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CREE INC
 Form S-8
 January 14, 2005

As filed with the Securities and Exchange Commission on January 14, 2005
 Registration No. 333-_____

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CREE, INC.

(Exact name of registrant as specified in its charter)

North Carolina 56-1572719
 (State or other jurisdiction of (I.R.S. Employer Identification No.)
 incorporation or organization)

4600 Silicon Drive 27703
 Durham, North Carolina (Zip Code)
 (Address of Principal Executive Offices)

CREE, INC.
 AMENDED AND RESTATED EQUITY COMPENSATION PLAN
 (AS AMENDED AND RESTATED)
 (Full title of the plan)

Cynthia B. Merrell
 Chief Financial Officer and Treasurer
 Cree, Inc.
 4600 Silicon Drive
 Durham, North Carolina 27703
 (919) 313-5300
 (Name, address and telephone number, including area code, of agent for service)

Copy to:
 Adam H. Broome, Esq.
 Cree, Inc.
 4600 Silicon Drive
 Durham, North Carolina 27703

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.00125 Par Value	5,358,777 (1)	\$33.13 (2)	\$177,536,282.01 (2)	\$20,896.02 (2)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution of the shares of Common Stock covered hereby resulting from stock splits, stock dividends or similar transactions.
- (2) Calculated solely for the purpose of this offering pursuant to Rule 457(h)

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on the basis of the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on January 11, 2005.

PART I INFORMATION REQUIRED IN THE 10(a) PROSPECTUS

This Registration Statement on Form S-8 is being filed by the Registrant to register an additional 5,358,777 shares of the Common Stock of the Registrant, \$0.00125, par value, issuable under the Cree, Inc. Amended and Restated Equity Compensation Plan (the "Plan"). As permitted by the rules of the Securities and Exchange Commission (the "Commission"), this Registration Statement omits the information specified in Part I of Form S-8 and consists of only those items required by General Instruction E to Form S-8. The document containing the information specified in Part I will be delivered to the participants in the Plan as required by Rule 482(b) under the Securities Act of 1934. This document is not being filed with the Commission as part of this Registration Statement or a prospectus or prospectus supplement pursuant to Rule 424.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E of Form S-8, the prior Registration Statement relating to the Plan, Registration No. 333-92479 filed with the Commission on December 12, 1999, remains effective, and the contents of such Registration Statement are incorporated in this Registration Statement by this reference.

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended June 27, 2004, filed on August 20, 2004;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 26, 2004, filed on November 5, 2004, and the Registrant's Current Reports on Form 8-K filed on October 7, 2004, October 14, 2004, October 19, 2004, November 9, 2004 and January 13, 2005;
- (c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed on January 29, 1993, and any amendments or reports filed for the purpose of updating such description; and
- (d) The description of the rights attached to the Registrant's Common Stock contained in the Company's Registration Statement on Form 8-A filed on May 30, 2002, and any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which 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. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to

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constitute a part of this Registration Statement.

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Item 5. Interests of Named Experts and Counsel

The validity of the securities being registered by this Registration Statement will be passed upon for the Registrant by Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P., Raleigh, North Carolina. As of the date of this Registration Statement, certain current individual attorneys with Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P. beneficially own an aggregate of 3,750 shares of Cree, Inc. common stock.

Item 8. Exhibits.

Exhibit No. -----	Description -----
5.1	Opinion of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, L.L.P. (Contained in Exhibit 5.1)
24.1	Power of Attorney (Contained on signature page)

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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 Durham, State of North Carolina, on this 14th day of January, 2005.

CREE, INC.

By: /s/ Charles M. Swoboda

Charles M. Swoboda
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Charles M. Swoboda and Cynthia B. Merrell, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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.

Name	Title	Date
----- F. Neal Hunter	Chairman and Director	January __, 2005
/s/ Charles M. Swoboda ----- Charles M. Swoboda	President, Chief Executive Officer and Director (Principal Executive Officer)	January 14, 2005
/s/ Cynthia B. Merrell ----- Cynthia B. Merrell	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	January 14, 2005
/s/ James E. Dykes ----- James E. Dykes	Director	January 12, 2005
/s/ John W. Palmour ----- John W. Palmour, Ph.D.	Director	January 12, 2005

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/s/ Robert J. Potter ----- Robert J. Potter, Ph.D.	Director	January 12, 2005
/s/ Dolph W. von Arx ----- Dolph W. von Arx	Director	January 12, 2005
/s/ Harvey A. Wagner ----- Harvey A. Wagner	Director	January 13, 2005

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EXHIBIT INDEX

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