

WIND RIVER SYSTEMS INC  
Form S-8 POS  
July 16, 2009

As filed with the Securities and Exchange Commission on July 16, 2009

Registration No. 333-112156

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2**  
**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 Number)

**500 WIND RIVER WAY**

**ALAMEDA, CALIFORNIA 94501**

**(510) 748-4100**

(Address and telephone number, including area code, of principal executive offices)

**1998 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Ian R. Halifax**

**Senior Vice President of Finance and Administration,**

**Chief Financial Officer and Director**

**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)

*With Copies to:*

**Aaron J. Alter, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

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**Palo Alto, California 94304**

**(650) 493-9300**

**DEREGISTRATION OF SHARES**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 (Registration No. 333-112156) previously filed by Wind River Systems, Inc., a Delaware corporation (the **Registrant** ), on January 23, 2004, as amended by that certain Post-Effective Amendment No. 1 to Form S-8 filed on June 24, 2005 (the **Registration Statement** ).

On July 16, 2009, pursuant to the terms of that certain Agreement and Plan of Merger, dated as of June 4, 2009, by and among the Registrant, Intel Corporation, a Delaware corporation ( **Parent** ), and APC II Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Parent ( **Purchaser** ), Purchaser merged with and into the Registrant (the **Merger** ) with the Registrant continuing after the Merger as the surviving corporation. As a result of the Merger, the Registrant has terminated all offerings of securities pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with an undertaking made by the Registrant to remove from registration, by means of a post-effective amendment, any securities registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration all securities registered under the Registration Statement that remain unsold as of the effective time of the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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. 2 to the Registration Statement on Form S-8 (Registration No. 333-112156) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alameda, State of California, on the 16th day of July, 2009.

**WIND RIVER SYSTEMS, INC.**

By: /s/ Ian R. Halifax  
 Ian R. Halifax  
 Senior Vice President of Finance and

Administration, Chief Financial Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 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/ Kenneth R. Klein	President and Director	July 16, 2009
Kenneth R. Klein	(Principal Executive Officer)	
/s/ Ian R. Halifax	Senior Vice President of Finance and Administration,	July 16, 2009
Ian R. Halifax	Chief Financial Officer and Director	
	(Principal Financial Officer)	
/s/ Jane E. Bone	Chief Accounting Officer	July 16, 2009
Jane E. Bone	(Principal Accounting Officer)	
/s/ Renee J. James	Chairman of the Board and Director	July 16, 2009
Renee J. James		
/s/ Chi K. Miller	Director	July 16, 2009
Chi K. Miller		
/s/ Tiffany D. Silva	Director	July 16, 2009
Tiffany D. Silva		