

CADENCE DESIGN SYSTEMS INC

Form S-8

December 06, 2002

**Table of Contents**

As filed with the Securities and Exchange Commission on December 6, 2002

Registration No. 333-

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**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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**CADENCE DESIGN SYSTEMS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware** (State or Other Jurisdiction of Incorporation or Organization) **77-0148231** (I.R.S. Employer Identification No.)  
**2655 Seely Avenue, Building 5**  
**San Jose, California 95134**  
(Address of Principal Executive Offices) (Zip Code)

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**Amended and Restated Employee Stock Purchase Plan**  
**(formerly known as the 1990 Employee Stock Purchase Plan)**  
(Full title of the Plan)

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**R.L. Smith McKeithen, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**Cadence Design Systems, Inc.**  
**2655 Seely Avenue, Building 5, San Jose, California 95134**  
(Name and Address of Agent for Service)  
**(408) 943-1234**  
(Telephone number, including area code, of agent for service)

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**Copies to:**  
**Gregory J. Conklin, Esq.**  
**Gibson, Dunn & Crutcher LLP**  
**One Montgomery Street, 31st Floor**  
**San Francisco, California 94104**  
**(415) 393-8200**

**CALCULATION OF REGISTRATION FEE**

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Title of Securities to be Registered <sup>(1)</sup>	Amount to be Registered <sup>(2)</sup>	Proposed Maximum Offering Price per Share <sup>(3)</sup>	Proposed Maximum Aggregate Offering Price <sup>(3)</sup>	Amount of Registration Fee <sup>(3)</sup>
Common Stock, par value \$0.01 per share	6,266,455 shares	\$ 12.24	\$76,701,409.20	\$7,056.53

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(1) Includes, with respect to each share of Common Stock, Rights, pursuant to the registrant's Amended and Restated Rights Agreement, dated as of February 1, 2000, between the Registrant and Mellon Investor Services, LLC, as Rights Agent, and until a triggering event thereunder, the Rights trade with, and cannot be separated from, the Common Stock.

(2) This  
Registration  
Statement shall  
also cover any  
additional  
shares of  
Common Stock  
which become  
issuable under  
the Amended  
and Restated  
Employee  
Stock Purchase  
Plan by reason  
of any stock  
dividend, stock  
split,  
recapitalization  
or other similar  
transaction  
effected without  
the receipt of  
consideration  
which results in  
an increase in  
the number of  
the outstanding  
shares of  
Cadence Design  
Systems, Inc.  
Common  
Stock.(3) Calculated  
solely for  
purposes of  
calculating the  
amount of the  
registration fee  
under  
Rule 457(c)  
The price per  
share and  
aggregate  
offering price  
are based upon  
the average of  
the high and  
low sales price  
of Registrant's  
Common Stock  
on December 5,  
2002 as  
reported on the  
New York  
Stock  
Exchange.

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**TABLE OF CONTENTS**

SIGNATURES

EXHIBIT INDEX

EXHIBIT 5.1

EXHIBIT 23.1

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**Table of Contents**

**EXPLANATORY NOTE AND INCORPORATION  
OF CERTAIN INFORMATION BY REFERENCE  
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 is filed by Cadence Design Systems, Inc., a Delaware corporation (the Registrant), relating to 6,266,455 shares of its common stock, par value \$0.01 per share (the Common Stock), issuable to eligible employees of the Registrant under the Registrant's Amended and Restated Employee Stock Purchase Plan (the Plan). On September 30, 1991, June 4, 1992, May 27, 1994 and August 29, 1997, the Registrant filed with the Securities and Exchange Commission, Registration Statements on Form S-8 (Registration No. 33-43025, No. 33-48371, No. 33-53913, and No. 333-34599 respectively) (the Prior Registration Statements) relating to shares of Common Stock issuable to eligible employees and consultants of the Registrant and its affiliates under the Plan. The Prior Registration Statements are currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the Commission):

