

ELECTRONIC ARTS INC.
Form S-8
August 03, 2012

As filed with the Securities and Exchange Commission on August 3, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

ELECTRONIC ARTS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

Incorporation or organization)

94-2838567
(I.R.S. Employer

Identification No.)

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209 Redwood Shores Parkway

Redwood City, CA 94065

(Address registrant's principal executive offices, including zip code,)

2000 Equity Incentive Plan, as amended

(Full title of the Plan)

Stephen G. Bené

Kyuli Oh

209 Redwood Shores Parkway

Redwood City, CA 94065

(Name and address of agent for service)

(650) 628-1500

(Telephone number, including area code, 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. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount Registered (1)	Proposed	Proposed	Amount of registration fee
		maximum	maximum	
		offering price per share (2)	aggregate offering price (2)	
Common Stock, par value \$0.01 per share under the 2000 Equity Incentive Plan	6,180,000	\$11.345	\$70,112,100	\$8,034.85

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock in respect of securities to be identified in the above table as a result of any stock split, stock dividend, recapitalization or other similar transaction.
- (2) Estimated solely for the purposes of determining the amount of the Registration Fee pursuant to Rule 457(c) and (h) under the Securities Act based upon the average of the high and low prices of the Registrant's common stock on August 1, 2012 as reported on The NASDAQ Global Select Market.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is filed by Electronic Arts Inc., a Delaware corporation (the Registrant), to register 6,180,000 shares of its common stock, par value \$0.01 per share (the Common Stock), issuable under the 2000 Equity Incentive Plan, as amended.

Pursuant to General Instruction E, the contents of Registrant's Form S-8 Registration Statement, No. 333-39432, filed on June 16, 2000; Registrant's Form S-8 Registration Statement, No. 333-44222, filed on August 21, 2000; Registrant's Form S-8 Registration Statement, No. 333-67430, filed on August 13, 2001; Registrant's Form S-8 Registration Statement, No. 333-99525, filed on September 13, 2002; Registrant's Form S-8 Registration Statement, No. 333-107710, filed on August 6, 2003; Registrant's Form S-8 Registration Statement, No. 333-117990, filed on August 6, 2004; Registrant's Form S-8 Registration Statement, No. 333-127156, filed on August 3, 2005; Registrant's Form S-8 Registration Statement, No. 333-138532, filed on November 8, 2006; Registrant's Form S-8 Registration Statement, No. 333-145182, filed on August 7, 2007; Registrant's Form S-8 Registration Statement, No. 333-152757, filed on August 4, 2008; Registrant's Form S-8 Registration Statement, No. 333-161229, filed on August 10, 2009; Registrant's Form S-8 Registration Statement, No. 333-168680, filed on August 9, 2010, and Registrant's Form S-8 Registration Statement, No. 333-176181, filed on August 9, 2011 are hereby incorporated by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which have previously been filed by the Registrant with the Securities and Exchange Commission (the Commission) are incorporated by reference herein and shall be deemed to be a part hereof:

- (1) The Registrant's latest Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act);
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's latest annual report or prospectus referred to in (1) above; and
- (3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission under Section 12 of the Exchange Act together with any amendment or report filed with the Commission for the purpose of updating such disclosure.

In addition, all documents 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 to this Registration Statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the issuance of the shares of Common Stock offered hereby will be passed upon for the Registrant by Stephen G. Bené, Senior Vice President, General Counsel and Corporate Secretary of the Registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The provisions of Section 145 of the Delaware General Corporation Law and Article 6 of the Registrant's Amended and Restated Bylaws provide for indemnification for expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any person is or was a director, officer or employee of the Registrant. This indemnification may be sufficiently broad to

permit indemnification of the Registrant's officers and directors for liabilities arising under the Securities Act of 1933, as amended. In addition, Article 7 of the Registrant's Amended and Restated Certificate of Incorporation provides that the Registrant's directors shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transactions for which the director derived an improper personal benefit. Article 7 of the Registrant's Amended and Restated Certificate of Incorporation further provides that if any amendment to the Delaware General Corporation Law further eliminates or limits the liability of a director of a corporation incorporated in Delaware, the liability of the Registrant's directors shall be eliminated to the fullest extent then permissible under Delaware law. The Registrant has entered into indemnity agreements with each of its current directors to give such directors additional contractual assurances regarding the scope of indemnification and liability limitation set forth in the Delaware General Corporation Law and the Registrant's Certificate of Incorporation and Bylaws. The Registrant maintains an insurance policy against claims regarding errors or omissions of any of Registrant's directors or executive officers while acting within the scope of their duties to the Registrant.

ITEM 8. EXHIBITS

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

- 5.1 Opinion of Stephen G. Bené, Senior Vice President, General Counsel and Corporate Secretary
- 10.1* Registrant's 2000 Equity Incentive Plan, as amended, and restated documents (incorporated by reference to Exhibit 10.1 of the Registrant's Current report on Form 8-K as filed on July 27, 2012 File No. 000-17948)
- 15.1 Letter re: Unaudited Interim Financial Information
- 23.1 Consent of Stephen G. Bené, Senior Vice President, General Counsel and Corporate Secretary (included in Exhibit 5.1)
- 23.2 Consent of KPMG LLP, Independent Registered Public Accounting Firm
- 24.1 Power of Attorney (contained on signature page hereto)

* Incorporated by reference

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Redwood City, State of California, on this 3rd day of August, 2012.

ELECTRONIC ARTS INC.

By: /s/ STEPHEN G. BENÉ
 Stephen G. Bené
**Senior Vice President, General Counsel and
 Corporate Secretary**

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Kenneth A. Barker and Stephen G. Bené and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, 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 and about the premises, as fully to all intents and purposes as he or it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their 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 and on the dates indicated:

Name	Title	Date
<i>Chief Executive Officer:</i>		
/s/ JOHN S. RICCIETIELLO John S. Riccitiello	Chief Executive Officer	August 3, 2012
<i>Principal Financial and Accounting Officer:</i>		
/s/ KENNETH A. BARKER Kenneth A. Barker	Interim Chief Financial Officer and Senior Vice President, Chief Accounting Officer	August 3, 2012
<i>Directors:</i>		
/s/ LEONARD S. COLEMAN Leonard S. Coleman	Director	August 3, 2012
/s/ JAY C. HOAG Jay C. Hoag	Director	August 3, 2012
/s/ JEFFREY T. HUBER Jeffrey T. Huber	Director	August 3, 2012
/s/ GERALDINE B. LAYBOURNE Geraldine B. Laybourne	Director	August 3, 2012
/s/ GREGORY B. MAFFEI Gregory B. Maffei	Director	August 3, 2012
/s/ VIVEK PAUL Vivek Paul	Director	August 3, 2012
/s/ LAWRENCE F. PROBST III Lawrence F. Probst III	Chairman of the Board	August 3, 2012

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/s/ JOHN S. RICCITIELLO
John S. Riccitiello

Director

August 3, 2012

/s/ RICHARD A. SIMONSON
Richard A. Simonson

Director

August 3, 2012

/s/ LUIS A. UBIÑAS
Luis A. Ubiñas

Director

August 3, 2012

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