

ADAPTEC INC  
Form S-8 POS  
September 18, 2006  
As filed with the Securities and Exchange Commission on September 18, 2006

Registration No. 333-52512

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**Post-Effective Amendment No. 2  
To**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**ADAPTEC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**691 S. Milpitas Boulevard, Milpitas, California**  
(Address of Principal Executive Offices)

**94-2748530**

(I.R.S. Employer  
Identification No.)

**95035**

(Zip Code)

**Adaptec, Inc. 2000 Director Option Plan**

(Full title of the plan)

**Subramanian Sundi Sundaresh  
President, Chief Executive Officer and Director  
Adaptec, Inc.  
691 South Milpitas Boulevard  
Milpitas, California 95035  
(408) 945-8600**

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

*Copies to:*

Daniel J. Winnike, Esq.  
Scott J. Leichtner, Esq.  
Fenwick & West LLP  
Silicon Valley Center  
801 California Street  
Mountain View, California 94041  
(650) 988-8500

(Counsel to the Registrant)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value, per share	N/A(1)	N/A(1)	N/A(1)	N/A(1)

(1) No additional securities are to be registered, and registration fees were paid upon the filing of the Form S-8 (File No. 333-52512) filed with the Securities and Exchange Commission ( SEC ) on December 22, 2000.

**Adaptec, Inc.**

**REGISTRATION STATEMENT ON FORM S-8**

**EXPLANATORY NOTE**

On September 14, 2006, the stockholders of Adaptec, Inc. ( Adaptec or the Registrant ) approved the Adaptec, Inc. 2006 Director Plan ( Director Plan ) and authorized for issuance thereunder (a) 1,200,000 shares of Adaptec s common stock and (b) any shares of Adaptec s common stock reserved but unissued under the Adaptec, Inc. 2000 Director Option Plan ( 2000 Plan ). Upon the stockholders approval of the Director Plan, the 2000 Plan terminated with respect to new option grants. Accordingly, a portion of the offering related to the 2000 Plan contemplated by this Registration Statement, Commission File No. 333-52512, has terminated. Pursuant to the undertakings contained in Item 9 of the Registration Statement, Adaptec files this Post-Effective Amendment No. 2 to deregister 973,750 of the shares of the 2000 Plan originally registered by the Registration Statement that remained unsold as of the termination of the offering.

In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8, Commission File No. 333-52512, filed by Adaptec with the SEC on December 22, 2000, as amended by Post-Effective Amendment No. 1 filed by Adaptec with the SEC on November 9, 2004, related to the 2000 Plan are incorporated into this Post-Effective Amendment No. 2 by reference and made part of this Post-Effective Amendment No. 2, except as amended hereby.

**Item 8. Exhibits.**

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
23.01	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
24.01	Power of Attorney (see signature page to this Post-Effective Amendment No. 2 to Registration Statement)

**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 this Post-Effective Amendment No. 2 to its Registration Statement 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 Milpitas, State of California, on September 15, 2006.

**ADAPTEC, INC.**

By: /s/ Subramanian Sundi Sundaresh  
Subramanian Sundi Sundaresh  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Subramanian Sundi Sundaresh and Christopher O Meara, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Post-Effective Amendment No. 2 to the 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, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same instrument.

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated and on the date indicated:

Signature	Title	Date
<b>Principal Executive Officer:</b>		
/s/ Subramanian Sundi Sundaresh Subramanian Sundi Sundaresh	President, Chief Executive Officer and Director	September 15, 2006
<b>Principal Financial Officer:</b>		
/s/ Christopher O Meara Christopher O Meara	Vice President and Chief Financial Officer	September 15, 2006
<b>Principal Accounting Officer:</b>		
/s/ John M. Westfield John M. Westfield	Vice President and Corporate Controller	September 15, 2006
<b>Other Directors:</b>		
/s/ Jon S. Castor Jon S. Castor	Director	September 15, 2006
/s/ Joseph S. Kennedy Joseph S. Kennedy	Director	September 15, 2006
/s/ Robert J. Loarie Robert J. Loarie	Director	September 15, 2006
/s/ D. Scott Mercer	Director	September 15, 2006

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D. Scott Mercer

/s/ Judith M. O'Brien  
Judith M. O'Brien

Director

September 15, 2006

/s/ Charles J. Robel  
Charles J. Robel

Director

September 15, 2006

/s/ Douglas E. Van Houweling  
Douglas E. Van Houweling

Director

September 15, 2006

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**EXHIBIT INDEX**

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