- (a) The Registrant's Registration Statements on Form S-8 (File Nos. 33-43025, 33-48371, 33-53913 and 333-34599), filed on September 30, 1991, June 4, 1992, May 27, 1994 and August 29, 1997, respectively;
- (b) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 29, 2001, including all material incorporated by reference therein;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarters ended March 30, 2002, June 29, 2002 and September 28, 2002, including all material incorporated by reference therein;
- (d) The Registrant's Current Reports on Form 8-K filed with the Commission on March 27, 2002, June 28, 2002, July 18, 2002, August 13, 2002 and November 12, 2002;
- (e) The description of the Registrant's Common Stock to be offered hereby contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on August 29, 1990; and
- (f) The description of the Registrant's Preferred Share Purchase Rights set forth in Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Commission on February 16, 1996.

All documents filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the 1934 Act), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any document, and any statement contained in a document, incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such document or statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference.

**Table of Contents**

**INFORMATION REGARDING FINANCIAL STATEMENTS  
INCORPORATED BY REFERENCE INTO THIS  
REGISTRATION STATEMENT**

On March 22, 2002, the Registrant announced that it had appointed KPMG LLP to replace Arthur Andersen LLP ( Andersen ) as the Registrant s independent auditors. The Registrant s consolidated balance sheets as of December 29, 2001 and December 30, 2000, and the related consolidated statements of operations, stockholders equity and cash flows for each of the three fiscal years in the period ended December 29, 2001, incorporated by reference in this registration statement have been audited by Andersen, as stated in their report dated March 11, 2002, which is incorporated by reference herein. After reasonable efforts, the Registrant has been unable to obtain Andersen s consent to the incorporation by reference into this registration statement of its report with respect to these financial statements. Under these circumstances, Rule 437a under the Securities Act of 1933 permits us to file this registration statement without a written consent from Andersen. The absence of such consent may limit recovery by investors on certain claims. In particular, and without limitation, investors will not be able to assert claims against Andersen under Section 11 of the Securities Act. In addition, the ability of Andersen to satisfy any claims (including claims arising from Andersen s provision of auditing and other services to us) may be limited as a practical matter due to recent events regarding Andersen.

List of Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Arthur Andersen LLP, Independent Public Accountants.
23.3	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (included on the signature pages to this Registration Statement on Form S-8).

II-2

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**Table of Contents**

**SIGNATURES**

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 6th day of December, 2002.

CADENCE DESIGN SYSTEMS, INC.

By: /s/ H. Raymond Bingham

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 H. Raymond Bingham  
 President, Chief Executive Officer and Director  
 POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints H. Raymond Bingham and R.L. Smith McKeithen, and each of them, his true and lawful attorney-in-fact and agent, 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 (including post-effective amendments) to this Registration Statement, and to file the same, with all 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 in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ H. Raymond Bingham _____ H. Raymond Bingham	President, Chief Executive Officer and Director (Principal Executive Officer)	December 6, 2002
/s/ William Porter _____ William Porter	Senior Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 6, 2002
/s/ Donald L. Lucas _____ Donald L. Lucas	Chairman of the Board of Directors	December 6, 2002
/s/ Susan L. Bostrom _____ Susan L. Bostrom	Director	December 6, 2002
/s/ Dr. Leonard Y.W. Liu _____ Dr. Leonard Y.W. Liu	Director	December 6, 2002
/s/ Sean M. Maloney _____ Sean M. Maloney	Director	December 6, 2002





**Table of Contents**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <u>/s/ Dr. Alberto Sangiovanni-Vincentelli</u> Dr. Alberto Sangiovanni-Vincentelli	Director	December 6, 2002
<hr/> <u>/s/ George M. Scalise</u> George M. Scalise	Director	December 6, 2002
<hr/> <u>/s/ Dr. John B. Shoven</u> Dr. John B. Shoven	Director	December 6, 2002
<hr/> <u>/s/ Roger S. Siboni</u> Roger S. Siboni	Director	December 6, 2002

**Table of Contents**

EXHIBIT INDEX

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