APPLE INC

FORM S-8
(Securities Registration: Employee Benefit Plan)

Filed 06/16/95

Address  ONE INFINITE LOOP
          CUPERTINO, CA 95014
Telephone (408) 996-1010
CIK       0000320193
Symbol    AAPL
SIC Code  3571 - Electronic Computers
Industry  Computer Hardware
Sector    Technology
Fiscal Year 09/30
Form S-8

REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

APPLE COMPUTER, INC.
(Exact name of registrant as specified in its charter)

1 Infinite Loop
Cupertino, California 95014
(Address, including zip code, of registrant's principal executive offices)

EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

EDWARD B. STEAD, ESQ.
Vice President, General Counsel and Secretary
Apple Computer, Inc.
1 Infinite Loop, M/S 38-I
Cupertino, California 95014
(408) 996-1010
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
JOHN FORE, ESQ.
Wilson, Sonsini, Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
(415) 493-9300
CALCULATION OF REGISTRATION FEE

<table>
<thead>
<tr>
<th>Title of securities to be registered</th>
<th>Amount to be registered (1)</th>
<th>Proposed maximum offering price per unit (2)</th>
<th>Proposed maximum aggregate offering price (2)</th>
<th>Amount of registration fee (3)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock issuable under the Employee Stock Purchase Plan</td>
<td>3,000,000 shares</td>
<td>$43.625</td>
<td>$130,875,000</td>
<td>$45,129.63</td>
</tr>
</tbody>
</table>

(1) Pursuant to Rule 429 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the prospectus relating to this Registration Statement also relates to shares registered under Form S-8 Registration Statements Nos. 2-70449, 2-85095, 33-866, 33-23650, 33-31075, 33-40877 and 33-57092. A total of 10,000,000 shares issuable under the Employee Stock Purchase Plan has previously been registered under the Securities Act.

(2) Represents the fair market value of the Common Stock on June 14, 1995, based on the average of the high and low sale price reported by the NASDAQ National Market System for such date.

(3) 1/29 of 1% of the maximum aggregate offering price.
Incorporation of Previous Registration Statement

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 3,000,000 shares under the Employee Stock Purchase Plan. Pursuant to Instruction E, the contents of the Registrant's Form S-8 Registration Statements Nos. 2-70449, 2-85095, 33-866, 33-23650, 33-31075, 33-40877 and 33-57092 are hereby incorporated by reference.

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Pursuant to the requirements of the Securities Act of 1933, the registrant, APPLE COMPUTER, INC., 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 Cupertino, County of Santa Clara, State of California, on this 14th day of June, 1995.

APPLE COMPUTER, INC.

By: /s/ Michael Spindler
   Michael Spindler, President and
   Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph A. Graziano, Michael Spindler and Edward B. Stead, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her 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 other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully 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 below by the following persons in the capacities and on the dates indicated.

<table>
<thead>
<tr>
<th>Signature</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>/s/ Michael Spindler</td>
<td>President and</td>
<td>June 14, 1995</td>
</tr>
<tr>
<td>(Michael Spindler)</td>
<td>Chief Executive Officer</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(Principal Executive Officer)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>and Director</td>
<td></td>
</tr>
</tbody>
</table>

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/s/ Joseph A. Graziano  
(Joseph A. Graziano)  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)  
and Director  

/s/ Jeanne Seeley  
(Jeanne Seeley)  
Vice President and  
Corporate Controller  
(Principal Accounting Officer)  

/s/ Gilbert F. Amelio  
(Gilbert F. Amelio)  
Director  

/s/ Peter O. Crisp  
(Peter O. Crisp)  
Director  

/s/ Bernard Goldstein  
(Bernard Goldstein)  
Director  

/s/ B. Jurgen Hintz  
(B. Jurgen Hintz)  
Director  

/s/ Katherine M. Hudson  
(Katherine M. Hudson)  
Director  

/s/ Delano E. Lewis  
(Delano E. Lewis)  
Director  

/s/ A. C. Markkula, Jr.  
(A.C. Markkula, Jr.)  
Director  

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FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

APPLE COMPUTER, INC.

EXHIBITS

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## INDEX TO EXHIBITS

<table>
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<th>Note</th>
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<th>Page</th>
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</thead>
<tbody>
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<td>5.1</td>
<td></td>
<td>Opinion of counsel as to legality of securities being registered.</td>
<td>8</td>
</tr>
<tr>
<td>24.1</td>
<td>(1)</td>
<td>Consent of counsel.</td>
<td>7</td>
</tr>
<tr>
<td>24.2</td>
<td></td>
<td>Consent of independent auditors.</td>
<td>10</td>
</tr>
<tr>
<td>25.1</td>
<td>(2)</td>
<td>Power of attorney.</td>
<td>7</td>
</tr>
</tbody>
</table>

### NOTES

1. Contained in Exhibit 5.1
2. See Pages II-1 to II-2.
June 14, 1995

Apple Computer, Inc.
1 Infinite Loop
Cupertino, California 95014

Re: Registration Statement on Form S-8 for 3,000,000 Employee Stock Purchase Plan Shares

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission on or about June 15, 1995 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of 3,000,000 additional shares (the "Shares") of Apple Computer, Inc.'s Common Stock, no par value, authorized for issuance under the Employee Stock Purchase Plan (the "Plan"). As counsel in connection with this transaction, I have examined the proceedings taken, and I am familiar with the proceedings proposed to be taken, in connection with the issuance and sale of the Shares pursuant to the Plan.

It is my opinion that, when issued and sold in the manner described in the Plan and pursuant to the subscription agreements under the Plan, the Shares will be legally and validly issued, fully paid and nonassessable.

I consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of my name wherever appearing in the Registration Statement.

Very truly yours,

/s/ Susan L. Thorner
Susan L. Thorner
Senior Counsel

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We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Employee Stock Purchase Plan of Apple Computer, Inc. of our report dated October 17, 1994, with respect to the consolidated financial statements and schedules of Apple Computer, Inc. included and/or incorporated by reference in the Annual Report (Form 10-K) for the year ended September 30, 1994.

ERNST & YOUNG LLP

San Jose, California
June 14, 1995

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