APPLE INC

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

Filed 07/02/96

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 of Principal Executive Offices)

1990 Stock Option Plan
(Full title of the Plan)

SUSAN L. THORNER, ESQ.
Director, Corporate Law
Apple Computer, Inc.
1 Infinite Loop, M/S 75-7CL
Cupertino, California 95014
(408) 996-1010
(Name, address, including zip code, and telephone number, including area code, of agent for service)
CALCULATION OF REGISTRATION FEE

(1) Pursuant to Rule 429 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the prospectuses relating to this Registration Statement also relate to shares registered under Form S-8 Registration Statements Nos. 2-70449, 2-85095, 33-866, 33-23650, 33-31075, 33-47596 and 33-53895. A total of 47,000,000 shares issuable under the 1990 Stock Option Plan and its predecessor, the 1981 Option Plan, have previously been registered under the Securities Act.

(2) Pursuant to Rule 457(c), represents the average of the high and low prices of the Registrant's Common Stock on June 26, 1996, as reported by the Nasdaq National Market for such date.

(3) $2/29 of 1% of the maximum aggregate offering price.

<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 1990 Stock Option Plan</td>
<td>4,200,000 shares</td>
<td>$20.1875</td>
<td>$84,787,500</td>
<td>$29,237.07</td>
</tr>
</tbody>
</table>

(1) Pursuant to Rule 429 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the prospectuses relating to this Registration Statement also relate to shares registered under Form S-8 Registration Statements Nos. 2-70449, 2-85095, 33-866, 33-23650, 33-31075, 33-47596 and 33-53895. A total of 47,000,000 shares issuable under the 1990 Stock Option Plan and its predecessor, the 1981 Option Plan, have previously been registered under the Securities Act.

(2) Pursuant to Rule 457(c), represents the average of the high and low prices of the Registrant's Common Stock on June 26, 1996, as reported by the Nasdaq National Market for such date.

(3) 1/29 of 1% of the maximum aggregate offering price.
Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 4,200,000 shares under the 1990 Stock Option Plan (the "1990 Plan"), which increase in shares was approved by the shareholders at the Company's Annual Meeting of Shareholders on January 23, 1996. Pursuant to Instruction E, the contents of the Registrant's Form S-8 Registration Statements Nos. 2-70449, 2-85095, 33-00866, 33-23650, 33-31075, 33-47596 and 33-53895 are hereby incorporated by reference.
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 28th day of June, 1996.

APPLE COMPUTER, INC.

By: /s/ Gilbert F. Amelio
   Gilbert F. Amelio, Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gilbert F. Amelio 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/ Gilbert F. Amelio</td>
<td>Chairman and Chief Executive Officer</td>
<td>June 28, 1996</td>
</tr>
<tr>
<td>(Gilbert F. Amelio)</td>
<td>(Principal Executive Officer)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>and Director</td>
<td></td>
</tr>
<tr>
<td></td>
<td>II-2</td>
<td></td>
</tr>
</tbody>
</table>
/s/ Jeanne Seeley          Vice President, Finance and Corporate Controller  June 28, 1996
     (Jeanne Seeley)                               (Principal Accounting Officer)

/s/Bernard Goldstein       Director       June 28, 1996
     (Bernard Goldstein)

/s/ B. Jurgen Hintz         Director       June 26, 1996
     (B. Jurgen Hintz)

Director June, 1996

(Katherine M. Hudson)

/s/ Delano E. Lewis         Director       June 27, 1996
     (Delano E. Lewis)

Director June, 1996

(A. C. Markkula, Jr.)

/s/Edgar S. Woolard, Jr.    Director       June 26, 1996
     (Edgar S. Woolard, Jr.)

Director June, 1996

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FORM S-8

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

APPLE COMPUTER, INC.

EXHIBITS

E-1
## INDEX TO EXHIBITS

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Note</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>4.1</td>
<td>(1)</td>
<td>Common Shares Rights Agreement dated as of May 15, 1989 between the Company and the First National Bank of Boston, as Rights Agent.</td>
</tr>
<tr>
<td>10.A.5</td>
<td>(2)</td>
<td>1990 Stock Option Plan</td>
</tr>
<tr>
<td>5.1</td>
<td></td>
<td>Opinion of counsel as to legality of securities being registered.</td>
</tr>
<tr>
<td>24.1</td>
<td>(3)</td>
<td>Consent of counsel.</td>
</tr>
<tr>
<td>24.2</td>
<td></td>
<td>Consent of Ernst &amp; Young LLP, independent auditors.</td>
</tr>
</tbody>
</table>

**Notes:**

(1) Incorporated by reference to Exhibit 1 to the Company’s Registration Statement on Form 8-A filed with the Securities and Exchange Commission on May 26, 1989.

(2) Incorporated by reference to Exhibit 10.A.5 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended December 29, 1995, filed pursuant to Section 13 of the Exchange Act.

(3) Contained in Exhibit 5.1

(4) See Pages II-2 to II-3.
July 2, 1996

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

RE: Registration Statement on Form S-8 for 1990 Stock Option Plan

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 July 1, 1996 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of 4,200,000 additional shares (the "Shares") of Apple Computer, Inc.’s Common Stock, no par value, authorized for issuance under the 1990 Stock Option Plan, as amended (the "Plan"). As counsel in connection with this transaction, I have examined the actions taken, and I am familiar with the actions 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 agreements which accompany each grant 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
Director, Corporate Law

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We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1990 Stock Option Plan of Apple Computer, Inc. of our report dated October 16, 1995, with respect to the consolidated financial statements and schedules of Apple Computer, Inc. included and/or incorporated by reference in its Annual Report (Form 10-K) for the year ended September 29, 1995.

/s/ Ernst & Young LLP
ERNST & YOUNG LLP

San Jose, California
June 28, 1996