

QUALCOMM INC/DE  
Form S-8 POS  
March 30, 2011

As filed with the Securities and Exchange Commission on March 30, 2011

Registration No. 333-117626

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**QUALCOMM INCORPORATED**

(Exact name of registrant as specified in its charter)

DELAWARE

95-3685934

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. employer identification no.)

5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

(Address of principal executive offices)

QUALCOMM INCORPORATED 1991 STOCK OPTION PLAN

(Full titles of the plans)

PAUL E. JACOBS

CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

QUALCOMM INCORPORATED

5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

(Name and address of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one:)

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting  
company ☐

(Do not check if a smaller  
reporting company)

DEREGISTRATION OF SHARES

Effective as of December 5, 2005, QUALCOMM Incorporated (the Registrant ) adopted the QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended (the 2006 LTIP ), which is the successor to the QUALCOMM Incorporated 1991 Stock Option Plan (the Prior Plan ). This post-effective amendment to the Registrant's Registration Statements on Form S-8 listed below (collectively, the Prior Registration Statements ) is filed to deregister 799,001 shares previously registered under the 1991 Stock Option Plan, for which the Registration Statements had remained in effect with respect to outstanding options previously granted under the Prior Plan. The 799,001 shares deregistered by this post-effective amendment will be registered by means of a Registration Statement on Form S-8 that will be filed simultaneously with this Registration Statement for the 2006 LTIP. The associated registration fees previously paid on these shares under the Prior Registration Statements are carried forward to cover the registration fee necessary to register shares issuable under the Registrant's 2006 LTIP. With the filing of this post-effective amendment, there are no shares registered under the Prior Plan, and the following Prior Registration Statements are now terminated.

1. Registration Statement No. 333-2754 filed March 25, 1996;
  2. Registration Statement No. 333-32013 filed July 24, 1997;
  3. Registration Statement No. 333-69457 filed December 22, 1998; and
  4. Registration Statement No. 333-95291 filed January 24, 2000.
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EXHIBIT INDEX

24 Power of Attorney (filed herewith)

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SIGNATURE

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 post-effective amendment to the Registration Statements with respect to the QUALCOMM Incorporated 1991 Stock Option Plan to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on March 30, 2011.

QUALCOMM Incorporated

By: /s/ Paul E. Jacobs  
Paul E. Jacobs, Chairman of the Board  
and  
Chief Executive Officer