

INPHI Corp

Form S-8

August 07, 2018

As filed with the Securities and Exchange Commission on August 7, 2018

Registration No. 333-\_\_\_\_\_

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

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**INPHI CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

77-0557980

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification No.)

2953 Bunker Hill Lane, Suite 300

95054

Santa Clara, CA

(Zip Code)

(Address of principal executive offices)

Inphi Corporation Employee Stock Purchase Plan

(Full title of the plans)

*Copy to:*

Ford Tamer  
 President and Chief Executive Officer  
 Inphi Corporation  
 2953 Bunker Hill Lane, Suite 300  
 Santa Clara, CA 95054  
 (408) 217-7300

Allison Leopold Tilley, Esq.  
 Pillsbury Winthrop Shaw Pittman LLP  
 2550 Hanover Street  
 Palo Alto, CA 94304  
 (650) 233-4500

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “small reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer     
  Accelerated filer     
  Non-accelerated filer     
  Smaller reporting company  
 Emerging growth company     
 (Do not check if smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered <sup>(1)</sup>	Amount To Be Registered <sup>(2)</sup>	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share <sup>(3)</sup>	Maximum Aggregate Offering Price	
Common Stock, par value \$0.001 per share	1,000,000	\$31.25	\$31,250,000	\$3.891

(1) The securities to be registered include options and rights to acquire Common Stock.

(2) Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.

(3) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the “Securities Act”), solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on August 1, 2018.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

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## **PART I**

### **INFORMATION REQUIRED IN THE PROSPECTUS**

#### **General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission, or the SEC, on February 28, 2018 (File No. 333-223313), March 1, 2017 (File No. 333-216363), January 11, 2017 (File No. 333-215523), February 29, 2016 (File No. 333-209832), August 5, 2015 (File No. 333-206108), May 6, 2015 (File No. 333-203906), March 5, 2014 (File No. 333-194339), March 7, 2013 (File No. 333-187108), January 31, 2012 (File No. 333-179270) and November 16, 2010 (File No. 333-170629) are hereby incorporated by reference.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference**

The following documents and information previously filed with the SEC by the Registrant are incorporated by reference herein.

- (a) Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on February 28, 2018 (File No. 001-34942).

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(b) Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2018 and June 30, 2018, filed on May 9, 2018 and August 7, 2018, respectively (File Nos. 001-34942).

(c) Registrant's Current Reports on Form 8-K, filed on January 22, 2018 and May 30, 2018 (File Nos. 001-34942).

(d) The description of Registrant's Capital Stock contained in the Registrant's registration statement on Form 8-A, filed on October 29, 2010 (File No. 001-34942) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including but not limited to information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), on or after the date of this Registration Statement, prior to the filing of a post-effective amendment which indicates 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 a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

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**Item 8. Exhibits**

Exhibit

Description

No.

- 5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP.
  - 23.1 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
  - 23.2 Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
  - 24.1 Power of Attorney (see signature page of this Registration Statement).
  - 99.1 Inphi Corporation Employee Stock Purchase Plan (incorporated by reference from Annex A to the Registrant's definitive proxy statement for the year ended December 31, 2017, filed on April 25, 2018).
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## 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 Santa Clara, State of California, on the 7<sup>th</sup> day of August, 2018.

### INPHI CORPORATION

By /s/ Ford Tamer  
Ford Tamer

President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ford Tamer and John Edmunds and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all 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 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes 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 below by the following persons in the capacities and on the dates indicated.

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
/s/ Ford Tamer Ford Tamer	President, Chief Executive Officer (Principal Executive Officer) and Director	August 7, 2018
/s/ John Edmunds John Edmunds	Chief Financial Officer and Chief Accounting Officer (Principal Financial and Accounting Officer)	August 7, 2018

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/s/ Diosdado P. Banatao Diosdado P. Banatao	Chairman of the Board	August 7, 2018
/s/ Nicholas Brathwaite Nicholas Brathwaite	Director	August 7, 2018
/s/ Chenming Hu Chenming Hu	Director	August 7, 2018
/s/ David Liddle David Liddle	Director	August 7, 2018
/s/ Bruce McWilliams Bruce McWilliams	Director	August 7, 2018
/s/ Elissa Murphy Elissa Murphy	Director	August 7, 2018
/s/ William J. Ruehle William J. Ruehle	Director	August 7, 2018
/s/ Sam S. Srinivasan Sam S. Srinivasan	Lead Director	August 7, 2018