

MINDSPEED TECHNOLOGIES, INC

Form S-8 POS

December 18, 2013

As filed with the Securities and Exchange Commission on December 18, 2013

**Registration Statement Nos. 333-106148; 333-106479; 333-124289; 333-132858;**

**333-142298; 333-159236; 333-165875; 333-167785; 333-173328;**

**333-177678; 333-180589; 333-180593; 333-183122; 333-186911**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-106148**

**FORM S-8 REGISTRATION STATEMENT NO. 333-106479**

**FORM S-8 REGISTRATION STATEMENT NO. 333-124289**

**FORM S-8 REGISTRATION STATEMENT NO. 333-132858**

**FORM S-8 REGISTRATION STATEMENT NO. 333-142298**

**FORM S-8 REGISTRATION STATEMENT NO. 333-159236**

**FORM S-8 REGISTRATION STATEMENT NO. 333-165875**

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**FORM S-8 REGISTRATION STATEMENT NO. 333-173328**

**FORM S-8 REGISTRATION STATEMENT NO. 333-177678**

**FORM S-8 REGISTRATION STATEMENT NO. 333-180589**

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**FORM S-8 REGISTRATION STATEMENT NO. 333-180593**

**FORM S-8 REGISTRATION STATEMENT NO. 333-183122**

**FORM S-8 REGISTRATION STATEMENT NO. 333-186911**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Mindspeed Technologies, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**4000 MacArthur Boulevard, East Tower**

**Newport Beach, California**  
**(Address of Principal Executive Offices)**

**01-0616769**  
**(I.R.S. Employer**

**Identification Number)**

**92660-3095**  
**(Zip Code)**

**Mindspeed Technologies, Inc. Retirement Savings Plan**

**Mindspeed Technologies, Inc. 2003 Long-Term Incentives Plan**

**Mindspeed Technologies, Inc. Directors Stock Plan**

**Mindspeed Technologies, Inc. 2003 Stock Option Plan**

**Mindspeed Technologies, Inc. Employee Stock Purchase Plan**

**Mindspeed Technologies, Inc. Inducement Incentive Plan**

**Mindspeed Technologies, Inc. 2013 Equity Incentive Plan**

**Inducement Grants**

**(Full Titles of the Plans)**

**John Croteau**

**President and Chief Executive Officer**

**Mindspeed Technologies, Inc.**

**c/o M/A-COM Technology Solutions Holdings, Inc.**

**100 Chelmsford Street**

**Lowell, Massachusetts 01851**

**(Name and Address of Agent For Service)**

**(978) 656-2500**

**(Telephone Number, Including Area Code, of Agent For Service)**

*Copy to:*

**Jason Day**

**Perkins Coie LLP**

**1900 Sixteenth Street, Suite 1400**

**Denver, Colorado 80202**

**(303) 291-2300**

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  (Do not check if a smaller reporting company)

Smaller reporting company

## DEREGISTRATION OF SECURITIES

Mindspeed Technologies, Inc. (the Company) is filing these Post-Effective Amendments to remove from registration the unissued and unsold securities registered under the following Registration Statements on Form S-8 (collectively, the Registration Statements) filed by the Company with the Securities and Exchange Commission (the SEC), pertaining to the registration of securities issuable under certain employee benefit and equity plans and agreements:

| Registration No. | Date Filed with the SEC | Name of Plan or Agreement                                             | Shares     |
|------------------|-------------------------|-----------------------------------------------------------------------|------------|
| 333-106148       | June 16, 2003           | Retirement Savings Plan                                               | 3,750,000  |
| 333-106479       | June 25, 2003           | 2003 Long-Term Incentives Plan                                        | 10,000,000 |
|                  |                         | Directors Stock Plan                                                  | 400,000    |
| 333-124289       | April 25, 2005          | 2003 Long-Term Incentives Plan                                        | 8,000,000  |
|                  |                         | Directors Stock Plan                                                  | 181,114    |
| 333-132858       | March 30, 2006          | Directors Stock Plan                                                  | 186,934    |
| 333-142298       | April 23, 2007          | 2003 Long-Term Incentives Plan                                        | 1,300,000  |
|                  |                         | Directors Stock Plan                                                  | 671,952    |
| 333-159236       | May 14, 2009            | 2003 Long-Term Incentives Plan                                        | 2,815,000  |
|                  |                         | 2003 Stock Option Plan                                                | 57,481     |
|                  |                         | Non-Qualified Stock Option Award Agreement (Johnsen inducement grant) | 200,000    |
| 333-165875       | April 2, 2010           | Employee Stock Purchase Plan                                          | 500,000    |
|                  |                         | Directors Stock Plan                                                  | 150,000    |
|                  |                         | Inducement Grants                                                     | 190,000    |
| 333-167785       | June 25, 2010           | Non-Qualified Stock Option Award Agreement (Garcia inducement grant)  | 30,000     |
|                  |                         | Restricted Stock Award Agreement (Garcia inducement grant)            | 15,000     |
| 333-173328       | April 6, 2011           | 2003 Long-Term Incentives Plan                                        | 3,019,284  |
| 333-177678       | November 3, 2011        | Non-Qualified Stock Option Award Agreement (Ananias inducement grant) | 40,000     |
|                  |                         | Restricted Stock Award Agreement (Ananias inducement grant)           | 100,000    |
| 333-180589       | April 5, 2012           | Employee Stock Purchase Plan                                          | 800,000    |
| 333-180593       | April 5, 2012           | Inducement Incentive Plan                                             | 500,000    |
| 333-183122       | August 7, 2012          | Retirement Savings Plan                                               | 600,000    |
| 333-186911       | February 27, 2013       | 2013 Equity Incentive Plan                                            | 8,837,593  |

On December 18, 2013, pursuant to an Agreement and Plan of Merger, dated as of November 5, 2013, among the Company, M/A-COM Technology Solutions Holdings, Inc., a Delaware corporation (Parent), and Micro Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Parent (Acquisition Sub), Acquisition Sub merged with and into the Company, with the Company surviving as a direct wholly-owned subsidiary of Parent (the Merger).

As a result of the Merger, the Company has terminated any offering of the Company's securities pursuant to the Registration Statements. In accordance with an undertaking made by the Company in Part II of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all of such securities of the Company registered but unsold as of the date of the Post-Effective Amendments and terminates the effectiveness of the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Newport Beach, State of California, on the 18th day of December, 2013.

MINDSPEED TECHNOLOGIES, INC.

By: /s/ John Croteau

John Croteau

President and Chief Executive Officer

Note: No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933, as amended.