

MoSys, Inc.  
Form S-8 POS  
July 27, 2010

As filed with the Securities and Exchange Commission on July 27, 2010

Registration No. 333-132492

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

POST EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

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

**MoSys, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0291941**  
(IRS employer  
identification no.)

**755 N. Mathilda Avenue  
Sunnyvale, California 94085  
(408) 731-1800**

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(Address of principal executive offices)

**Amended and Restated 2000 Stock Option and Equity Incentive Plan**

**2000 Employee Stock Purchase Plan**

(Full title of the plan)

**James Sullivan, Chief Financial Officer and Vice President**

**MoSys, Inc.**

**755 N. Mathilda Avenue**

**Sunnyvale, California 94085**

**(408) 731-1800**

(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. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting company)

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 (this Post-Effective Amendment ) relates to the Form S-8 Registration Statement (Registration No. 333-132492) filed by MoSys, Inc. (the Company ) with the Securities and Exchange Commission (the SEC ) on March 16, 2006 (the Registration Statement ), with respect to the offer and sale of shares of the Company s common stock, par value \$0.01 per share ( Common Stock ), pursuant to the Company s Amended and Restated 2000 Stock Option and Equity Incentive Plan (the Prior Incentive Plan ) and the Company s 2000 Employee Stock Purchase Plan (the Prior ESPP ). The Prior Incentive Plan and Prior ESPP are referred to collectively as the Prior Plans.

On June 30, 2010, the Company s stockholders approved the Company s 2010 Equity Incentive Plan (the New Incentive Plan ) and the Company s 2010 Employee Stock Purchase Plan (the New ESPP, and together with the New Incentive Plan, the New Plans ), and the Prior Plans were terminated effective as of the same date. The Prior Incentive Plan will continue to govern previously granted awards and the issuance of shares pursuant to such awards for as long as the awards remain outstanding.

The Company previously filed registration statements on Form S-8 on June 29, 2001 (333-64302), March 27, 2003 (333-104071), September 15, 2004 (333-118992), March 16, 2005 (333-123364), March 16, 2006 (333-132492), March 13, 2007 (333-141264), March 17, 2008 (333-149756) and March 16, 2009 (333-157964), covering the issuance of a total of 9,207,040 shares under the Prior Incentive Plan and 700,000 shares under the Prior ESPP. Of the 9,207,040 shares registered for issuance pursuant to the Prior Incentive Plan, 1,502,289 remained available for grant at the time of its termination, including 2,289 shares under the Registration Statement to which this Post-Effective Amendment relates. Of the 700,000 shares registered for issuance pursuant to the Prior ESPP, 421,528 remained available for grant at the time of its termination, including 100,000 shares under the Registration Statement to which this Post-Effective Amendment relates.

Pursuant to the Company s undertaking in the Registration Statement to deregister unsold securities at the end of the offering, the Company is filing this Post-Effective Amendment in order to remove from registration 2,289 shares that are no longer available for issuance under the Prior Incentive Plan and 100,000 shares that are no longer available for issuance under the Prior ESPP. In accordance with Instruction E to Form S-8 and the guidance provided by the Division of Corporation Finance under G.89 of the Manual of Publicly Available Telephone Interpretations, the Company intends to carry these unsold shares forward and apply the associated filing fee to a new registration statement on Form S-8 to be filed with respect to the offer of shares under the New Plans.

This Post-Effective Amendment is being filed to deregister only 2,289 of the shares of Common Stock previously registered for issuance under the Prior Incentive Plan, in addition to the 100,000 shares previously registered for issuance under the Prior ESPP. The Registration Statement will remain in effect with respect to the balance of unsold shares previously registered for issuance pursuant to the Prior Incentive Plan.

**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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Sunnyvale, state of California on July 27, 2010.

**MOSYS, INC.**

By: */s/ James W. Sullivan*  
James W. Sullivan  
Vice President of Finance and Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose individual signature appears below hereby authorizes and appoints Leonard Perham and James W. Sullivan, and each of them, with full power of substitution and resubstitution and full power to act, as his true and lawful attorney-in-fact and agents to act in his name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file, any and all registration statements relating to the same offering that are to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with exhibits thereto and other documents in connection therewith, and any and all amendments to this Registration Statement, including any and all post-effective amendments and amendments thereto, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Leonard Perham</i> Leonard Perham	Chief Executive Officer, President and Director (principal executive officer)	July 27, 2010
<i>/s/ James W. Sullivan</i> James W. Sullivan	Vice President and Chief Financial Officer (principal financial and accounting officer)	July 27, 2010
<i>/s/ Carl E. Berg</i> Carl E. Berg	Director	July 27, 2010
<i>/s/ Tommy Eng</i> Tommy Eng	Director	July 27, 2010
<i>/s/ Chi-Ping Hsu</i> Chi-Ping Hsu	Director	July 27, 2010
<i>/s/ James D. Kupec</i> James D. Kupec	Director	July 27, 2010

