

QUALCOMM INC/DE  
Form S-8  
April 24, 2008

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As filed with the Securities and Exchange Commission on April 24, 2008  
Registration No. 333-\_\_\_\_\_

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
QUALCOMM INCORPORATED**

(Exact name of registrant as specified in its charter)

DELAWARE

95-3685934

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. employer identification no.)

5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

(Address of principal executive offices)

QUALCOMM INCORPORATED 2006 LONG-TERM INCENTIVE PLAN  
QUALCOMM INCORPORATED AMENDED AND RESTATED 2001 EMPLOYEE STOCK  
PURCHASE PLAN

(Full titles of the plans)

PAUL E. JACOBS  
CHIEF EXECUTIVE OFFICER  
QUALCOMM INCORPORATED  
5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

(Name and address of agent for service)

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.

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 definitions 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  Smaller reporting company   
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Proposed  
maximum offering      Proposed maximum

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| Title of Securities to be registered <sup>1</sup>  | Amount to be registered <sup>2</sup> | price per share <sup>3</sup> | aggregate offering price <sup>3</sup> | Amount of registration fee |
|--|--------------------------------------|------------------------------|---------------------------------------|----------------------------|
| 2006 Long-Term Incentive Plan, as amended Common Stock Par Value \$.0001   | 115,000,000                          | \$41.83                      | \$4,810,450,000                       | \$189,051 <sup>4</sup>     |
| Common Stock Par Value \$.0001 (from 1991 Stock Option Plan)   | 964,780                              | NA                           | NA                                    | \$0 <sup>4</sup>           |
| Common Stock Par Value \$.0001 (from 2001 Non-Employee Directors Stock Option Plan)  | 41,667                               | NA                           | NA                                    | \$0 <sup>4</sup>           |
| Common Stock Par Value \$.0001 (from 1998 Non-Employee Directors Stock Option Plan Amended and Restated 2001 Employee Stock Purchase Plan) | 20,000                               | NA                           | NA                                    | \$0 <sup>4</sup>           |
| Common Stock Par Value \$.0001 (from 1996 Non-Qualified Employee Stock Purchase Plan)  | 23,004                               | NA                           | NA                                    | \$0 <sup>5</sup>           |
| <b>TOTALS</b>  | <b>116,049,451</b>                   | <b>\$41.83</b>               | <b>\$4,810,450,000</b>                | <b>\$189,051</b>           |

<sup>1</sup> The securities to be registered include options and rights to acquire Common Stock.

<sup>2</sup> Pursuant to Rule 416(a), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.

<sup>3</sup> Estimated pursuant to Rule 457 solely for purposes of

calculating the registration fee. The price is based upon the average of the high and low prices of the Common Stock on April 17, 2008, as reported on the NASDAQ Global Select Market.

- 4 The additional shares to be registered by QUALCOMM Incorporated (the Registrant ) on this Form S-8 Registration Statement under the QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended (the 2006 LTIP ), include 115,000,000 newly authorized shares. The remaining 1,026,447 shares being registered under the 2006 LTIP are shares which were previously available for grant under the QUALCOMM Incorporated 1991 Stock Option Plan, the QUALCOMM

Incorporated  
2001  
Non-Employee  
Directors Stock  
Option Plan and  
the  
QUALCOMM  
Incorporated  
1998  
Non-Employee  
Directors Stock  
Option Plan (the  
Prior Plans ).  
The Registrant  
previously  
registered such  
shares for  
issuance on  
Registration  
Statements on  
Form S-8 (SEC  
File Nos.  
33-45083,  
33-78150,  
33-78158,  
333-2752,  
333-2754,  
333-2756,  
333-32013,  
333-69457,  
333-95291,  
333-60484,  
333-103497 and  
333-117626).  
The Registrant  
is  
simultaneously  
filing  
post-effective  
amendments to  
deregister such  
shares from the  
Registration  
Statements on  
Form S-8  
previously filed  
with respect to  
the Prior Plans;  
accordingly, the  
associated  
registration fees

previously paid on these shares under the prior Registration Statements are hereby carried forward to cover a portion of the registration fee due under this Registration Statement.

