

INPHI Corp  
Form S-8  
March 05, 2014

As filed with the Securities and Exchange Commission on March 5, 2014

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**  
(State or other jurisdiction of  
incorporation or organization)

**77-0557980**  
(I.R.S. Employer  
Identification No.)

**2953 Bunker Hill Lane, Suite 300**

**Santa Clara, CA**  
(Address of principal executive offices)

**95054**  
(Zip Code)

**Inphi Corporation 2010 Stock Incentive Plan**

(Full title of the plans)

*Copy to:*

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

**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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

# **CALCULATION OF REGISTRATION FEE**

Title of Securities	Amount	Proposed	Proposed	Amount of
		Maximum	Maximum	
To Be Registered <sup>(1)</sup>	To Be Registered <sup>(2)</sup>	Offering Price	Offering Price	Registration Fee
Common Stock, par value \$0.001 per share:	1,512,221	Per Share <sup>(3)</sup> \$13.645	\$20,634,256	\$2,658

- (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 March 4, 2014.

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

INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8

**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 March 7, 2013 (File No. 333-187108) 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 (File No. 001-34942) for the fiscal year ended December 31, 2013.
- (b) The description of Registrant's Capital Stock contained in Registrant's registration statement on Form 8-A, 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 of 1934, as amended (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**

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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 2).

## 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 5th day of March, 2014.

### INPHI CORPORATION

By /s/ Ford Tamer  
Ford Tamer

President and Chief Executive Officer

### 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.

Name	Title	Date
/s/ Ford Tamer	President, Chief Executive Officer	March 5,
Ford Tamer	(Principal Executive Officer) and Director	2014
/s/ John Edmunds	Chief Financial Officer (Principal	March 5,
John Edmunds	Financial and Accounting Officer)	2014
/s/ Diosdado P. Banatao	Chairman of the Board	March 5,
Diosdado P. Banatao		2014
/s/ Nicholas Brathwaite	Director	March 5,
Nicholas Brathwaite		2014

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/s/ Chenming Hu	Director	March 5, 2014
Chenming Hu		
/s/ David Liddle	Director	March 5, 2014
David Liddle		
/s/ Bruce McWilliams	Director	March 5, 2014
Bruce McWilliams		
/s/ Sam S. Srinivasan	Director	March 5, 2014
Sam S. Srinivasan		

**INDEX TO EXHIBITS**

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