

EMC CORP  
Form S-8  
June 09, 2011

As filed with the Securities and Exchange Commission on June 9, 2011

Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**EMC CORPORATION**

(Exact name of registrant as specified in its charter)

**Massachusetts**

(State or other jurisdiction of incorporation or organization)

**04-2680009**

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

**176 South Street, Hopkinton, Massachusetts 01748**

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(Address of Principal Executive Offices)

**EMC Corporation Amended and Restated 2003 Stock Plan**

(Full title of the plan(s))

**Paul T. Dacier, Esq.**

**Executive Vice President and General Counsel**

**EMC Corporation**

**176 South Street**

**Hopkinton, Massachusetts 01748**

(Name and Address of Agent for Service)

**(508) 435-1000**

(Telephone number, including area code for 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  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be</b>	<b>Amount to be</b>	<b>Proposed maximum</b>	<b>Proposed</b>	<b>Amount of</b>
<b>Registered</b>	<b>registered(1)</b>	<b>offering price per</b>	<b>maximum aggregate</b>	<b>registration fee (2)</b>
Common Stock, par value \$0.01 per share	60,000,000	share (2) \$26.81	offering price (2) \$1,608,600,000	\$186,758.46

(1)

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This Registration Statement covers 60,000,000 shares of common stock, par value \$0.01 per share (the Common Stock ), of the Registrant that may be issued pursuant to awards granted under the EMC Corporation Amended and Restated 2003 Stock Plan (the Plan ). Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of Common Stock in respect of the securities identified above that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction.

- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on June 8, 2011.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering 60,000,000 shares of the Registrant's Common Stock that may be issued pursuant to awards granted under the EMC Corporation Amended and Restated 2003 Stock Plan (the "Plan"). Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements on Form S-8 concerning the Plan filed with the Securities and Exchange Commission (the "Commission") on May 7, 2003 (File No. 333-105057), October 19, 2004 (File No. 333-119831), July 27, 2005 (File No. 333-126927), June 18, 2007 (File No. 333-143855), October 1, 2007 (File No. 333-146417), March 31, 2008 (File No. 333-149986) and June 18, 2009 (File No. 333-160062) are incorporated herein by reference, except to the extent supplemented or amended or superseded by the information set forth herein.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant incorporates by reference the following documents filed with the Securities and Exchange Commission (the Commission):

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as filed with the Commission on February 28, 2011;
- (b) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, as filed with the Commission on May 5, 2011;
- (c) the Registrant's Current Reports on Form 8-K, as filed with the Commission on March 17, 2011 (File No. 001-09853; Film No. 11695882), April 12, 2011 (File No. 001-09853; Film No. 11755383) and May 6, 2011 (File No. 001-09853; Film No. 11819946); and
- (d) the description of the Common Stock which is contained in the Registrant's Registration Statement on Form 8-A filed by the Registrant under Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act) on March 4, 1988, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superceded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is also incorporated or is deemed to be incorporated by reference herein modifies or supercedes such earlier statement. Any statement so modified or superceded shall not be deemed, except as so modified or superceded, to constitute part of this Registration Statement.

**Item 8. Exhibits.**

The following exhibits are filed as part of or incorporated by reference into this Registration Statement:

- 5.1 Opinion of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant, as to the legality of the securities being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant (contained in the opinion filed as Exhibit 5.1 to this Registration Statement).
- 24.1 Power of Attorney (included on the signature pages to this 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 Form S-8, and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Hopkinton, Commonwealth of Massachusetts, on June 9, 2011.

**EMC CORPORATION**

By: /s/ Paul T. Dacier  
Paul T. Dacier  
Executive Vice President and General Counsel

**POWER OF ATTORNEY**

Each person whose signature appears below hereby severally constitutes and appoints Joseph M. Tucci, David I. Goulden and Paul T. Dacier, and each of them singly, with the power to act without the other, as attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendment to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of June 9, 2011.

Signatures	Title
/s/ Joseph M. Tucci JOSEPH M. TUCCI	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer)</i>
/s/ David I. Goulden DAVID I. GOULDEN	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
/s/ Denis G. Cashman DENIS G. CASHMAN	Chief Accounting Officer and Chief Operating Officer, Finance <i>(Principal Accounting Officer)</i>
/s/ Michael W. Brown MICHAEL W. BROWN	Director
/s/ Randolph L. Cowen RANDOLPH L. COWEN	Director

[SIGNATURE PAGE TO REGISTRATION STATEMENT ON FORM S-8]

/s/ Gail Deegan Director  
GAIL DEEGAN

/s/ James S. DiStasio Director  
JAMES S. DiSTASIO

/s/ John R. Egan Director  
JOHN R. EGAN

/s/ Edmund F. Kelly Director  
EDMUND F. KELLY

/s/ Windle B. Priem Director  
WINDLE B. PRIEM

/s/ Paul Sagan Director  
PAUL SAGAN

/s/ David N. Strohm Director  
DAVID N. STROHM

[SIGNATURE PAGE TO REGISTRATION STATEMENT ON FORM S-8]

EXHIBIT INDEX

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