Merger Sub will merge with and into GigPeak, and GigPeak will become a wholly owned subsidiary of the Registrant (the *Merger*). In connection with the Merger and subject to the terms of the Merger Agreement, at the Effective Time, among other things, the Registrant assumed the 2008 Plan, including outstanding and unvested restricted stock units of GigPeak that converted into Registrant restricted stock units covering 330,868 shares of the Registrant s common stock and GigPeak shares reserved for future issuance under the 2008 Plan which converted into to 499,597 shares of the Registrant s common stock reserved for issuance under the 2008 Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of the Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the United States Securities and Exchange Commission (the *SEC*).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, Integrated Device Technology, Inc. is sometimes referred to as Registrant, IDT, we, us or our.

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended April 3, 2016, filed by the Registrant with the SEC on May 20, 2016, including information specifically incorporated by reference therein from the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the SEC on August 1, 2016.
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly periods quarterly periods ended July 3, 2016, October 2, 2016 and January 1, 2017, filed with the Commission on August 9, 2016, November 8, 2016 and February 7, 2017 respectively.
- (c) The Registrant's Current Reports on Form 8-K filed by the Registrant with the SEC on September 22, 2016, December 12, 2016 and February 13, 2017.
- (d) The description of Registrant's common stock contained in the Registrant's registration statement on Form 8-A (Registration No. 001-12695) filed with the SEC under Section 12(b) of the Exchange Act on July 23, 1984, including any amendments filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares 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 the filing of such documents; except that any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K and exhibits furnished pursuant to Item 9.01 of Form 8-K, whether specifically listed above or filed in the future, that is not deemed filed under such provisions shall not be incorporated herein by reference. For the purposes of this registration

statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded 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 such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law allows for the indemnification of officers, directors, and other corporate agents in terms sufficiently broad to indemnify these persons for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The Registrant's Amended and Restated Bylaws provide for indemnification of each person who was or is a director or officer of the Registrant, or is or was serving at the request of the Registrant as a director, officer or employee of another corporation, or of a partnership, joint venture, trust or other enterprise, to the fullest extent and under the circumstances permitted by the Delaware General Corporation Law. The Registrant has also entered into agreements with its directors and officers that will require the Registrant, among other things, to indemnify them against liabilities that may arise by reason of their status or service as directors to the fullest extent not prohibited by law. In addition, the Registrant carries director and officer liability insurance.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

See Index to Exhibits herein.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made pursuant to this registration statement, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 the City of San Jose, State of California, on this 4th day of April, 2017.

INTEGRATED DEVICE TECHNOLOGY,
INC.

By: /s/ Brian C. White
Brian C. White
Vice President, Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Gregory L. Waters, Brian C. White and Matthew D. Brandalise, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all 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 in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, 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 by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Gregory L. Waters	Chief Executive Officer, President and Director	April 4, 2017
Gregory L. Waters	(Principal Executive Officer)	
/s/ Brian C. White	Vice President, Chief Financial Officer	April 4, 2017
Brian C. White	(Principal Financial Officer and Principal Accounting Officer)	
/s/ John Schofield	Chairman of the Board	April 4, 2017
John Schofield		
/s/ Gordon Parnell	Director	April 4, 2017
Gordon Parnell		

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/s/ Umesh Padval	Director	April 4, 2017
Umesh Padval		
/s/ Ken Kannappan	Director	April 4, 2017
Ken Kannappan		
/s/ Norman Taffe	Director	April 4, 2017
Norman Taffe		
/s/ Robert Rango	Director	April 4, 2017
Robert Rango		
/s/ Selena Loh LaCroix	Director	April 4, 2017
Selena Loh LaCroix		

INDEX TO EXHIBITS

EXHIBIT

- 5.1 Opinion of Latham & Watkins LLP.
- 10.1 GigPeak, Inc. Amended and Restated 2008 Equity Incentive Plan.
- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 24.1 Power of Attorney (included in the signature page to this registration statement).