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ELECTRONIC ARTS INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 08/09/11

Address	209 REDWOOD SHORES PARKWAY REDWOOD CITY, CA 94065
Telephone	650-628-1500
CIK	0000712515
Symbol	ERTS
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Sector	Technology
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As filed with the Securities and Exchange Commission on August 9, 2011

Registration No. 333-

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

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

ELECTRONIC ARTS INC.
(Exact name of registrant as specified in its charter)

Delaware	**94-2838567**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

209 Redwood Shores Parkway
Redwood City, CA 94065
(Address registrant's principal executive offices, including zip code,)

2000 Equity Incentive Plan, as amended
2000 Employee Stock Purchase Plan, as amended
(Full title of the Plan)

Stephen G. Bené
Kyuli Oh
209 Redwood Shores Parkway
Redwood City, CA 94065
(Name and address of agent for service)

(650) 628-1500
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value $0.01 per share under the 2000 Equity Incentive Plan	10,000,000	$19.76	$197,600,000	$22,941.36
Common Stock, par value $0.01 per share under the 2000 Employee Stock Purchase Plan	3,500,000	$16.80 (3)	$58,800,000	$6,826.68
TOTAL	13,500,000	N/A	$256,400,000	$29,768.04

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock in respect of securities to be identified in the above table as a result of any stock split, stock dividend, recapitalization or other similar transaction.

(2) Estimated solely for the purposes of determining the amount of the Registration Fee pursuant to Rule 457(c) and (h) under the Securities Act based upon the average of the high and low prices of the Registrant's common stock on August 5, 2011 as reported on The NASDAQ Global Select Market.

(3) For the Employee Stock Purchase Plan, the average of the high and low prices of the Registrant's common stock on August 5, 2011 has

been multiplied by 85%, which is the percentage of the trading price applicable to purchases under the Employee Stock Purchase Plan.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is filed by Electronic Arts Inc., a Delaware corporation (the "Registrant"), to register 10,000,000 shares of its common stock, par value $0.01 per share (the "Common Stock"), issuable under the 2000 Equity Incentive Plan, as amended and 3,500,000 shares of Common Stock, issuable under the 2000 Employee Stock Purchase Plan, as amended.

Pursuant to General Instruction E, the contents of Registrant's Form S-8 Registration Statement, No. 333-39432, filed on June 16, 2000; Registrant's Form S-8 Registration Statement, No. 333-44222, filed on August 21, 2000; Registrant's Form S-8 Registration Statement, No. 333-67430, filed on August 13, 2001; Registrant's Form S-8 Registration Statement, No. 333-99525, filed on September 13, 2002; Registrant's Form S-8 Registration Statement, No. 333-107710, filed on August 6, 2003; Registrant's Form S-8 Registration Statement, No. 333-117990, filed on August 6, 2004; Registrant's Form S-8 Registration Statement, No. 333-127156, filed on August 3, 2005; Registrant's Form S-8 Registration Statement, No. 333-138532, filed on November 8, 2006; Registrant's Form S-8 Registration Statement, No. 333-145182, filed on August 7, 2007; Registrant's Form S-8 Registration Statement, No. 333-152757, filed on August 4, 2008; Registrant's Form S-8 Registration Statement, No. 333-161229, filed on August 10, 2009, and Registrant's Form S-8 Registration Statement, No. 333-168680, filed on August 9, 2010 are hereby incorporated by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which have previously been filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein and shall be deemed to be a part hereof:

(1) The Registrant's latest Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's latest annual report or prospectus referred to in (1) above; and

(3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission under Section 12 of the Exchange Act together with any amendment or report filed with the Commission for the purpose of updating such disclosure.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents.

ITEM 5. EXPERTS

The validity of the issuance of the shares of Common Stock offered hereby will be passed upon for the Registrant by Stephen G. Bené, Senior Vice President, General Counsel and Secretary of the Registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The provisions of Section 145 of the Delaware General Corporation Law and Article 6 of the Registrant's Amended and Restated Bylaws provide for indemnification for expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any person is or was a director, officer or employee of the Registrant. This indemnification may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities arising under the Securities Act of 1933, as amended. In addition, Article 7 of the Registrant's Amended and Restated Certificate of Incorporation provides that the Registrant's directors shall not be personally liable to the Registrant or its stockholders for

monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transactions for which the director derived an improper personal benefit. Article 7 of the Registrant's Amended and Restated Certificate of Incorporation further provides that if any amendment to the Delaware General Corporation Law further eliminates or limits the liability of a director of a corporation incorporated in Delaware, the liability of the Registrant's directors shall be eliminated to the fullest extent then permissible under Delaware law. The Registrant has entered into indemnity agreements with each of its current directors to give such directors additional contractual assurances regarding the scope of indemnification and liability limitation set forth in the Delaware General Corporation Law and the Registrant's Certificate of Incorporation and Bylaws. The Registrant maintains an insurance policy against claims regarding errors or omissions of any of Registrant's directors or executive officers while acting within the scope of their duties to the Registrant.

