

MICROTUNE INC  
Form S-8  
April 30, 2008

As filed with the Securities and Exchange Commission on April 30, 2008

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

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

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**MICROTUNE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**75-2883117**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

**2201 10<sup>th</sup> Street Plano, Texas**  
(Address of Principal Executive Offices)

**75074**  
(Zip Code)

**AMENDED AND RESTATED MICROTUNE, INC. 2000 STOCK PLAN**

**AMENDED AND RESTATED MICROTUNE, INC. 2000 DIRECTOR OPTION PLAN**

**AMENDED AND RESTATED MICROTUNE, INC. 2000 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

**James A. Fontaine**

**Chief Executive Officer**

**Microtune, Inc.**

**2201 10<sup>th</sup> Street**

**Plano, Texas 75074**

(Name and address of agent for service)

**(972) 673-1600**

(Telephone number, including area code, of agent for service)

**Copies to:**

**Phillip D. Peterson**  
**General Counsel**  
**Microtune, Inc.**  
**2201 10<sup>th</sup> Street**  
**Plano, Texas 75074**

**Craig N. Adams**  
**Baker Botts L.L.P**  
**2001 Ross Avenue**  
**Suite 600**  
**Dallas, Texas 75201**

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   
Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company



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**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to be Registered</b>  | <b>Amount to be Registered<br/>(1)</b> | <b>Proposed Maximum Offering Price per Share<br/>(2)</b> | <b>Proposed Maximum Aggregate Offering Price<br/>(2)</b> | <b>Amount of Registration Fee</b> |
|--|--|--|--|-----------------------------------|
| Common Stock, \$0.001 per share par value: To be issued under the Amended and Restated Microtune, Inc. 2000 Stock Plan                   | 500,000                                | \$ 3.38  | \$ 1,690,000   | \$ 66.42                          |
| Common Stock, \$0.001 per share par value: To be issued under the Amended and Restated Microtune, Inc. 2000 Director Option Plan         | 200,000                                | \$ 3.38  | \$ 676,000   | \$ 26.57                          |
| Common Stock, \$0.001 per share par value: To be issued under the Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan | 200,000                                | \$ 3.38  | \$ 676,000   | \$ 26.57                          |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement includes any additional shares of the Registrant's Common Stock that may become issuable under the Amended and Restated Microtune, Inc. 2000 Stock Plan, the Amended and Restated Microtune, Inc. 2000 Director Option Plan and the Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan and by reason of any stock dividend, stock split, recapitalization or other similar transaction with respect to these shares.
- (2) Estimated solely for the purpose of the calculation of the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock as reported on The NASDAQ Global Market on April 29, 2008.

**EXPLANATORY NOTE**

This Registration Statement is being filed, in accordance with General Instruction E. to Form S-8, solely to register the issuance of up to 900,000 additional shares of Common Stock of Microtune, Inc. authorized pursuant to the amendment and restatement of the:

- (i) Amended and Restated Microtune, Inc. 2000 Stock Plan (the 2000 Stock Plan );
  - (ii) Amended and Restated Microtune, Inc. 2000 Director Option Plan (the 2000 Director Option Plan ); and
  - (iii) Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan (the 2000 Employee Stock Purchase Plan ).
- We previously filed:

Registration Statement No. 333-144882 relating to the 2000 Director Option Plan and the 2000 Employee Stock Purchase Plan, filed with the Securities and Exchange Commission (the SEC ) on July 26, 2007;

Registration Statement No. 333-130571 relating to the 2000 Director Option Plan, filed with the SEC on December 21, 2005;

Registration Statement No. 333-120091 relating to the 2000 Stock Plan, the 2000 Director Option Plan and the 2000 Employee Stock Purchase Plan, filed with the SEC on October 29, 2004;

Registration Statement No. 333-55504 relating to the 2000 Stock Plan, filed with the SEC on February 13, 2001; and

Registration Statement No. 333-47646 relating to the 2000 Stock Plan, the 2000 Director Option Plan and the 2000 Employee Stock Purchase Plan, filed with the SEC on October 10, 2000.

Except as supplemented by the information set forth below, the contents of each of the registration statements listed above (the Prior Registration Statements ) are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The contents of the Prior Registration Statements, including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

All documents filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

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Item 8. *Exhibits.*

| <b>Exhibit Number</b> | <b>Exhibit</b>  |
|-----------------------|---|
| 4.1*                  | Amended and Restated Microtune, Inc. 2000 Stock Plan.   |
| 4.2*                  | Amended and Restated Microtune, Inc. 2000 Director Option Plan and form of agreements thereunder.         |
| 4.3*                  | Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan and form of agreements thereunder. |
| 4.4                   | Form of Stock Option Agreement under the Amended and Restated Microtune, Inc. 2000 Stock Plan.            |
| 4.5                   | Form of Common Stock Equivalent Agreement under the Amended and Restated Microtune, Inc. 2000 Stock Plan. |
| 5.1                   | Opinion of Baker Botts L.L.P. as to legality of securities being registered.                              |
| 23.1                  | Consent of Counsel (contained in Exhibit 5.1).  |
| 23.2                  | Consent of Independent Registered Public Accounting Firm.   |
| 24.1                  | Powers of Attorney (included in signature page of this Registration Statement).                           |

- \* Incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 17, 2008.  
Incorporated by reference to the Registrant's Registration Statement on Form S-1 filed with the SEC on May 5, 2000.  
Incorporated by reference to the Registrant's Current Report on Form 8-K filed with the SEC on June 8, 2006.

**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 Plano, State of Texas as of April 30, 2008.

MICROTUNE, INC.

By: /s/ James A. Fontaine  
 James A. Fontaine  
 Chief Executive Officer and President

**POWER OF ATTORNEY**

Each person whose signature appears below authorizes each of Phillip D. Peterson and Jeffrey A. Kupp to execute in the name of such person who is then an officer or director of the Registrant, and to file any and all amendments to this Registration Statement necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the offering and sale of the securities that are the subject of this Registration Statement, which amendments may make such changes to such Registration Statement as such attorney may deem appropriate.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of the respective dates set forth below.

| <b>Signature</b>                                 | <b>Capacity</b>  | <b>Date</b>    |
|--|--|----------------|
| /s/ James A. Fontaine<br>James A. Fontaine       | President, Chief Executive Officer, and<br>Director<br>(Principal Executive Officer)             | April 30, 2008 |
| /s/ Jeffrey A. Kupp<br>Jeffrey A. Kupp           | Chief Financial Officer<br><br>(Principal Financial Officer and<br>Principal Accounting Officer) | April 30, 2008 |
| /s/ Walter S. Ciciora<br>Walter S. Ciciora       | Director   | April 30, 2008 |
| /s/ James H. Clardy<br>James H. Clardy           | Director   | April 30, 2008 |
| /s/ Steven Craddock<br>Steven Craddock           | Director   | April 30, 2008 |
| /s/ Anthony J. LeVecchio<br>Anthony J. LeVecchio | Director   | April 30, 2008 |

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| <b>Signature</b>                                   | <b>Capacity</b> | <b>Date</b>    |
|--|-----------------|----------------|
| /s/ Bernard T. Marren<br>Bernard T. Marren         | Director        | April 30, 2008 |
| /s/ Michael T. Schueppert<br>Michael T. Schueppert | Director        | April 30, 2008 |
| /s/ William P. Tai<br>William P. Tai               | Director        | April 30, 2008 |
| /s/ A. Travis White<br>A. Travis White             | Director        | April 30, 2008 |



**INDEX TO EXHIBITS**

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