

KLA TENCOR CORP  
Form S-8  
November 08, 2018

As filed with the Securities and Exchange Commission on November 8, 2018

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UNITED STATES  
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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KLA-TENCOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

One Technology Drive, Milpitas, California

(Address of Principal Executive Offices)

04-2564110

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

95035

(Zip Code)

Amended and Restated 1997 Employee Stock Purchase Plan ("ESPP")

Amended and Restated 2004 Equity Incentive Plan ("EIP")

(Full title of the plan)

Teri A. Little

Senior Vice President, Corporate Secretary and General Counsel

KLA-Tencor Corporation

One Technology Drive, Milpitas, California 95035

(Name and address of agent for service)

(408) 875-3000

(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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company," and "emerging growth 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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share (\$)	Proposed maximum aggregate offering price (\$)	Amount of registration fee (\$)
Common Stock, par value \$0.001 per share issuable under the ESPP	733,329 <sup>(2)</sup>	80.15 <sup>(3)</sup>	58,776,319.35 <sup>(3)</sup>	7,123.69 <sup>(3)</sup>
Common Stock, par value \$0.001 per share issuable under the EIP	12,000,000	94.29 <sup>(4)</sup>	1,131,480,000 <sup>(4)</sup>	137,135.38 <sup>(4)</sup>
Total	12,733,329		1,190,256,319.31 <sup>(3) (4)</sup>	144,259.07 <sup>(3) (4)</sup>

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Amended and Restated 1997 Employee Stock Purchase Plan (the "ESPP") and Amended and Restated 2004 Equity Incentive Plan ("EIP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.

(2) Reflects an automatic increase to the number of shares of Registrant's Common Stock reserved for issuance under the ESPP, which increase is provided for in the ESPP.

(3) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$94.29, which represents the average of the high and low price per share of the Registrant's common stock on November 2, 2018 as reported on the Nasdaq Global Select Market. Pursuant to the ESPP, the purchase price of the shares of the Registrant's common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value on (i) the first trading day of the offering period or (ii) the purchase date.

(4) Estimated in accordance with paragraph (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low price per share of the Registrant's common stock on November 2, 2018 as reported on the Nasdaq Global Select Market.

Explanatory Note

This Registration Statement on Form S-8 is being filed by KLA-Tencor Corporation (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering an additional (1) 733,329 shares of the Registrant’s common stock, par value \$0.001 per share, for issuance pursuant to the Registrant's Amended and Restated 1997 Employee Stock Purchase Plan and (2) 12,000,000 shares of the Registrant's common stock, par value \$0.001 per share, for issuance pursuant to the Registrant's Amended and Restated 2004 Equity Incentive Plan. In accordance with General Instruction E to Form S-8, the contents of Registration Statement Nos. 333-22939 and 333-121637, filed with Commission on March 7, 1997 and December 23, 2004, respectively, are incorporated herein by reference.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) The Registrant’s Annual Report on Form 10-K filed with the Commission on August 6, 2018 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (2) The Registrant’s Quarterly Report on Form 10-Q filed with the Commission on October 31, 2018 pursuant to Section 13(a) of the Exchange Act;
- (3) The Registrant’s Current Reports on Form 8-K filed with the Commission on July 12, July 30, August 2, August 13, and November 8, 2018 pursuant to Section 13(a) of the Exchange Act;
- (4) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (1) above; and
- (5) The description of the Registrant’s Common Stock as set forth in the Registration Statement filed by the Registrant on Form 8-A on March 29, 1989 (File No. 000-09992) pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the “1934 Act”), and any amendments or reports thereto filed with the SEC for the purpose of updating such description, including Amendment No. 1 to Form 8-A filed September 25, 1995 and Amendment No. 2 to Form 8-A filed September 24, 1996.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicate that all securities offered have been sold or that deregisters all securities then remaining unsold 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; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

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 which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Exhibit Number	Description	Incorporated by Reference		Filed Herewith
		Form Exhibit File No.	Filing Date	
5.1	<u>Opinion of Jeffrey S. Cannon, Esq.</u>			X
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>			X
23.2	Consent of Jeffrey S. Cannon, Esq. (included in Exhibit 5.1)			
24.1	Power of Attorney (included on signature page)			
10.1	<u>Amended and Restated 2004 Equity Incentive Plan</u>			X
99.1	Amended and Restated 1997 Employee Stock Purchase Plan	S-8 99.1	333-219734 August 4, 2017	

**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 Milpitas, State of California, on the 8th day of November 2018.

**KLA-TENCOR CORPORATION**

By: /s/ Richard P. Wallace

Name: Richard P. Wallace

Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS:**

That the undersigned officers and directors of KLA-Tencor Corporation, a Delaware corporation, do hereby constitute and appoint Bren D. Higgins and Teri A. Little or any one of them, the lawful attorney-in-fact and agent, each with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent determines may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

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 and on the dates indicated.

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Signature	Title	Date
/s/ Richard P. Wallace RICHARD P. WALLACE	President, Chief Executive Officer and Director (principal executive officer)	November 8, 2018
/s/ Bren D. Higgins BREN D. HIGGINS	Executive Vice President and Chief Financial Officer (principal financial officer)	November 7, 2018
/s/ Virendra A. Kirloskar VIRENDRA A. KIRLOSKAR	Senior Vice President and Chief Accounting Officer (principal accounting officer)	November 7, 2018
/s/ Edward W. Barnholt EDWARD W. BARNHOLT	Chairman of the Board	November 7, 2018
/s/ Robert M. Calderoni ROBERT M. CALDERONI	Director	November 7, 2018
JOHN T. DICKSON	Director	
/s/ Emiko Higashi EMIKO HIGASHI	Director	November 7, 2018
/s/ Kevin J. Kennedy KEVIN J. KENNEDY	Director	November 7, 2018
/s/ Gary B. Moore GARY B. MOORE	Director	November 7, 2018
/s/ Kiran M. Patel KIRAN M. PATEL	Director	November 7, 2018
/s/ Robert A. Rango ROBERT A. RANGO	Director	November 7, 2018
/s/ Ana G. Pinczuk ANA G. PINCZUK	Director	November 7, 2018

EXHIBIT INDEX

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