ITEM 8. EXHIBITS

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

5.1	Opinion of Stephen G. Bené, Senior Vice President, General Counsel and Secretary
10.1*	Registrant's 2000 Equity Incentive Plan, as amended, and related documents (incorporated by reference to Exhibit 10.1 of the Registrant's Current report on Form 8-K as filed on July 29, 2011 File No. 000-17948)
10.2*	Registrant's 2000 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.2 of the Registrant's Current report on Form 8-K as filed on July 29, 2011 File No. 000-17948)
15.1	Letter re: Unaudited Interim Financial Information
23.1	Consent of Stephen G. Bené, Senior Vice President, General Counsel and Secretary (included in Exhibit 5.1)
23.2	Consent of KPMG LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (contained on signature page hereto)

* Incorporated by reference

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Redwood City, State of California, on this 9th day of August, 2011.

ELECTRONIC ARTS INC.

By: /s/ Stephen G. Bené
Stephen G. Bené
Senior Vice President, General Counsel and Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Eric F. Brown and Stephen G. Bené and each of them, 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 all 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 and about the premises, as fully to all intents and purposes as he or it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their 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 by the following persons in the capacities and on the dates indicated:

Name	Title	Date
Chief Executive Officer:		
/s/ John S. Riccitiello **John S. Riccitiello**	Chief Executive Officer	August 9, 2011
Principal Financial Officer:		
/s/ Eric F. Brown **Eric F. Brown**	Executive Vice President, Chief Financial Officer	August 9, 2011
Principal Accounting Officer:		
/s/ Kenneth A. Barker **Kenneth A. Barker**	Senior Vice President, Chief Accounting Officer	August 9, 2011
Directors:		
/s/ Leonard S. Coleman **Leonard S. Coleman**	Director	August 9, 2011
/s/ Jeffrey T. Huber **Jeffrey T. Huber**	Director	August 9, 2011
/s/ Geraldine B. Laybourne **Geraldine B. Laybourne**	Director	August 9, 2011
/s/ Gregory B. Maffei **Gregory B. Maffei**	Director	August 9, 2011
/s/ Vivek Paul **Vivek Paul**	Director	August 9, 2011

/s/ Lawrence F. Probst III **Lawrence F. Probst III**	Chairman of the Board	August 9, 2011
/s/ John S. Riccitiello **John S. Riccitiello**	Director	August 9, 2011
/s/ Richard A. Simonson **Richard A. Simonson**	Director	August 9, 2011
/s/ Linda J. Srere **Linda J. Srere**	Director	August 9, 2011
/s/ Luis A. Ubiñas **Luis A. Ubiñas**	Director	August 9, 2011

INDEX TO EXHIBITS

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24.1	Power of Attorney (contained on signature page hereto)

* Incorporated by reference

Exhibit 5.1
(Includes Exhibit 23.1)

August 9, 2011

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

Re: Electronic Arts Inc. (" EA ")

Registration Statement on Form S-8

Ladies/Gentlemen:

I am an attorney licensed to practice law in the state of California and I am Senior Vice President, General Counsel and Secretary of EA. I have examined EA's Registration Statement on Form S-8 (the " Registration Statement ") to be filed by EA on or about August 9, 2011 in connection with the registration under the Securities Act of 1933, as amended, of 10,000,000 shares of Common Stock that may be sold by EA to eligible employees and directors of EA pursuant to EA's 2000 Equity Incentive Plan, as amended and 3,500,000 shares of Common Stock that may be sold by EA to eligible employees of EA pursuant to EA's 2000 Employee Stock Purchase Plan, as amended (the " Plans ").

As General Counsel for EA, I have examined the proceedings taken by EA in connection with the Plans and the shares being registered hereby.

It is my opinion that the 13,500,000 shares of Common Stock that may be issued and sold by EA pursuant to the Plans, when issued and sold in accordance with the terms set forth in the Plans, as applicable, will be 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 all references to this opinion, if any, in the Registration Statement and amendments thereto.

Very truly yours,

/s/ Stephen G. Bené

Stephen G. Bené
Senior Vice President,
General Counsel and Secretary

Exhibit 15.1

Awareness Letter of KPMG LLP, Independent Registered Public Accounting Firm

August 9, 2011

The Board of Directors and Stockholders
Electronic Arts Inc.

With respect to this registration statement on Form S-8 of Electronic Arts Inc., we acknowledge our awareness of the incorporation by reference therein of our report dated August 9, 2011 related to our review of the unaudited condensed consolidated interim financial information of Electronic Arts Inc. and subsidiaries that is included in its Form 10-Q for the three-month period ended July 2, 2011.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

August 9, 2011

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Electronic Arts Inc.:

We consent to the use of our reports dated May 24, 2011 with respect to the consolidated balance sheets of Electronic Arts Inc. and subsidiaries as of April 2, 2011 and April 3, 2010, and the related consolidated statements of operations, stockholders' equity and comprehensive loss, and cash flows for each of the years in the three-year period ended April 2, 2011, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of April 2, 2011, incorporated herein by reference.

/s/ KPMG LLP

Mountain View, California
August 9, 2011