

SILICON STORAGE TECHNOLOGY INC
Form S-8 POS
April 26, 2010

As filed with the Securities and Exchange Commission on April 26, 2010
Registration Statement No. 333-108345

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

POST-EFFECTIVE AMENDMENT No. 1 to
FORM S-8

REGISTRATION STATEMENT

Silicon Storage Technology, Inc.

California
(State or other jurisdiction of
incorporation or organization)

77-0225590
(I.R.S. Employer
Identification Number)

Silicon Storage Technology, Inc.
1020 Kifer Road
Sunnyvale, California 94086
(408) 735-9110

1995 Equity Incentive Plan
1995 Non-Employee Directors' Stock Option Plan
1995 Employee Stock Purchase Plan

Steve Sanghi
President
SILICON STORAGE TECHNOLOGY, INC.
2355 West Chandler Boulevard
Chandler, Arizona 85224
(480) 792-7200

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 definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act: (Check one):

Large
accelerated filer
Non-accelerated
filer

Accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

Explanatory Statement

On August 29, 2003, Silicon Storage Technology, Inc. (the “Registrant”) filed a Registration Statement on Form S-8 (File No. 333-108345) (the “Registration Statement”), which registered 4,050,000 shares of the Registrant’s common stock, no par value (the “Common Stock”) reserved for issuance under the 1995 Equity Incentive Plan, the 1995 Non-Employee Directors’ Stock Option Plan and the 1995 Employee Stock Purchase Plan (collectively, the “1995 Plans”). This Post-Effective Amendment No. 1 is being filed to remove from registration all remaining authorized shares of Common Stock reserved for issuance under the 1995 Plans that have not yet been issued under the Registration Statement.

Accordingly, the Registrant hereby removes from registration the remaining shares of Common Stock that have not been and will not be issued under the 1995 Plans. Upon effectiveness hereof, no shares of Common Stock remain registered under the Registration Statement for issuance under the 1995 Plans.

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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chandler in the State of Arizona on April 26, 2010.

Silicon Storage Technology, Inc.

B y : / s / S t e v e
Sanghi
Steve Sanghi
President
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| SIGNATURE | TITLE | DATE |
|--------------------------------------------|--------------------------------------------------------------------|----------------|
| /s/ Steve Sanghi Steve Sanghi | President (Principal Executive Officer) | April 26, 2010 |
| /s/ Gordon W. Parnell Gordon W. Parnell | Chief Financial Officer (Principal Financial Officer) and Director | April 26, 2010 |
| /s/ Ganesh Moorthy Ganesh Moorthy | Director | April 26, 2010 |
| /s/ J. Eric Bjornholt J. Eric Bjornholt | Director | April 26, 2010 |