

WIND RIVER SYSTEMS INC
Form S-8
January 23, 2004

As filed with the Securities and Exchange Commission on January 23, 2004

Registration No. 333-____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

WIND RIVER SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

94-2873391
(I.R.S. Employer Identification No.)

500 Wind River Way

Alameda, California 94501

(510) 748-4100

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

1998 EQUITY INCENTIVE PLAN

(Full title of the plan)

Michael W. Zellner

Senior Vice President, Finance and Administration,

Chief Financial Officer and Secretary

Wind River Systems, Inc.

500 Wind River Way

Alameda, California 94501

(510) 748-4100

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

Copies to:

Craig W. Adas

Weil, Gotshal & Manges LLP

201 Redwood Shores Parkway

Redwood Shores, CA 94065

(650) 802-3000

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(1)
Common Stock, \$0.001 par value, to be issued under the plans	1,900,000 shares	\$8.985	\$17,071,500	\$1,381.08

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- (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended. The offering price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on January 15, 2004 as reported on the Nasdaq National Market.
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EXPLANATORY NOTE

This Registration Statement is filed in accordance with General Instruction E of Form S-8 for the purpose of registering 1,900,000 additional shares of common stock, par value \$0.001 per share, of Wind River Systems, Inc. (the Company), for issuance pursuant to awards under the 1998 Equity Incentive Plan, as amended. The contents of earlier Registration Statements on Form S-8 previously filed by the Company with the Securities and Exchange Commission on August 10, 1998 (Registration No. 333-61053) and March 27, 2000 (Registration No. 333-33348), including any subsequently filed periodic reports, are hereby incorporated by reference.

PART II: INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit

Number	Document
5.1	Opinion of Weil, Gotshal & Manges LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Weil, Gotshal & Manges LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference)
99.1	1998 Equity Incentive Plan, as amended

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<u>/s/ John C. Bolger</u>	Director	January 23, 2004
John C. Bolger		
<u>/s/ William B. Elmore</u>	Director	January 23, 2004
William B. Elmore		
<u>/s/ Jerry L. Fiddler</u>	Director	January 23, 2004
Jerry L. Fiddler		
<u>/s/ Grant M. Inman</u>	Director	January 23, 2004
Grant M. Inman		

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