

CADENCE DESIGN SYSTEMS INC

Form S-8

May 22, 2003

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As filed with the Securities and Exchange Commission on May 22, 2003

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

Under  
The Securities Act of 1933

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**CADENCE DESIGN SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**77-0148231**  
(I.R.S. Employer Identification No.)

**2655 Seely Avenue, Building 5**  
**San Jose, California 95134**  
(Address of Principal Executive Offices) (Zip Code)

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**1997 Nonstatutory Stock Incentive Plan**  
**(formerly known as the 1997 Nonstatutory Stock Option Plan)**  
(Full title of the Plan)

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**R.L. Smith McKeithen, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**Cadence Design Systems, Inc.**  
**2655 Seely Avenue, Building 5, San Jose, California 95134**  
(Name and Address of Agent for Service)  
**(408) 943-1234**  
(Telephone number, including area code, of agent for service)

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**Copies to:**  
**Gregory J. Conklin, Esq.**  
**Gibson, Dunn & Crutcher LLP**  
**One Montgomery Street, 31st Floor**  
**San Francisco, California 94104**  
**(415) 393-8200**

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered <sup>(1)</sup>	Amount to be Registered <sup>(2)</sup>	Proposed Maximum Offering Price per Share <sup>(3)</sup>	Proposed Maximum Aggregate Offering Price <sup>(3)</sup>	Amount of Registration Fee <sup>(3)</sup>
Common Stock, par value \$0.01 per share	10,000,000 shares	\$ 12.01	\$ 120,100,000	\$ 9,716.09

- (1) Includes, with respect to each share of Common Stock, Rights granted pursuant to the Registrant's Amended and Restated Rights Agreement, dated as of February 1, 2000, between the Registrant and Mellon Investor Services, LLC, as Rights Agent. Until a triggering event thereunder, the Rights trade with, and cannot be separated from, the Common Stock.
- (2) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 1997 Nonstatutory Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Cadence Design Systems, Inc. Common Stock.
- (3) Calculated solely for purposes of calculating the amount of the registration fee under Rule 457(c). The price per share and aggregate offering price are based upon the average of the high and low sales price of Registrant's Common Stock on May 15, 2003 as reported on the New York Stock Exchange.

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EXHIBIT 23.2

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**INCORPORATION  
OF CERTAIN INFORMATION BY REFERENCE  
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 is filed by Cadence Design Systems, Inc., a Delaware corporation (the Registrant), relating to 10,000,000 shares of its common stock, par value \$0.01 per share (the Common Stock), issuable to eligible employees and consultants of the Registrant under the Registrant's 1997 Nonstatutory Stock Incentive Plan, formerly known as the 1997 Nonstatutory Stock Option Plan (the Plan). On November 12, 1997, the Registrant filed with the Securities and Exchange Commission, Registration Statement on Form S-8 (Registration No. 333-40047) (the Prior Registration Statement) relating to shares of Common Stock issuable to eligible employees and consultants of the Registrant under the Plan. The Prior Registration Statement is currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the Commission):

- (a) The Registrant's Registration Statement on Form S-8 (File No. 333-40047) filed on November 12, 1997;
- (b) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 28, 2002, including all material incorporated by reference therein;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 29, 2003, including all material incorporated by reference therein;
- (d) The Registrant's Current Reports on Form 8-K filed with the Commission on March 14, 2003 and April 15, 2003;
- (e) The description of the Registrant's Common Stock to be offered hereby contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on August 29, 1990; and
- (f) The description of the Registrant's Preferred Share Purchase Rights set forth in Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Commission on February 16, 1996.

All documents filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the 1934 Act), after the date of this Registration Statement and prior to the filing of a post-effective amendment 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 into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any document, and any statement contained in a document, incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such document or statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference.

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List of Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Exhibit</u></b>
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Independent Auditors' Consent.
23.2	Consent of Arthur Andersen LLP, Independent Public Accountants.
23.3	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (included on the signature pages to this Registration Statement on Form S-8).
99.1	1997 Nonstatutory Stock Incentive Plan.

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**EXPLANATORY NOTE REGARDING FINANCIAL STATEMENTS  
INCORPORATED BY REFERENCE INTO THIS  
REGISTRATION STATEMENT**

On March 22, 2002, the Registrant announced that it had appointed KPMG LLP to replace Arthur Andersen LLP ( Andersen ) as the Registrant's independent auditors. The Registrant's consolidated balance sheet as of December 29, 2001, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the two fiscal years in the period ended December 29, 2001, incorporated by reference in this registration statement have been audited by Andersen, as stated in its report dated March 11, 2002, which is incorporated by reference herein. After reasonable efforts, the Registrant has been unable to obtain Andersen's consent to the incorporation by reference into this registration statement of its report with respect to these financial statements. Under these circumstances, Rule 437a under the Securities Act of 1933 permits us to file this registration statement without a written consent from Andersen. The absence of such consent may limit recovery by investors on certain claims. In particular, and without limitation, investors will not be able to assert claims against Andersen under Section 11 of the Securities Act. In addition, the ability of Andersen to satisfy any claims (including claims arising from Andersen's provision of auditing and other services to us) may be limited as a practical matter due to recent events regarding Andersen.

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**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 21st day of May, 2003.

CADENCE DESIGN SYSTEMS, INC.

By: /s/ H. Raymond Bingham

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H. Raymond Bingham  
President, Chief Executive Officer and Director

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints H. Raymond Bingham, William Porter and R.L. Smith McKeithen, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his 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 other 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 connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
<u>/s/ H. Raymond Bingham</u> H. Raymond Bingham	President, Chief Executive Officer and Director (Principal Executive Officer)	May 21, 2003
<u>/s/ William Porter</u> William Porter	Senior Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 21, 2003
<u>/s/ Donald L. Lucas</u> Donald L. Lucas	Chairman of the Board of Directors	May 21, 2003
<u>/s/ Susan L. Bostrom</u> Susan L. Bostrom	Director	May 21, 2003
<u>/s/ Dr. Leonard Y.W. Liu</u> Dr. Leonard Y.W. Liu	Director	May 20, 2003
<u>/s/ Sean M. Maloney</u> Sean M. Maloney	Director	May 21, 2003
<u>/s/ Dr. Alberto Sangiovanni-Vincentelli</u> Dr. Alberto Sangiovanni- Vincentelli	Director	May 21, 2003
<u>/s/ George M. Scalise</u> George M. Scalise	Director	May 21, 2003
<u>/s/ Dr. John B. Shoven</u> Dr. John B. Shoven	Director	May 21, 2003
<u>/s/ Roger S. Siboni</u> Roger S. Siboni	Director	May 21, 2003



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