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INTEL CORP
Form S-8 POS
December 22, 2005

As filed with the Securities and Exchange Commission on December
22, 2005

Registration No. 333-20951

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

INTEL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

94-1672743

(State or Other Jurisdiction of
Incorporation or Organization)

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

2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA

95054-1549

(Address of Principal Executive Offices)

(Zip Code)

INTEL PUERTO RICO RETIREMENT SAVINGS PLAN

(Full Title of the Plan)

CARY I. KLAFTER, ESQ.
VICE PRESIDENT AND SECRETARY
INTEL CORPORATION
2200 MISSION COLLEGE BLVD.
SANTA CLARA, CA 95054-1549

(Name and Address of Agent for Service)

(408) 765-8080

(Telephone Number, Including Area Code, of Agent For Service)

Copies to:
RONALD O. MUELLER, ESQ.
GIBSON, DUNN & CRUTCHER LLP
1050 CONNECTICUT AVENUE, N.W. SUITE 300
WASHINGTON, DC 20036
(202) 955-8500

EXPLANATORY NOTE

Intel Corporation ("Intel") registered 50,000 shares of its

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common stock for issuance under the Intel Puerto Rico Retirement Savings Plan (the "Plan") pursuant to a Registration Statement on Form S-8 (File No. 333-20951) filed with the Securities and Exchange Commission ("SEC") on February 3, 1997 and Post Effective Amendment No. 1 to the Registration Statement on Form S-8 filed with the SEC on November 19, 1998. Under the Registration Statement, the Plan also registered an indeterminate number of Plan interests. This Post-Effective Amendment No. 2 is being filed to deregister all Plan interests and the shares of Intel common stock reserved for issuance under the Plan that have not yet been issued.

Accordingly, Intel hereby withdraws from registration under the Registration Statement of Form S-8 all Plan interests and the shares of its common stock that have not been and will not be issued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 22nd day of December, 2005.

INTEL CORPORATION

By: /s/ Andy D. Bryant

Andy D. Bryant
Executive Vice President,
Chief Financial and
Enterprise Services Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|----------------------|
| * | | December 22, |
| Craig R. Barrett | Chairman of the Board and Director | 2005 |
| /s/ Paul S. Otellini Paul S. Otellini | President, Chief Executive Officer and Director | December 22, 2005 |
| Charlene Barshefsky | Director | |
| * | | December 22, |

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| | | |
|--------------------------------------|---|----------------------|
| E. John P. Browne | Director | 2005 |
| /s/ Andy D. Bryant Andy D. Bryant | Executive Vice President, Chief Financial officer and Principal Accounting Officer | December 22, 2005 |
| * | | December 22, 2005 |
| D. James Guzy | Director | |
| Reed E. Hundt | Director | |
| James D. Plummer | Director | |
| David S. Pottruck | Director | |
| * | | December 22, 2005 |
| Jane E. Shaw | Director | |
| John L. Thornton | Director | |
| * | | December 22, 2005 |
| David B. Yoffie | Director | |

* By: /s/ Andy D. Bryant

Name: Andy D. Bryant
Title: Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Intel Puerto Rico Retirement Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on December 22, 2005.

INTEL PUERTO RICO RETIREMENT SAVINGS PLAN

By: /s/ Andy D. Bryant
Andy D. Bryant
Executive Vice President,
Chief Financial Officer and
Principal Accounting Officer