

TREND MICRO INC
Form S-8 POS
September 30, 2004

As filed with the Securities and Exchange Commission on September 30, 2004

Registration Statement No. 333-85934

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No.1 to
FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

TREND MICRO KABUSHIKI KAISHA

(Exact Name of Registrant as Specified in Its Charter)

TREND MICRO INCORPORATED

(Translation of Registrant's name into English)

Japan
(State or Other Jurisdiction of
Incorporation or Organization)

None
(I.R.S. Employer
Identification No.)

Shinjuku MAYNDS Tower,

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1-1, Yoyogi 2-chome

Shibuya-ku, Tokyo 151-0053, Japan

81-3-5334-3600

(Address of Principal Executive Offices)

TREND MICRO INCORPORATED

2001 INCENTIVE PLAN

TREND MICRO INCORPORATED

2001 STOCK OPTION PLAN

(Full Title of the Plans)

Steve Ming-Jang Chang

c/o Trend Micro, Inc.

10101 N. DeAnza Blvd., Suite 400

Cupertino, California 95014

(408) 257-1000

(Name, Address and Telephone Number of Agent For Service)

EXPLANATORY NOTE

Trend Micro Incorporated (the Registrant) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed on April 10, 2002 (File No. 333-85934) to deregister shares of the Registrant's common stock relating to warrants issued under the Trend Micro Incorporated 2001 Incentive Plan (the 2001 Incentive Plan) and Trend Micro Incorporated 2001 Stock Option Plan (the 2001 Stock Option Plan), which were unsold when the exercise period of such warrants ended.

A total of 499,343 shares were registered under the Registration Statement. The 499,343 shares consisted of 226,843 shares relating to warrants issued under the 2001 Incentive Plan and 272,500 shares relating to options issued under the 2001 Stock Option Plan.

None of the warrants issued under the 2001 Incentive Plan was exercised. The exercise period for the warrants issued under the 2001 Incentive Plan ended on March 12, 2004 with respect to 195,419 shares and on May 28, 2004 with respect to the remaining 31,424 shares.

None of the options issued under the 2001 Stock Option Plan was exercised. The exercise period for the options issued under the 2001 Stock Option Plan ended on May 17, 2004.

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 Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Taipei, Taiwan on September 30, 2004.

TREND MICRO INCORPORATED

By: /s/ STEVE MING-JANG CHANG

Name: Steve Ming-Jang Chang

**Title: Representative Director; President, Chief
Executive Officer and Chairman of the Board**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the following capacities on September 30, 2004.

<u>Name</u>	<u>Title</u>
<u> </u> /s/ STEVE MING-JANG CHANG <hr/> Steve Ming-Jang Chang	Representative Director; President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer and Authorized Representative in the United States)
<u> </u> /s/ MAHENDRA NEGI <hr/> Mahendra Negi	Representative Director, Chief Financial Officer and Executive Vice President (Principal Financial Officer and Principal Accounting Officer)
<u> </u> /s/ EVA YI-FEN CHIANG <hr/> Eva Yi-Fen Chiang	Director, Chief Technology Officer and Executive Vice President
<u> </u> Edward Tian	Director