

SUN MICROSYSTEMS, INC.  
Form S-8 POS  
November 09, 2007

As filed with the Securities and Exchange Commission on November 9, 2007

Registration No. 333-101323

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**SUN MICROSYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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

**94-2805249**  
(I.R.S. Employer  
Identification No.)

**4150 Network Circle**

**Santa Clara, California 95054**

**(650) 960-1300**

(Address and telephone number of Registrant's principal executive offices)

**Jonathan I. Schwartz**

**Chief Executive Officer**

**Sun Microsystems, Inc.**

**4150 Network Circle**

**Santa Clara, California 95054**

**(650) 960-1300**

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

**SUN MICROSYSTEMS, INC.**

**1990 LONG TERM EQUITY INCENTIVE PLAN**

(Full title of the plan)

*Copy of communications to:*

**William L. Neff, Esq.**

**Hogan & Hartson LLP**

**Columbia Square**

**555 Thirteenth Street, N.W.**

**Washington, DC 20004-1109**

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 Registration No. 333-101323 (the "Registration Statement"), is being filed to deregister certain shares of common stock, par value \$0.00067 per share (the "Common Stock"), of Sun Microsystems, Inc. (the "Company") that were registered for issuance pursuant to the Sun Microsystems, Inc. 1990 Long Term Equity Incentive Plan (the "1990 Plan"). The Company registered an aggregate of 1,287,475,000 shares (share number adjusted to reflect stock splits) of Common Stock for issuance under the 1990 Plan pursuant to eight registration statements on Form S-8 filed with the Securities and Exchange Commission on December 14, 1990 (Registration No. 33-38220), November 23, 1994 (Registration No. 33-56577), March 6, 1996 (Registration No. 333-01459), November 12, 1998 (Registration No. 333-67183), November 12, 1999 (Registration No. 333-90907), November 13, 2000 (Registration No. 333-49788), November 13, 2001 (Registration No. 333-73218) and November 20, 2002 (Registration No. 333-101323). The Company has adopted a new equity-based plan, the 2007 Omnibus Incentive Plan (the "2007 Plan"), which provides that the shares of Common Stock that are available for future awards under the 1990 Plan may be transferred and reserved for issuance under the 2007 Plan. A total of 275,348,531 shares of Common Stock were available for future awards under the 1990 Plan as of November 8, 2007.

Accordingly, pursuant to General Instruction E to Form S-8, this Post-Effective Amendment No. 1 is being filed to deregister 275,348,531 shares of Common Stock previously registered for issuance under the 1990 Plan and to move those shares to a new Form S-8 Registration Statement (No. 333-\_\_\_\_\_) filed by the Company for shares issuable under the 2007 Plan.

**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 Post-Effective Amendment No. 1 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 Santa Clara, state of California on the November 9, 2007.

**SUN MICROSYSTEMS, INC.**

By: /s/ Michael E. Lehman  
 Michael E. Lehman  
 Chief Financial Officer and  
 Executive Vice President,  
 Corporate Resources

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Scott G. McNealy  <b>(Scott G. McNealy)</b>	Chairman of the Board of Directors	November 9, 2007
/s/ Jonathan I. Schwartz  <b>(Jonathan I. Schwartz)</b>	Chief Executive Officer, President and Director (Principal Executive Officer)	November 9, 2007
/s/ Michael E. Lehman  <b>(Michael E. Lehman)</b>	Chief Financial Officer and Executive Vice President, Corporate Resources (Principal Financial Officer)	November 9, 2007
/s/ V. Kalyani Chatterjee  <b>(V. Kalyani Chatterjee)</b>	Vice President and Corporate Controller  (Principal Accounting Officer)	November 9, 2007
/s/ James L. Barksdale  <b>(James L. Barksdale)</b>	Director	November 9, 2007
/s/ Stephen M. Bennett  <b>(Stephen M. Bennett)</b>	Director	November 9, 2007
/s/ Peter L.S. Currie  <b>(Peter L.S. Currie)</b>	Director	November 9, 2007

/s/ Robert J. Finocchio, Jr. Director November 9, 2007

**(Robert J. Finocchio, Jr.)**

/s/ Michael E. Marks Director November 9, 2007

**(Michael E. Marks)**

Director

**(Patricia E. Mitchell)**

/s/ M. Kenneth Oshman Director November 9, 2007

**(M. Kenneth Oshman)**

/s/ P. Anthony Ridder Director November 9, 2007

**(P. Anthony Ridder)**