

WIND RIVER SYSTEMS INC
Form S-8 POS
June 24, 2005

As filed with the Securities and Exchange Commission on June 24, 2005

Registration No. 333-06921

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WIND RIVER SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-2873391
(I.R.S. Employer
Identification No.)

500 Wind River Way
Alameda, California 94501

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(Address, including zip code, of registrant's principal executive offices)

1987 Equity Incentive Plan

1995 Non-Employee Directors' Stock Option Plan

(Full title of the plan)

Michael W. Zellner

Senior Vice President, Finance and Administration,

Chief Financial Officer and Secretary

Wind River Systems, Inc.

500 Wind River Way

Alameda, California 94501

(510) 748-4100

(Name, address, and telephone number, including area code, of agent for service)

EXPLANATORY STATEMENT

On June 26, 1996, Wind River Systems, Inc. (the Registrant) registered an aggregate of 3,375,000 shares of its common stock (as adjusted for stock splits) of which 2,362,500 shares (as adjusted for stock splits) were registered for issuance under the Registrant s 1987 Equity Incentive Plan and of which 337,500 shares (as adjusted for stock splits) were registered for issuance under the Registrant s 1995 Non-Employee Directors Stock Option Plan (collectively referred herein to as the Plans) on a registration statement on Form S-8 (File No. 333-06921).

On June 8, 2005, the Registrant s stockholders approved the Wind River Systems, Inc. 2005 Equity Incentive Plan (the 2005 Plan) that replaces the Plans. Under the 2005 Plan, the Registrant carried forward 764,692 shares of its common stock (as adjusted for stock splits) that remained unissued under the Plans (the Unissued Shares). The Registrant is filing this post-effective amendment to deregister the Unissued Shares. The Unissued Shares deregistered by this post-effective amendment will be registered on a subsequently filed registration statement on Form S-8 for the 2005 Plan. The deregistration of the Unissued Shares shall be effective immediately upon the filing of this post-effective amendment.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alameda, State of California, on this 24th day of June, 2005.

WIND RIVER SYSTEMS, INC.

By: /s/ Michael W. Zellner

Michael W. Zellner
Senior Vice President, Finance and
Administration, Chief Financial Officer

and Secretary

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT ON FORM S-8 HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Kenneth R. Klein _____ Kenneth R. Klein	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	June 24, 2005
/s/ Michael W. Zellner _____ Michael W. Zellner	Senior Vice President of Finance and Administration, Chief Financial Officer and Secretary (principal financial and accounting officer)	June 24, 2005
/s/ Narendra K. Gupta _____ Narendra K. Gupta	Vice Chairman of the Board	June 24, 2005
/s/ John C. Bolger _____ John C. Bolger	Director	June 24, 2005
/s/ William B. Elmore _____ William B. Elmore	Director	June 24, 2005
/s/ Jerry L. Fiddler _____ Jerry L. Fiddler	Director	June 24, 2005
/s/ Grant M. Inman _____ Grant M. Inman	Director	June 24, 2005

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/s/ Harvey C. Jones

Director

June 24, 2005

Harvey C. Jones

Director

Standish H. O Grady