

APPLE INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/27/94

Address ONE INFINITE LOOP

CUPERTINO, CA 95014

Telephone (408) 996-1010

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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)

CALIFORNIA
(State or other Jurisdiction
of Incorporation or
Organization)

94-2404110 (I.R.S. Employer Identification No.)

20525 Mariani Avenue Cupertino, California 95014 (Address of Principal Executive Offices)

1990 Stock Option Plan

(Full title of the Plan)

PETER M. MOLDAVE, ESQ.

Senior Counsel, Corporate Apple Computer, Inc. 20525 Mariani Avenue, 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 94304-1050 (415) 493-9300

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Common Stock issuable under the 1990 Stock Option Plan	3,600,000 shares	\$30.75	\$110,700,000	\$34,593.75

- (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 and 33-47596. A total of 43,400,000 shares issuable under the 1990 Stock Option Plan and its predecessor, the 1981 Option Plan, has previously been registered under the Securities Act.
- (2) Represents the fair market value of the Common Stock on May 24, 1994, based on the last sale price reported by the NASDAQ National Market System for such date.
- (3) 1/32 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 3,600,000 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 26, 1994. 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 and 33-47596 are hereby incorporated by reference.

SIGNATURES

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 25th day of May, 1994.

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.

Signature Title Date

/s/ Michael Spindler (Michael Spindler) President and Chief Executive Officer (Principal Executive Officer) and Director May 25, 1994

/s/ Joseph A. Graziano (Joseph A. Graziano)	Executive Vice President and Chief Financial Officer (Principal Financial Officer) and Director	May 25, 1994
/s/ Jeanne Seeley (Jeanne Seeley)	Vice President and Corporate Controller (Principal Accounting Officer)	May 25, 1994
/s/ Peter O. Crisp (Peter O. Crisp)	Director	May 24, 1994
/s/ Bernard Goldstein (Bernard Goldstein)	Director	May 25, 1994
(B. Jurgen Hintz)	Director	
/s/ A.C. Markkula, Jr. (A.C. Markkula, Jr.)	Director	May 23, 1994

(Paul G. Stern) Director

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

APPLE COMPUTER, INC.

EXHIBITS

INDEX TO EXHIBITS

Exhibit Number	Note	Description	Sequentially Numbered Page
4.1	(1)	Common Shares Rights Agreement dated as of May 15, 1989 between the Company and the First National Bank of Boston, as Rights Agent	. 7
10.A.5	(2)	1990 Stock Option Plan	7
5.1		Opinion of counsel as to legality of securities being registered.	8
24.1	(3)	Consent of counsel.	7
24.2		Consent of independent auditors.	10
25.1	(4)	Power of attorney.	7

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 April 1, 1994, filed pursuant to Section 13 of the Exchange Act.
- (3)Contained in Exhibit 5.1
- (4)See Pages II-2 to II-3.

EXHIBIT 5.1 Opinion of Counsel Apple Computer, Inc. 20525 Mariani Avenue 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 May 27, 1994 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of 3,600,000 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/ Peter M. Moldave

Peter M. Moldave Senior Counsel, Corporate

EXHIBIT 24.2 Consent of Independent Auditors

EXHIBIT 24.2 Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) and related Prospectus pertaining to the 1990 Stock Option Plan of Apple Computer, Inc. of our report dated October 11, 1993, with respect to the consolidated financial statements and schedules of Apple Computer, Inc. included in the Annual Report (Form 10-K) for the year ended September 24, 1993.

ERNST & YOUNG

San Jose, California May 25, 1994

End of Filing



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