

INTEGRATED DEVICE TECHNOLOGY INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/19/17

Address	6024 SILVER CREEK VALLEY ROAD SAN JOSE, CA 95138
Telephone	4082848200
CIK	0000703361
Symbol	IDTI
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	03/30

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INTEGRATED DEVICE TECHNOLOGY, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

94-2669985
(I.R.S. Employer
Identification Number)

**6024 Silver Creek Valley Road
San Jose, California 95138**
(Address of Principal Executive Offices including Zip Code)

Amended and Restated Integrated Device Technology, Inc. 2004 Equity Plan
(Full Title of the Plan)

Matthew Brandalise, Esq.
General Counsel and Secretary
Integrated Device Technology, Inc.
6024 Silver Creek Valley Road
San Jose, CA 95138
(408) 284-8200

Copy To:
Mark V. Roeder, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

(Name and Address, Including Zip Code, and 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, smaller reporting company, or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-Accelerated Filer (Do not check if a smaller reporting company)
Emerging growth company

Accelerated Filer
Smaller Reporting Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, \$0.001 Par Value	4,500,000(2)	\$23.01	\$103,545,000.00	\$12,000.87

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional shares of the Registrant’s common stock that become issuable under the Integrated Device Technology, Inc. 2004 Equity Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Represents the additional shares of common stock available for future issuance under the Plan as of September 22, 2015 resulting from stockholder approval at the Registrant’s annual meeting on that date to amend and restate the Plan to, in part, increase the number of shares reserved for issuance thereunder.
- (3) This estimate is made pursuant to Rule 457(h) of the Securities Act solely for purpose of calculating the registration fee for the securities registered hereunder based on the average of the high and the low prices for the Registrant’s common stock as reported on The NASDAQ Global Select Market on May 18, 2017.

**Proposed sale to take place as soon after the effective date of the
registration statement as awards under the plan are exercised and/or vest.**

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to registration statements on Form S-8 (collectively, the “Prior Registration Statements”) filed with the Securities and Exchange Commission (the “SEC”), Integrated Device Technology, Inc. (the “Registrant”) registered an aggregate of 41,800,000 shares of its common stock issuable under the Plan as set forth below:

<u>Filing Date</u>	<u>File No.</u>	<u>Number of Shares Registered</u>
January 21, 2005	333-122231	2,500,000
September 16, 2005	333-128376	17,000,000
October 25, 2006	333-138205	5,000,000
October 28, 2008	333-154776	4,000,000
November 19, 2010	333-170748	8,300,000
March 17, 2014	333-194629	5,000,000

The Registrant is hereby registering an additional 4,500,000 shares of its common stock issuable under the Plan. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated by reference herein; except for Items 3 and 8 which are being updated by this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this registration statement, Integrated Device Technology, Inc. is sometimes referred to as “Registrant,” “we,” “us” or “our.”

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended April 2, 2017, filed with the SEC on May 19, 2017.
- (b) The Registrant’s Current Report on Form 8-K, filed with the SEC on April 4, 2017.

(c) All other reports filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the annual report referred to above.

(d) The description of the Registrant’s common stock contained in the Registrant’s registration statement on Form 8-A (Registration No. 001-12695), filed with the SEC under Section 12(b) of the Exchange Act on July 23, 1984, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of this registration statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

INDEX TO EXHIBITS

EXHIBIT

- | | |
|------|--|
| 4.1 | Restated Certificate of Incorporation, as amended to date (1) |
| 4.2 | Amended and Restated Bylaws (2) |
| 5.1 | Opinion of Latham & Watkins LLP |
| 23.1 | Consent of Latham & Watkins LLP (included in Exhibit 5.1) |
| 23.2 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm |
| 24.1 | Powers of Attorney (included in the signature page to this registration statement) |
| 99.1 | Amended and Restated Integrated Device Technology, Inc. 2004 Equity Plan (3) |
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- (1) Previously filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, filed with the SEC on May 21, 2012, and incorporated by reference herein.
 - (2) Previously filed as Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q, filed with the SEC on November 6, 2013, and incorporated by reference herein.
 - (3) Previously filed as Exhibit 10.18 to the Registrant's Annual Report on Form 10-K, filed with the SEC on May 19, 2017, and incorporated by reference herein.

140 Scott Drive
 Menlo Park, California 94025
 Tel: +1.650.328.4600 Fax: +1.650.463.2600
 www.lw.com

LATHAM & WATKINS LLP

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May 19, 2017

Integrated Device Technology, Inc.
 6024 Silver Creek Valley Road
 San Jose, California 95138

Re: Registration Statement on Form S-8; 4,500,000 shares of Common Stock, par value \$0.001 per share

Ladies and Gentlemen:

We have acted as special counsel to Integrated Device Technology, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of 4,500,000 shares of Common Stock of the Company, par value \$0.001 per share (the “*Shares*”), issuable under the Company’s Amended and Restated 2004 Equity Plan (as amended, the “*Plan*”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on May 19, 2017 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the

LATHAM & WATKINS LLP

agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 19, 2017 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Integrated Device Technology, Inc.'s Annual Report on Form 10-K for the year ended April 2, 2017.

/s/ PricewaterhouseCoopers LLP

San Jose, California
May 19, 2017