

NATIONAL SEMICONDUCTOR CORP

Form S-8 POS

September 27, 2011

As filed with the Securities and Exchange Commission on September 27, 2011

Registration No. 033-61381

Registration No. 333-09957

Registration No. 333-36733

Registration No. 333-48424

Registration No. 333-63614

Registration No. 333-109348

Registration No. 333-119963

Registration No. 333-129585

Registration No. 333-146600

Registration No. 333-162367

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 033-61381

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Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-162367

## **NATIONAL SEMICONDUCTOR CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of Incorporation)

**95-2095071**  
(I.R.S. Employer  
Identification No.)

**2900 Semiconductor Drive**

**P.O. Box 58090**

**Santa Clara, California 95052-8090**

(Address of principal executive offices)

**Registrant's telephone number including area code: (408) 721-5200**

**Stock Option Granted to Peter J. Sprague**

**National Semiconductor Corporation Restricted Stock Plan**

**Restricted Stock Agreement with Brian L. Halla**

**National Semiconductor Corporation Director Stock Option Plan**

**National Semiconductor Corporation Executive Officer Stock Option Plan**

**National Semiconductor Corporation Stock Option Plan**

**National Semiconductor Corporation 1997 Employees Stock Option Plan**

**National Semiconductor Corporation 1977 Employees Stock Option Plan**

**National Semiconductor Corporation 2003 Employees Stock Purchase Plan**

**National Semiconductor Corporation Deferred Compensation Plan**

**National Semiconductor Corporation Director Stock Plan**

**National Semiconductor Corporation 2007 Employees Equity Plan**

**National Semiconductor Corporation 2005 Executive Officer Equity Plan**

**National Semiconductor Corporation 2009 Incentive Award Plan**

(Full Title of the Plan)

**Ellen Barker**

**2900 Semiconductor Drive**

**P.O. Box 58090**

**Santa Clara, California 95052-8090**

(Name, address and telephone number, 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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) of National Semiconductor Corporation (the Company ):

File No. 033-61381 registering 600,000\* shares of common stock, \$0.50 par value per share of the Company (the Common Stock ) for issuance under the Stock Option granted to Peter J. Sprague.

File No. 333-09957 registering 4,400,000\* shares of Common Stock for issuance under the National Semiconductor Corporation Restricted Stock Plan and Restricted Stock Agreement with Brian L. Halla.

File No. 333-36733 registering 2,000,000\* shares of Common Stock for issuance under the National Semiconductor Corporation Director Stock Option Plan.

File No. 333-48424 registering 12,000,000\* shares of Common Stock for issuance under the National Semiconductor Corporation Executive Officer Stock Option Plan.

File No. 333-63614 registering 218,709,858\* shares of Common Stock for issuance under the National Semiconductor Corporation Stock Option Plan and National Semiconductor Corporation 1997 Employees Stock Option Plan. Pursuant to Rule 429 under the Securities Act of 1933, the prospectus which forms a part of this registration statement also relates to 158,709,858\* shares under the Company s Stock Option Plan and 1977 Employees Stock Option Plan that were previously registered under registration statements 2-92468, 33-189-13, 33-48941, 33-61377, 333-26625, 333-57029 and 333-77195 with respect thereto.

File No. 333-109348 registering 16,000,000\* shares of Common Stock for issuance under the National Semiconductor Corporation 2003 Employees Stock Purchase Plan.

File No. 333-119963 registering \$70,000,000 of deferred compensation obligations and 5,000,000 shares of Common Stock for issuance under the National Semiconductor Corporation Deferred Compensation Plan.

File No. 333-129585 registering 898,000 shares of Common Stock for issuance under the National Semiconductor Director Stock Plan. Pursuant to Rule 429 under the Securities Act of 1933, the prospectus which forms a part of this registration statement also relates to 398,000\* shares under the Company s Director Stock Plan that were previously registered under registration statement 33-54931.

File No. 333-146600 registering 20,000,000 shares of Common Stock for issuance under the National Semiconductor 2007 Employees Equity Plan and National Semiconductor 2005 Executive Officer Equity Plan. Pursuant to Rule 429 under the Securities Act of 1933, the prospectus which forms a part of this registration statement also relates to 3,000,000 shares under the Company s 2005 Executive Officer Equity Plan that were previously registered under registration statement 333-122652.

File No. 333-162367 registering 16,000,000 shares of Common Stock for issuance under the National Semiconductor Corporation 2009 Incentive Award Plan.

On September 23, 2011, pursuant to an Agreement and Plan of Merger, dated as of April 4, 2011, by and among Texas Instruments Incorporated ( TI ), Orion Merger Corp. ( Merger Sub ), a wholly-owned subsidiary of TI, and the Company, Merger Sub merged with and into the Company, with the Company surviving as a wholly-owned subsidiary of TI.

As a result of the merger, the Company has terminated any offerings of the Company s securities pursuant to the Registration Statements. In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all such securities of the Company registered but unsold under the Registration Statements, if any.

\* All share numbers adjusted to reflect the two-for-one stock split paid in the form of a 100% stock dividend in May 2004.

**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 Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on September 27, 2011.

NATIONAL SEMICONDUCTOR CORPORATION

By: /s/ ELLEN BARKER  
Ellen Barker  
President, Chief Executive Officer and Chairman of  
the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statements on Form S-8 has been signed below by the following persons in the capacities indicated on September 27, 2011.

<b>Signature</b>	<b>Title</b>
/s/ ELLEN BARKER Ellen Barker	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ ALAN BOYD Alan Boyd	Vice President, Chief Financial Officer, Treasurer, Principal Accounting Officer and Director (Principal Financial Officer and Principal Accounting Officer)
/s/ JANICE HARISSIS Janice Harissis	Director