

QUALCOMM INC/DE

Form S-8 POS

December 13, 2018

As filed with the Securities and Exchange Commission on December 12, 2018

Registration No. 333-32924

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

POST-EFFECTIVE AMENDMENT  
TO  
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QUALCOMM Incorporated  
(Exact name of registrant as specified in its charter)

Delaware 95-3685934  
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

5775 Morehouse Drive, San Diego, CA 92121-1714  
(Address of principal executive offices) (Zip Code)

SnapTrack, Inc. 1995 Stock Option Plan and non-plan stock options  
(Full title of the plan)

Steve Mollenkopf  
Chief Executive Officer  
QUALCOMM Incorporated  
5775 Morehouse Drive  
San Diego, California, 92121-1714  
(Name and address of agent for service)  
858-587-1121  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (the “Post-Effective Amendment”) relates to the Registration Statement on Form S-8 (Registration No. 333-32924) filed by QUALCOMM Incorporated (the “Company”) with the U.S. Securities and Exchange Commission on March 21, 2000 (the “Registration Statement”) to register a total of 1,555,325 shares of the Company’s common stock, par value \$0.0001 per share, for issuance of (i) up to 1,548,248 shares under the options to purchase common stock granted under the SnapTrack, Inc. 1995 Stock Option Plan assumed by the Company (the “Plan”) and (ii) up to 7,077 shares under options issued outside of the Plan that were also assumed by the Company. As of the date of this Post-Effective Amendment, the Plan has terminated, no awards remain outstanding under the Plan, no additional Shares will be issued under the Plan and the options issued outside of the Plan have terminated, are no longer outstanding and will not result in the issuance of any additional Shares.

In accordance with the Company’s undertaking in Part II, Item 9 of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all securities registered but remaining unsold, if any, under the Registration Statement and to terminate the effectiveness of the Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits

24 Power of Attorney (included in signature pages to this Registration Statement)

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**SIGNATURE**

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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on December 10, 2018.

QUALCOMM Incorporated

By: /s/ Steve Mollenkopf  
Steve Mollenkopf  
Chief Executive Officer

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## SIGNATURES AND POWER OF ATTORNEY

The officers and directors of QUALCOMM Incorporated whose signatures appear below hereby constitute and appoint Steve Mollenkopf and George S. Davis, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned this post-effective amendment to the Registration Statement on Form S-8 with respect to the SnapTrack, Inc. 1995 Stock Option Plan and the options granted outside of the Plan, both as assumed by QUALCOMM Incorporated, and any amendments thereto, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

| Signature  | Title  | Date              |
|--|--|-------------------|
| /s/ Steve Mollenkopf<br>Steve Mollenkopf         | Chief Executive Officer and Director<br>(Principal Executive Officer)                                      | December 10, 2018 |
| /s/ George S. Davis<br>George S. Davis           | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer)                      | December 10, 2018 |
| /s/ Erin L. Polek<br>Erin L. Polek               | Senior Vice President, Corporate Controller and<br>Chief Accounting Officer (Principal Accounting Officer) | December 10, 2018 |
| /s/ Barbara T. Alexander<br>Barbara T. Alexander | Director   | December 10, 2018 |
| /s/ Mark Fields<br>Mark Fields                   | Director   | December 10, 2018 |
| /s/ Jeffrey W. Henderson<br>Jeffrey W. Henderson | Chairman   | December 10, 2018 |
| /s/ Thomas W. Horton<br>Thomas W. Horton         | Director   | December 10, 2018 |
| /s/ Ann M. Livermore<br>Ann M. Livermore         | Director   | December 10, 2018 |
| /s/ Harish Manwani<br>Harish Manwani             | Director   | December 10, 2018 |
| /s/ Mark D. McLaughlin<br>Mark D. McLaughlin     | Director   | December 10, 2018 |
| /s/ Clark T. Randt, Jr.<br>Clark T. Randt, Jr.   | Director   | December 10, 2018 |
| /s/ Francisco Ros<br>Francisco Ros               | Director   | December 10, 2018 |
| /s/ Irene B. Rosenfeld<br>Irene B. Rosenfeld     | Director   | December 10, 2018 |

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/s/ Neil Smit  
Neil Smit

Director

December 10, 2018

/s/ Anthony J. Vinciguerra  
Anthony J. Vinciguerra

Director

December 10, 2018