

JABIL CIRCUIT INC  
Form S-8  
March 30, 2009

As filed with the Securities and Exchange Commission on March 30, 2009

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under The Securities Act of 1933**

**JABIL CIRCUIT, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**38-1886260**  
(I.R.S. Employer  
Identification No.)

**10560 Dr. Martin Luther King, Jr. Street North**

**St. Petersburg, Florida**

**33716**

(Address of Principal Executive Offices)

(Zip Code)

**JABIL CIRCUIT, INC.**

**2002 STOCK INCENTIVE PLAN**

(Full title of the plan)

**Robert L. Paver, Esq.**

**Secretary and General Counsel**

**Jabil Circuit, Inc.**

**10560 Dr. Martin Luther King, Jr. Street North**

**St. Petersburg, Florida 33716**

(Name and address of agent for service)

**(727) 577-9749**

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

**Copies of all communications to:**

**Chester E. Bacheller, Esq.**

**Holland & Knight LLP**

**100 North Tampa Street, Suite 4100**

**Tampa, Florida 33602**

**Phone: (813) 227-6431**

**Fax: (813) 229-0134**

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

### CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share reserved under 2002 Stock Incentive Plan(1)	1,500,000	\$4.15	\$6,225,000.00	\$347.36

- (1) Including preferred stock purchase rights issued under the Registrant's Stockholder Rights Plan, dated October 19, 2001.  
 (2) The provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement and the number of shares registered on this Registration Statement shall increase or decrease as a result of stock splits, stock dividends or similar transactions.  
 (3) Estimated solely for the purpose of calculating the registration fee. The fee is calculated upon the basis of the average between the high and low sales prices for shares of common stock of the Registrant as reported on the New York Stock Exchange on March 23, 2009.

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**INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENT**

Pursuant to Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on August 16, 2002 (File No. 333-98299) relating to the registration of 7,464,080 shares of the Registrant's common stock, par value \$0.001 per share (the Common Stock), the Registrant's Registration Statement on Form S-8 filed with the Commission on June 13, 2003 (File No. 333-106123) relating to the registration of 2,144,646 shares of the Registrant's Common Stock, the Registrant's Registration Statement on Form S-8 filed with the Commission on January 27, 2004 (File No. 333-112264) relating to the registration of 10,000,000 shares of the Registrant's Common Stock, the Registrant's Registration Statement on Form S-8 filed with the Commission on March 24, 2006 (File No. 333-132721) relating to the registration of 7,000,000 shares of the Registrant's Common Stock, the Registrant's Registration Statement on Form S-8 filed with the Commission on October 9, 2007 (File No. 333-146577) relating to the registration of 3,000,000 shares of the Registrant's Common Stock and the Registrant's Registration Statement on Form S-8 filed with the Commission on February 15, 2008 (File No. 333-149277) relating to the registration of 2,500,000 shares of the Registrant's Common Stock, authorized for issuance pursuant to the Jabil Circuit, Inc. 2002 Stock Incentive Plan (the Plan), are incorporated by reference in their entirety in this Registration Statement, except as to the items set forth below. This Registration Statement provides for the registration of an additional 1,500,000 shares of the Registrant's Common Stock to be issued pursuant to the Plan.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS.**

- 4.1 Jabil Circuit, Inc. 2002 Stock Incentive Plan, as amended.
- 4.2 Schedule to the Jabil Circuit, Inc. 2002 Stock Incentive Plan (sub-plan for United Kingdom employees).(1)
- 4.3 Addendum to the Terms and Conditions of the Jabil Circuit, Inc. 2002 Stock Incentive Plan for Grantees Resident in France (sub-plan for French employees).(2)
- 5.1 Opinion of Holland & Knight LLP re legality of the Common Stock.
- 23.1 Consent of Holland & Knight LLP (included in Exhibit 5.1).
- 23.2 Consent of Independent Registered Public Accounting Firm.
- 24.1 Powers of Attorney (included on signature page).

- (1) Incorporated by reference from exhibits to the Registrant's Registration Statement on Form S-8 (File No. 333-98299) filed August 16, 2002.
- (2) Incorporated by reference from exhibits to the Registrant's Registration Statement on Form S-8 (File No. 333-106123) filed June 13, 2003.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Jabil Circuit, Inc., a corporation organized and existing under the laws of the State of Delaware, 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 St. Petersburg, State of Florida, on March 30, 2009.

JABIL CIRCUIT, INC.

By: /s/ Forbes I.J. Alexander  
Forbes I.J. Alexander, Chief Financial Officer

**POWER OF ATTORNEY**

KNOWN TO ALL PERSONS BY THESE PRESENTS, we, the undersigned officers and directors of Jabil Circuit, Inc., hereby severally constitute and appoint Forbes I.J. Alexander and Robert L. Paver, each acting alone as an attorney-in-fact with the full power of substitution, for him and in his name, place and stead in any and all capacities, to sign any and all 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, hereby ratifying and confirming all that said attorneys-in-fact, or either of their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
By: /s/ William D. Morean William D. Morean	Chairman of the Board of Directors	March 24, 2009
By: /s/ Thomas A. Sansone Thomas A. Sansone	Vice Chairman of the Board of Directors	March 24, 2009
By: /s/ Timothy L. Main Timothy L. Main	President, Chief Executive Officer and Director (Principal Executive Officer)	March 24, 2009
By: /s/ Forbes I.J. Alexander Forbes I.J. Alexander	Chief Financial Officer (Principal Financial and Accounting Officer)	March 30, 2009
By: /s/ Lawrence J. Murphy Lawrence J. Murphy	Director	March 27, 2009
By: /s/ Mel S. Lavitt Mel S. Lavitt	Director	March 26, 2009
By: /s/ Steven A. Raymund Steven A. Raymund	Director	March 24, 2009
By: /s/ Frank A. Newman Frank A. Newman	Director	March 30, 2009
By: /s/ Laurence S. Grafstein Laurence S. Grafstein	Director	March 25, 2009
By: /s/ Kathleen A. Walters Kathleen A. Walters	Director	March 29, 2009



**INDEX OF EXHIBITS**

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