- 5 The additional shares to be registered on this Registration Statement on Form S-8 under the QUALCOMM Incorporated Amended and Restated 2001 Employee Stock Purchase Plan are shares previously registered for issuance under the QUALCOMM Incorporated 1996 Non-Qualified Employee Stock Purchase Plan, which has been amended and restated as part of the Amended and Restated 2001 Employee Stock Purchase Plan. The Registrant previously registered these shares for issuance on a Registration

Statement on  
Form S-8 (SEC  
File  
No. 333-2750).  
The Registrant  
is  
simultaneously  
filing a  
post-effective  
amendment to  
deregister such  
shares;  
accordingly, the  
associated  
registration fee  
previously paid  
on these shares  
under the prior  
Registration  
Statement is  
hereby carried  
forward to cover  
a portion of the  
registration fee  
under this  
Registration  
Statement.

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EXHIBIT 5

EXHIBIT 23.2

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**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS  
ON FORM S-8**

The contents of the Registration Statements on Form S-8 listed below are incorporated by reference herein. Registration Statements filed with respect to the QUALCOMM Incorporated 2006 Long- Term Incentive Plan and the former 2001 Stock Option Plan, which was amended and restated as the 2006 Long-Term Incentive Plan (SEC File No. 333-137692, filed September 29, 2006, SEC File No. 333-103497 filed February 28, 2003, and SEC File No. 333-60484, filed May 8, 2001).

Registration Statements filed with respect to the QUALCOMM Incorporated 2001 Employee Stock Purchase Plan (SEC File No. 333-60484, filed May 8, 2001, and SEC File No. 333-103497, filed February 28, 2003).

Item 8. Exhibits

See Exhibit Index.

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**SIGNATURE**

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 with respect to the QUALCOMM Incorporated 2006 Long-Term Incentive Plan and the 2001 Amended and Restated Employee Stock Purchase Plan to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on April 24, 2008.

QUALCOMM Incorporated

By: /s/ Paul E. Jacobs

Paul E. Jacobs, Chief Executive Officer

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**Table of Contents****SIGNATURES AND POWER OF ATTORNEY**

The officers and directors of QUALCOMM Incorporated whose signatures appear below, hereby constitute and appoint PAUL E. JACOBS and WILLIAM E. KEITEL, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned this Registration Statement on Form S-8 with respect to QUALCOMM Incorporated 2006 Long-Term Incentive Plan and the 2001 Amended and Restated Employee Stock Purchase Plan and any amendment or amendments thereto, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

| Signature  | Title  | Date           |
|--|--|----------------|
| /s/ Paul E. Jacobs<br>Paul E. Jacobs             | Chief Executive Officer and<br>Director<br>(Principal Executive Officer)                                       | April 24, 2008 |
| /s/ William E. Keitel<br>William E. Keitel       | Executive Vice President and<br>Chief Financial Officer<br><br>(Principal Financial and<br>Accounting Officer) | April 24, 2008 |
| /s/ Irwin Mark Jacobs<br>Irwin Mark Jacobs       | Chairman of the Board  | April 24, 2008 |
| /s/ Barbara T. Alexander<br>Barbara T. Alexander | Director   | April 24, 2008 |
| /s/ Raymond V. Dittamore<br>Raymond V. Dittamore | Director   | April 24, 2008 |
| /s/ Robert E. Kahn<br>Robert E. Kahn             | Director   | April 24, 2008 |
| /s/ Duane A. Nelles<br>Duane A. Nelles           | Director   | April 24, 2008 |
| /s/ Brent Scowcroft<br>Brent Scowcroft           | Director   | April 24, 2008 |
| /s/ Marc I. Stern                                | Director   | April 24, 2008 |

Marc I. Stern

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**EXHIBIT INDEX**

- 4.1 Restated Certificate of Incorporation of the Company, as amended, is incorporated by reference to Exhibit 99.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 13, 2006.
- 4.2 Certificate of Amendment of Certificate of Designation is incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 30, 2005.
- 4.3 Amended and Restated Bylaws of the Company are incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 22, 2006.
- 5 Opinion re legality
  - 23.1 Consent of Counsel (included in Exhibit 5)
  - 23.2 Consent of PricewaterhouseCoopers LLP
- 24 Power of Attorney (included in signature pages to this Registration Statement)
- 99.1 QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended<sup>1</sup>
- 99.2 QUALCOMM Incorporated Amended and Restated 2001 Employee Stock Purchase Plan<sup>1</sup>

<sup>1</sup> Filed as exhibits to the Company's Quarterly Report on Form 10-Q (File No. 000-19528) filed on April 23, 2008.