

EMC CORP  
Form S-8  
November 06, 2009

As filed with the Securities and Exchange Commission on November 6, 2009

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**EMC CORPORATION**

(Exact name of registrant as specified in its charter)

**Massachusetts**

(State or other jurisdiction of incorporation or organization)

**04-2680009**

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

**176 South Street, Hopkinton, Massachusetts 01748**

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(Address of Principal Executive Offices)

**FastScale Technology, Inc. 2006 Stock Incentive Plan**

**Kazeon Systems, Inc. 2003 Stock Plan (as amended)**

**Kazeon Systems, Inc. 2008 Equity Incentive Plan (as amended)**

(Full title of the plan(s))

**Paul T. Dacier, Esq.**

**Executive Vice President and General Counsel**

**EMC Corporation**

**176 South Street**

**Hopkinton, Massachusetts 01748**

(Name and Address of Agent for Service)

**(508) 435-1000**

(Telephone number, including area code for 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be</b>               | <b>Amount to be</b>  | <b>Proposed maximum</b>   | <b>Proposed</b>           | <b>Amount of</b>    |
|--|----------------------|---------------------------|---------------------------|---------------------|
|  |                      | <b>offering price per</b> | <b>maximum aggregate</b>  | <b>registration</b> |
| <b>Registered</b>                              | <b>registered(1)</b> | <b>share (2)</b>          | <b>offering price (2)</b> | <b>fee (2)</b>      |
| Common Stock,<br>\$0.01 par value per<br>share | 1,100                | \$16.36                   | \$17,996.00               | \$1.00              |

- (1) This Registration Statement covers 1,100 shares of Common Stock that may be issued pursuant to awards assumed by the Registrant granted under the FastScale Technology, Inc. 2006 Stock Incentive Plan, the Kazeon Systems, Inc. 2003 Stock Plan (as amended) and the Kazeon Systems, Inc. 2008 Equity Incentive Plan (as amended). Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of Common Stock in respect of the securities identified above that become issuable by reason of any stock dividend, stock split, capitalization or other similar transaction.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on November 3, 2009.

**EXPLANATORY NOTE**

The Registrant filed a Registration Statement on Form S-8, with the Securities and Exchange Commission on September 23, 2009 (File No. 333-162075) (the Original Registration Statement ), which registered a total of 333,500 shares of the Registrant's common stock, par value \$.01 per share (the Common Stock ) which may be issued pursuant to awards assumed by the Registrant granted under the FastScale Technology, Inc. 2006 Stock Incentive Plan, the Kazeon Systems, Inc. 2003 Stock Plan (as amended) and the Kazeon Systems, Inc. 2008 Equity Incentive Plan (as amended) (collectively, the Plans ). The purpose of this Registration Statement is to register an additional 1,100 shares of Common Stock which may be issued pursuant to the Plans. The contents of the Original Registration Statement are hereby incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

The legality of the shares of Common Stock being registered pursuant to this Registration Statement will be passed upon for the Registrant by Paul T. Dacier, Executive Vice President and General Counsel of the Registrant. Mr. Dacier holds options to purchase Common Stock, owns shares of Common Stock and is eligible to participate in the Registrant's equity plans.

**Item 8. Exhibits.**

The following exhibits are filed as part of or incorporated by reference into this Registration Statement:

- 5.1 Opinion of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant, as to the legality of the securities being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant (contained in the opinion filed as Exhibit 5.1 to this Registration Statement).

**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 Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Hopkinton, Commonwealth of Massachusetts, on November 6, 2009.

**EMC CORPORATION**

By: /s/ PAUL T. DACIER  
**Paul T. Dacier**  
**Executive Vice President and General Counsel**

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of November 6, 2009.

| <b>Signatures</b>                                  | <b>Title</b>   |
|--|--|
| /s/ *JOSEPH M. TUCCI<br><b>Joseph M. Tucci</b>     | Chairman, President and Chief Executive Officer<br><i>(Principal Executive Officer)</i>      |
| /s/ *DAVID I. GOULDEN<br><b>David I. Goulden</b>   | Executive Vice President and Chief Financial Officer<br><i>(Principal Financial Officer)</i> |
| /s/ *MARK A. LINK<br><b>Mark A. Link</b>           | Senior Vice President and Chief Accounting Officer<br><i>(Principal Accounting Officer)</i>  |
| /s/ *MICHAEL W. BROWN<br><b>Michael W. Brown</b>   | Director   |
| /s/ *RANDOLPH L. COWEN<br><b>Randolph L. Cowen</b> | Director   |
| /s/ *MICHAEL J. CRONIN<br><b>Michael J. Cronin</b> | Director   |
| /s/ *GAIL DEEGAN<br><b>Gail Deegan</b>             | Director   |
| /s/ *JOHN R. EGAN<br><b>John R. Egan</b>           | Director   |

[SIGNATURE PAGE TO REGISTRATION STATEMENT ON FORM S-8]

|  |          |
|--|----------|
| /s/ *W. PAUL FITZGERALD<br><b>W. Paul Fitzgerald</b> | Director |
| /s/ *EDMUND F. KELLY<br><b>Edmund F. Kelly</b>       | Director |
| /s/ *WINDLE B. PRIEM<br><b>Windle B. Priem</b>       | Director |
| /s/ *PAUL SAGAN<br><b>Paul Sagan</b>                 | Director |
| /s/ *DAVID STROHM<br><b>David Strohm</b>             | Director |

\*By: /s/ PAUL T. DACIER  
Paul T. Dacier, as attorney-in-fact for each of the  
persons indicated pursuant to Power of Attorney  
filed with the Original Registration Statement

[SIGNATURE PAGE TO REGISTRATION STATEMENT ON FORM S-8]

EXHIBIT INDEX

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