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STORAGE TECHNOLOGY CORP

Form S-8

May 17, 2001

1

As filed with the Securities and Exchange Commission on May 17, 2001

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

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

STORAGE TECHNOLOGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

84-0593263
(I.R.S. Employer Identification No.)

One StorageTek Drive
Louisville, Colorado 80028-4309
(Address of principal executive offices) (Zip Code)

STORAGE TECHNOLOGY CORPORATION DEFERRED COMPENSATION PLAN
(Full title of the plan)

JEFFREY M. DUMAS
Corporate Vice President General Counsel & Secretary
STORAGE TECHNOLOGY CORPORATION
One StorageTek Drive
Louisville, Colorado 80028-4309
(Name and address of agent for service)
(303) 673-5151
(Telephone number, including area code, of agent for service)

Copies to:

ANN YVONNE WALKER, ESQ.
Wilson Sonsini Goodrich & Rosati, PC
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.10 par value	100,000 shares	\$15.525	\$1,552,500	\$388.13

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- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Storage Technology Corporation Deferred Compensation Plan as described herein.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, on the basis of \$15.525 per share, the average of the high and low prices per share of the Common Stock on the New York Stock Exchange composite tape on May 11, 2001.

2

STORAGE TECHNOLOGY CORPORATION
REGISTRATION STATEMENT ON FORM S-8

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

There are hereby incorporated by reference into this Registration Statement and the Prospectuses relating to this Registration Statement pursuant to Rule 428 the following documents and information heretofore filed with the Securities and Exchange Commission:

1. The Storage Technology Corporation Annual Report on Form 10-K for the fiscal year ended December 29, 2000 filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. All other reports filed by Storage Technology Corporation (the "Company") pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year ended December 29, 2000; and
3. The description of the Company's Common Stock set forth in the Company's Registration Statements on Form 8-A dated August 13, 1981, August 23, 1990 and February 8, 1993, including any amendment or report filed for the purpose of updating such description.

Additionally, all documents filed by the Company or by the Deferred Compensation Plan, as amended (the "Plan"), after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

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Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act").

2

3

Section 102(b) (7) of the Delaware General Corporation Law provides that the certificate of incorporation may include a provision that eliminates or limits the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law, (iii) payment of an improper dividend under Section 174 of the Delaware General Corporation Law, or (iv) any transaction from which the director derived an improper personal benefit.

The Company's Restated Certificate of Incorporation provides for indemnification of directors, officers and agents to the fullest extent permitted by Delaware law. The Company's Restated Certificate of Incorporation also provides that a director shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director to the extent permitted by Delaware law. In addition, the Restated Certificate of Incorporation provides that no repeal or modification of such provisions shall eliminate or reduce any right or protection of a director of the Company existing at the time of such repeal or modification.

The Company's Bylaws provide that the Registrant shall indemnify to the fullest extent permitted by Delaware law each of its directors, officers, employees and other agents against expenses actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Company.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

- 4.1 Storage Technology Corporation Deferred Compensation Plan (May 2000 Restatement).
- 4.2 Amendment No. 1 to Restated Deferred Compensation Plan effective May 15, 2001.
- 5.1 Opinion of Counsel.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Counsel (included in Exhibit 5.1 to this Registration Statement).
- 24.1 Powers of Attorney (included on page 5 of this Registration Statement).

ITEM 9. UNDERTAKINGS

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(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect

3

4

to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information 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 that remain unsold at the termination of the offering.

(b) The undersigned 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 Section 15(d) of the Exchange Act (and each filing of the 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 provisions described in Item 6 of Part II of this Registration Statement, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission 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.

4

5

SIGNATURES

The Registrant. 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

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Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, State of Colorado, on the 17th day of May, 2001.

STORAGE TECHNOLOGY CORPORATION

By /s/ PATRICK J. MARTIN

Patrick J. Martin
Chairman of the Board,
President and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Jeffrey M. Dumas and Thomas G. Arnold as his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ PATRICK J. MARTIN ----- Patrick J. Martin	Chairman of the Board (Director), President and Chief Executive Officer (Principal executive officer)	May 17, 2001
/s/ ROBERT S. KOCOL ----- Robert S. Kocol	Corporate Vice President and Chief Financial Officer (Principal financial officer)	May 17, 2001
/s/ THOMAS G. ARNOLD ----- Thomas G. Arnold	Vice President and Corporate Controller (Principal accounting officer)	May 17, 2001

SIGNATURE -----	TITLE -----	DATE ----
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/s/ JAMES R. ADAMS ----- James R. Adams	Director	May 12, 2001
/s/ WILLIAM L. ARMSTRONG ----- William L. Armstrong	Director	May 17, 2001
/s/ WILLIAM R. HOOVER ----- William R. Hoover	Director	May 17, 2001
/s/ WILLIAM T. KERR ----- William T. Kerr	Director	May 17, 2001
/s/ ROBERT E. LABLANC ----- Robert E. LaBlanc	Director	May 17, 2001
/s/ ROBERT E. LEE ----- Robert E. Lee	Director	May 17, 2001
/s/ RICHARD C. STEADMAN ----- Richard C. Steadman	Director	May 12, 2001

6

7

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Company, as the administrator of the Storage Technology Corporation Deferred Compensation Plan, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, State of Colorado on the 17th day of May, 2001.

STORAGE TECHNOLOGY CORPORATION DEFERRED COMPENSATION PLAN
(Plan)

By: Storage Technology Corporation,
Plan Administrator

By: /s/ PATRICK J. MARTIN

Patrick J. Martin
Chairman of the Board,
President and
Chief Executive Officer

7

8

STORAGE TECHNOLOGY CORPORATION
REGISTRATION STATEMENT ON FORM S-8

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