

ATHEROS COMMUNICATIONS INC  
Form S-8 POS  
May 24, 2011

As filed with the Securities and Exchange Commission on May 24, 2011

Registration No. 333-113100

Registration No. 333-123274

Registration No. 333-132346

Registration No. 333-140391

Registration No. 333-140392

Registration No. 333-149443

Registration No. 333-157317

Registration No. 333-163735

Registration No. 333-164901

Registration No. 333-172177

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 FORM S-8 REGISTRATION STATEMENT NO. 333-113100

POST-EFFECTIVE AMENDMENT NO. 1 FORM S-8 REGISTRATION STATEMENT NO. 333-123274

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POST-EFFECTIVE AMENDMENT NO. 1 FORM S-8 REGISTRATION STATEMENT NO. 333-172177

*Under*

*THE SECURITIES ACT OF 1933*

# **ATHEROS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>77-0485570</b> (I.R.S. Employer Identification No.)
<b>1700 Technology Drive</b>  <b>San Jose, California</b> (Address of principal executive offices)	<b>95110</b> (Zip Code)

**Atheros Communications, Inc. 2004 Stock Incentive Plan**

**Atheros Communications, Inc. 2004 Employee Stock Purchase Plan**

**1998 Stock Incentive Plan**

**Assumed Attansic Technology Corporation Options**

**Intellon Corporation Third Amended and Restated 2000 Employee Incentive Plan**

**Intellon Corporation 2007 Equity Incentive Plan**

**2009 Inducement Grant Incentive Plan**

(Full title of the plans)

**Dr. Craig H. Barratt**

**President and Chief Executive Officer**

**Atheros Communications, Inc.**

**1700 Technology Drive**

**San Jose, CA 95110**

(Name, address and telephone

number of agent for service)

*Copy to:*

**Allison Leopold Tilley, Esq.**

**Pillsbury Winthrop Shaw Pittman LLP**

**2475 Hanover Street**

**Palo Alto, CA 94304**

**(650) 233-4500**

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 definitions of large accelerated filer, accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF UNSOLD SECURITIES**

These Post-Effective Amendments No. 1 amend the Registration Statements on Form S-8 (registration numbers 333-113100 (filed with the Securities and Exchange Commission (the SEC) on February 26, 2004), 333-123274 (filed with the SEC on March 11, 2005), 333-132346 (filed with the SEC on March 10, 2006), 333-140391 (filed with the SEC on February 1, 2007), 333-140392 (filed with the SEC on February 1, 2007), 333-149443 (filed with the SEC on February 28, 2008), 333-157317 (filed with the SEC on February 13, 2009), 333-163735 (filed with the SEC on December 15, 2009), 333-164901 (filed with the SEC on February 12, 2010) and 333-172177 (filed with the SEC on February 11, 2011)) (collectively, the Registration Statements), which registered an aggregate of 38,728,729 shares of common stock, par value \$0.0005 per share (the Common Stock), of Atheros Communications, Inc. (the Registrant) issuable pursuant to the Atheros Communications, Inc. 2004 Stock Incentive Plan, Atheros Communications, Inc. 2004 Employee Stock Purchase Plan, 1998 Stock Incentive Plan, Assumed Attansic Technology Corporation Options, Intellon Corporation Third Amended and Restated 2000 Employee Incentive Plan, Intellon Corporation 2007 Equity Incentive Plan, and 2009 Inducement Grant Incentive Plan.

As previously disclosed, on May 19, 2011, the Registrant and QUALCOMM Incorporated (Qualcomm) received the regulatory approvals necessary to complete the merger (the Merger) contemplated by the Agreement and Plan of Merger, dated as of January 5, 2011, by and among the Registrant, Qualcomm and T Merger Sub, Inc., a wholly owned subsidiary of Qualcomm (Merger Sub), pursuant to which Merger Sub will merge with and into the Registrant, with the Registrant surviving the Merger as a wholly owned subsidiary of Qualcomm. In anticipation of the closing of the Merger, the Registrant has terminated all offerings of the Common Stock pursuant to the Registration Statements. In accordance with undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities of the Registrant being registered under the Registration Statements that remain unsold at the termination of the offering, the Registrant hereby deregisters all of the Common Stock that remains unsold registered under the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 these Post-Effective Amendments No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized in San Jose, State of California, on the 24th day of May, 2011.

ATHEROS COMMUNICATIONS, INC.

By */s/ Craig H. Barratt*  
 Craig H. Barratt  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, these Post-Effective Amendments No. 1 to the Registration Statements have been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<i>/s/ Willy C. Shih</i>	Chairman of the Board	May 24, 2011
Willy C. Shih		
<i>/s/ Craig H. Barratt</i>	President, Chief Executive Officer and Director (Principal Executive Officer)	May 24, 2011
Craig H. Barratt		
<i>/s/ Jack R. Lazar</i>	Chief Financial Officer, Senior Vice President of Corporate Development, and Secretary (Principal Financial Officer)	May 24, 2011
Jack R. Lazar		
<i>/s/ David D. Torre</i>	Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 24, 2011
David D. Torre		
<i>/s/ Daniel A. Artusi</i>	Director	May 24, 2011
Daniel A. Artusi		
<i>/s/ Charles E. Harris</i>	Director	May 24, 2011
Charles E. Harris		
<i>/s/ Christine King</i>	Director	May 24, 2011
Christine King		
<i>/s/ Teresa H. Meng</i>	Director	May 24, 2011
Teresa H. Meng		
<i>/s/ Marshall L. Mohr</i>	Director	May 24, 2011
Marshall L. Mohr		

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/s/ Andrew S. Rappaport

Director

May 24, 2011

Andrew S. Rappaport