

CAVIUM NETWORKS, INC.

Form S-8

March 27, 2008

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As filed with the Securities and Exchange Commission on March 31, 2008

Registration  
No. 333-\_\_\_\_\_

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

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

**CAVIUM NETWORKS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or  
organization)

**77-0558625**

(I.R.S. Employer Identification No.)

**Cavium Networks, Inc.  
805 East Middlefield Road  
Mountain View, California 94043**

(Address of Principal Executive Offices) (Zip Code)

**2007 Equity Incentive Plan**

(Full title of the plan)

**Syed Ali**

**President and Chief Executive Officer  
Mountain View, California 94043**

(Name, and Address of Agent For Service)

**(650) 623-7000**

(Telephone number, including area code, of agent for service)

Copies to:

**Vincent P. Pangrazio, Esq.  
Cooley Godward Kronish LLP  
Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306-2155  
(650) 843-5000**

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  Smaller reporting company

(Do not check if a 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 \$0.001 per share	2,015,368 shares	\$15.83	\$31,903,275.44	\$1,253.80

- (1) Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act of 1933, as amended (the Securities Act). The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on March 20, 2008, in accordance with Rule 457(c) of the Securities Act.

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EXHIBIT 5.1

EXHIBIT 23.1

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,015,368 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Equity Incentive Plan.

**INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8**

The contents of the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission on May 18, 2007 (File No. 333-143094) are incorporated by reference herein.

**EXHIBITS**

**Exhibit  
Number**

- 4.1<sup>(1)</sup> Form of the Registrant's Common Stock Certificate
- 4.2<sup>(2)</sup> Amended and Restated Certificate of Incorporation
- 4.2<sup>(3)</sup> Amended and Restated Bylaws
- 5.1 Opinion of Cooley Godward Kronish LLP
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Cooley Godward Kronish llp. Reference is made to Exhibit 5.1.
- 24.1 Power of Attorney. Reference is made to the signature page of this Form S-8.
- 99.1<sup>(4)</sup> 2007 Equity Incentive Plan

(1) Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (333-140660), originally filed with the Commission on February 13, 2007, and incorporated by reference herein.

(2) Previously filed as Exhibit 3.3 to the Registrant's Registration

Statement on Form S-1, as amended (333-140660), originally filed with the Commission on February 13, 2007, and incorporated by reference herein.

(3) Previously filed as Exhibit 3.5 to the Registrant's Registration Statement on Form S-1, as amended (333-140660), originally filed with the Commission on February 13, 2007, and incorporated by reference herein.

(4) Previously filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (333-140660), originally filed with the Commission on February 13, 2007, and incorporated by reference herein.

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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 the City of Mountain View, State of California, on March 27, 2008.

**Cavium Networks, Inc.**

By: /s/ Syed Ali  
 Syed Ali  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

**Know All Persons By These Presents**, that each person whose signature appears below constitutes and appoints **Syed Ali** and **Arthur Chadwick**, and each or any one of them, his true and lawful attorney-in-fact and agent, 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 (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 to all intents and purposes as he 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 substitutes or substitute, 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 by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Syed Ali Syed Ali	President, Chief Operating Officer and Director ( <i>Principal Executive Officer</i> )	March 27, 2008
/s/ Arthur Chadwick Arthur Chadwick	Chief Financial Officer and Vice President of Finance and Administration ( <i>Principal Financial Officer</i> )	March 27, 2008
/s/ Kris Chellam Kris Chellam	Director	March 27, 2008
/s/ John Jarve John Jarve	Director	March 27, 2008
/s/ Anthony Pantuso Anthony Pantuso	Director	March 27, 2008
/s/ C.N. Reddy C.N. Reddy	Director	March 27, 2008
/s/ Anthony Thornley Anthony Thornley	Director	March 27, 2008

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