

INPHI Corp

Form S-8

February 29, 2016

As filed with the Securities and Exchange Commission on February 29, 2016

Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

INPHI CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	77-0557980
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2953 Bunker Hill Lane, Suite 300	95054
Santa Clara, CA	(Zip Code)
(Address of principal executive offices)	

Inphi Corporation 2010 Stock Incentive Plan

(as amended and restated on February 22, 2011)

(Full title of the plan)

Ford Tamer
 President and Chief Executive Officer
 Inphi Corporation
 2953 Bunker Hill Lane, Suite 300
 Santa Clara, CA 95054
 (408) 217-7300

Copy to:

Allison Leopold Tilley, Esq.

Pillsbury Winthrop Shaw Pittman LLP
 2550 Hanover Street
 Palo Alto, CA 94304
 (650) 233-4500

(Name, address and telephone
 number 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 definitions of “large accelerated filer,” “accelerated filer” and “small reporting company” in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if smaller
 reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered ⁽¹⁾	Amount To Be Registered ⁽²⁾	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price	
Common Stock, par value \$0.001 per share	1,969,463	\$25.13	\$49,492,605	\$4,984

(1) The securities to be registered include options and rights to acquire Common Stock.

(2) Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.

(3) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the “Securities Act”), solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on February 26, 2016.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission, or the SEC, on May 6, 2015 (File No. 333-203906), March 5, 2014 (File No. 333-194339), March 7, 2013 (File No. 333-187108), January 31, 2012 (File No. 333-179270) and November 16, 2010 (File No. 333-170629) are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents and information previously filed with the SEC by the Registrant are incorporated by reference herein.

(a) Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (File No. 001-34942).

(b) The description of Registrant's Capital Stock contained in the Registrant's registration statement on Form 8-A (File No. 001-34942), filed on October 29, 2010 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including but not limited to information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K

and any certification required by 18 U.S.C. § 1350), on or after the date of this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities 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 filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Item 8. Exhibits

Exhibit No. Description

- | | |
|------|---|
| 5.1 | Opinion of Pillsbury Winthrop Shaw Pittman LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm. |
| 23.2 | Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (see page 3). |
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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Santa Clara, State of California, on the 29 day of February, 2016.

INPHI CORPORATION

By	/s/ Ford Tamer Ford Tamer President and Chief Executive Officer
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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ford Tamer and John Edmunds and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, to this Registration Statement on Form S-8, and to file the same, with 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
/s/ Ford Tamer Ford Tamer	President, Chief Executive Officer (Principal Executive Officer) and Director	February 29, 2016
/s/ John Edmunds	Chief Financial Officer (Principal Financial and Accounting Officer)	

John Edmunds		February 29, 2016
/s/ Diosdado P. Banatao	Chairman of the Board	February 29, 2016
Diosdado P. Banatao		
/s/ Nicholas Brathwaite	Director	February 29, 2016
Nicholas Brathwaite		
/s/ Chenming Hu	Director	February 29, 2016
Chenming Hu		
/s/ David Liddle	Director	February 29, 2016
David Liddle		
/s/ Bruce McWilliams	Director	February 29, 2016
Bruce McWilliams		
/s/ Elissa Murphy	Director	February 29, 2016
Elissa Murphy		
/s/ Sam S. Srinivasan	Director	February 29, 2016
Sam S. Srinivasan		

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