

LATTICE SEMICONDUCTOR CORP
Form S-8
September 06, 2002

As filed with the Securities and Exchange Commission on September 6, 2002

Registration No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S 8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

LATTICE SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

93-0835214

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

**5555 N.E. Moore Court
Hillsboro, Oregon 97124-6421**

(Address of Principal Executive Offices, including Zip Code)

**Octillion Communications, Inc. 2001 Stock Option Plan
Cerdelinx Technologies, Inc. Special 2002 Stock Option Plan
Lattice Semiconductor Employee Stock Purchase Plan**

(Full title of the plans)

**Stephen A. Skaggs
Chief Financial Officer
LATTICE SEMICONDUCTOR CORPORATION
5555 N.E. Moore Court
Hillsboro, Oregon 97124-6421
(503) 268-8000**

(Name, address and telephone number of agent for service)

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Copy to:

John A. Fore, Esq.

WILSON SONSINI GOODRICH & ROSATI

Professional Corporation

650 Page Mill Road

**Palo Alto, California 94304
(650) 493-9300**

CALCULATION OF REGISTRATION FEE

Title of Securities	Proposed			Proposed			
	Amount to be	Maximum		Maximum		Amount of	
		Offering Price		Aggregate			
to be Registered	Registered (1)	Per Share		Offering Price		Registration Fee	
Common Stock, \$0.01 par value per share, to be issued under the Octillion Communications, Inc. 2001 Stock Option Plan (2)	84,649	\$	0.41 (3)	\$	34,706.09	\$	3.00
Common Stock, \$0.01 par value per share, to be issued under the Cerdelinx Technologies, Inc. Special 2002 Stock Option Plan (2)	134,767	\$	2.54 (3)	\$	342,308.18	\$	31.00
Common Stock, \$0.01 par value per share, to be issued under the Lattice Semiconductor Employee Stock Purchase Plan	900,000	\$	6.24 (4)	\$	5,616,000	\$	517.00
Total:	1,119,416			\$	5,993,014.27	\$	551.00

(1) Plus such indeterminable number of additional shares as may be issued as a result of an adjustment in the shares in the event of a stock split, stock dividend or similar capital adjustment.

(2) On August 26, 2002, the Registrant completed the acquisition of Cerdelix Technologies, Inc, a California corporation (f/k/a Octillion Communications, Inc.) (Cerdelix). In connection with the acquisition, the Registrant assumed the obligations under the Octillion Communications, Inc. 2001 Stock Option Plan and the Cerdelix Technologies, Inc. Special 2002 Stock Option Plan (the Cerdelix Plans) and is obligated to issue up to 219,416 shares of common stock of the Registrant upon the exercise of stock options outstanding under such plans, which stock options are held by employees of Registrant. The Registrant does not anticipate issuing any additional stock options under the Cerdelix Plans.

(3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended (the Securities Act), on the basis of the weighted average exercise price of the outstanding options.

(4) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act on the basis of \$6.24, the average of the high and low prices of the Registrant's Common Stock on September 3, 2002, as reported on the Nasdaq National Market.

REGISTRATION STATEMENT ON FORM S-8

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meet the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents and information previously filed with the Securities and Exchange Commission (the "Commission") by Lattice Semiconductor Corporation (the "Company") are hereby incorporated by reference in this Registration Statement:

- (a) Our Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 26, 2002.
- (b) Our Proxy Statement for its 2002 Annual Meeting of Stockholders, filed on April 4, 2002.
- (c) Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed on May 10, 2002.
- (d) Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 12, 2002.
- (e) Our Current Report on Form 8-K filed on February 4, 2002, as amended on April 2, 2002.
- (f) The description of our Common Stock which is contained in our Registration Statement on Form 8-A filed with the Commission on September 27, 1989, including any amendment or report filed for the purpose of updating any such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities registered 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 part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the common stock in this offering will be passed upon for us by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California. Larry W. Sonsini, one of our directors, is Chairman and Chief Executive Officer of Wilson Sonsini Goodrich & Rosati. Mr. Sonsini beneficially owned 29,168 shares of our common stock as of August 31, 2002, including 18,000 shares subject to options exercisable within 60 days of that date.

Item 6. Indemnification of Directors and Officers.

The Company's Restated Certificate of Incorporation, as amended (the "Certificate"), limits, to the maximum extent permitted by the General Corporation Law of the State of Delaware (the "Delaware Law"), as the same exists or may hereafter be amended, the personal liability of directors for monetary damages for their conduct as a director. The Company's Bylaws provide that the Company shall indemnify its officers and directors and may indemnify its employees and other agents to the fullest extent permitted by law against expenses, including attorneys fees, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising out of their status as our agent. The Company's Bylaws also allow us to purchase and maintain insurance on behalf of any person who is or was one of our directors, officers, employees or agents against any liability arising out of the person's status as such, whether or not we would have the power to indemnify the person under Delaware Law.

Section 145 of the Delaware Law provides that a corporation may indemnify a director, officer, employee or agent made a party to an action by reason of the fact that he was a director, officer, employee or agent of the corporation or was serving at the request of the corporation against expenses actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action, had no reasonable cause to believe his conduct was unlawful.

Delaware Law does not permit a corporation to eliminate a director's duty of care, and the provisions of the Certificate have no effect on the availability of equitable remedies such as injunction or rescission, based upon a director's breach of the duty of care. Insofar as indemnification for liabilities arising under the Securities Act, may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the staff of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Octillion Communications, Inc. 2001 Stock Option Plan.
4.2	Cerdelinx Technologies, Inc. Special 2002 Stock Option Plan.
4.3	Lattice Semiconductor Corporation Employee Stock Purchase Plan, as amended.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, Counsel to the Company.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation, Counsel to the Company (included in Exhibit 5.1).
24.1	Power of Attorney (see page II-5).

Item 9. Undertakings.**A. The undersigned Registrant hereby undertakes:**

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
- (i) To include any prospectus required by section 10 (a)(3) of the Securities Act.
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- provided, however*, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

A. The undersigned Registrant hereby undertakes:

B. The undersigned Registrant hereby undertakes, that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall

B. The undersigned Registrant hereby undertakes, that, for purposes of determining any liability under the S

be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Hillsboro, State of Oregon, on this 6th day of September, 2002.

LATTICE SEMICONDUCTOR CORPORATION

By: /s/ Cyrus Y. Tsui
 Name: Cyrus Y. Tsui
 Title: Chief Executive Officer and
 Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Cyrus Y. Tsui and Stephen A. Skaggs, and each of them acting individually, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

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

Signature		Title		Date
/s/ Cyrus Y. Tsui		Chief Executive Officer (Principal Executive Officer) and Chairman of the Board of Directors		September 6, 2002
Cyrus Y. Tsui				
/s/ Steven A. Laub		President and Director		September 6, 2002
Steven A. Laub				
/s/ Stephen A. Skaggs		Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) and Secretary		September 6, 2002
Stephen A. Skaggs				
/s/ Mark O. Hatfield		Director		September 6, 2002
Mark O. Hatfield				
/s/ Daniel S. Hauer		Director		September 6, 2002
Daniel S. Hauer				

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/s/ Harry A. Merlo		Director		September 6, 2002
Harry A. Merlo				
/s/ Soo Boon Koh		Director		September 6, 2002
Soo Boon Koh				
/s/ Larry W. Sonsini		Director		September 6, 2002
Larry W. Sonsini				

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LATTICE SEMICONDUCTOR CORPORATION

REGISTRATION STATEMENT ON FORM S-8

INDEX TO EXHIBITS

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