

ARROW ELECTRONICS INC  
Form S-8  
October 31, 2012  
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As filed with the Securities and Exchange Commission on October 31, 2012.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ARROW ELECTRONICS, INC.**

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of

11 1806155  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

7459 S. Lima Street

Englewood, Colorado  
(Address of Principal Executive Offices)

80112  
(Zip Code)

Arrow Electronics, Inc. 2004 Omnibus Incentive Plan

(Full title of plan)

Peter S. Brown

Senior Vice President, General Counsel and Secretary

Arrow Electronics, Inc.

7459 S. Lima Street

Englewood, Colorado 80112

(Name and address of agent for service)

(303) 824-4000

(Telephone number, including area code, of agent for service)

*Copy to:*

Milbank, Tweed, Hadley & McCloy LLP

One Chase Manhattan Plaza

New York, New York 10005

(212) 530-5000

Attention: David J. Wolfson, Esq.

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. (Check one):

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to be Registered</b> | <b>Amount<br/>to be<br/>Registered(1)(2)</b> | <b>Proposed<br/>Maximum<br/>Offering Price<br/>Per Share(3)</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price(3)</b> | <b>Amount of<br/>Registration Fee(3)</b> |
|---|--|---|---|--|
| Common Stock (par value \$1.00 per share).  | 8,500,000 shares                             | \$34.55   | \$293,675,000   | \$40,057                                 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any of Arrow Electronics, Inc.'s (the "Company") shares of common stock, par value \$1.00 per share (the "Common Stock"), which become issuable under the Company's 2004 Omnibus Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of the Company's outstanding Common Stock.
- (2) Includes shares subject to issuance upon the exercise of stock options currently or to be issued under the Plan.
- (3) Estimated pursuant to Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, solely for the purpose of computing the registration fee, based on the average of the high and low price of Common Stock on the New York Stock Exchange on October 26, 2012.

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EXPLANATORY NOTE

This Registration Statement relates to the registration of 8,500,000 additional shares of the common stock, par value \$1.00 per share, of Arrow Electronics, Inc. (the Company) reserved for issuance pursuant to the Company's 2004 Omnibus Incentive Plan, as amended (the Plan), and consists of only those items required by General Instruction E to Form S-8.

PART I

ITEM 1. PLAN INFORMATION\*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION\*

\* Pursuant to Rule 428(b)(1) under the Securities Act, the documents containing the information specified in Part I of Form S-8 will be made available to each participant in the Arrow Electronics, Inc. 2004 Omnibus Incentive Plan (the Plan). These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II below, taken together, constitute the Section 10(a) prospectus. Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with the introductory note to Part I of Form S-8.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Securities and Exchange Commission (the Commission) allows us to incorporate by reference in this Registration Statement the information that we file with them, which means that we can disclose important information to you by referring you to those reports. Accordingly, we are incorporating by reference in this Registration Statement the documents listed below and any future filings we make with the Commission under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act):

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (File No. 001-04482);
2. Our Quarterly Report on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 29, 2012 (File No. 001-04482);
3. Our Current Reports on Form 8-K, filed October 2, 2012, August 30, 2012, July 5, 2012, June 4, 2012, May 9, 2012, April 4, 2012, February 27, 2012, February 14, 2012 and January 19, 2012 (each, File No. 001-04482);
4. Registration Statement on Form S-8 dated October 23, 2008 (File No. 333-154719) and Registration Statement on Form S-8 dated August 25, 2004 (File No. 333-118563); and

5. The description of the Company's Capital Stock contained in the registration statement relating thereto filed with the Commission pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description. All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as Incorporated Documents); provided, however, that the documents enumerated above or subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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ITEM 8. EXHIBITS

The documents listed hereunder are filed as exhibits hereto.

| Exhibit<br>No. | Description   |
|----------------|---|
| 4              | Arrow Electronics, Inc. 2004 Omnibus Incentive Plan (as amended through May 4, 2010) (incorporated herein by reference to Exhibit 10(d)(1) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011, filed with the Commission on February 1, 2012 (Commission File No. 001-04482). |
| 5              | Opinion of Milbank, Tweed, Hadley & McCloy LLP as to the legality of the Company's Common Stock.  |
| 23(a)          | Consent of Milbank, Tweed, Hadley & McCloy LLP (included in the Opinion filed as Exhibit 5 hereto).   |
| 23(b)          | Consent of Ernst & Young LLP, independent registered public accounting firm.  |
| 24             | Power of Attorney (set forth on the signature page hereof).   |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melville, New York, on October 31, 2012.

ARROW ELECTRONICS, INC.

By: /s/ Peter S. Brown

Peter S. Brown

Senior Vice President

POWER OF ATTORNEY

Each person whose signature appears below hereby severally constitutes and appoints Michael J. Long, Paul J. Reilly, and Peter S. Brown and each of them acting singly, as his or her true and lawful attorney-in-fact and agent, with full and several power of substitution and resubstitution, to sign for him or her and in his or her name, place and stead in any and all capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all post-effective amendments and supplements to the said Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.



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Pursuant to the requirement of the Securities Act of 1933, this Registration Statement or amendment thereto has been signed below by the following persons in the capacities and on the date indicated below.

| SIGNATURE              | TITLE   | DATE             |
|------------------------|---|------------------|
| /s/ Michael J. Long    |   |                  |
| Michael J. Long        | Chairman, President, and Chief Executive Officer                            | October 31, 2012 |
| /s/ Paul J. Reilly     |   |                  |
| Paul J. Reilly         | Executive Vice President, Finance & Operations, and Chief Financial Officer | October 31, 2012 |
| /s/ Jeff Pinkerman     |   |                  |
| Jeff Pinkerman         | Vice President, Corporate Controller, and Chief Accounting Officer          | October 31, 2012 |
| /s/ Barry W. Perry     |   |                  |
| Barry W. Perry         | Lead Independent Director   | October 31, 2012 |
| /s/ Philip K. Asherman |   |                  |
| Philip K. Asherman     | Director  | October 31, 2012 |
| /s/ Gail E. Hamilton   |   |                  |
| Gail E. Hamilton       | Director  | October 31, 2012 |
| /s/ John N. Hanson     |   |                  |
| John N. Hanson         | Director  | October 31, 2012 |
| /s/ Richard S. Hill    |   |                  |
| Richard S. Hill        | Director  | October 31, 2012 |

Richard S. Hill

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/s/ Fran Keeth

|            |          |                  |
|------------|----------|------------------|
| Fran Keeth | Director | October 31, 2012 |
|------------|----------|------------------|

/s/ Andrew C. Kerin

|                 |          |                  |
|-----------------|----------|------------------|
| Andrew C. Kerin | Director | October 31, 2012 |
|-----------------|----------|------------------|

/s/ Stephen C. Patrick

|                    |          |                  |
|--------------------|----------|------------------|
| Stephen C. Patrick | Director | October 31, 2012 |
|--------------------|----------|------------------|

/s/ John C. Waddell

|                 |          |                  |
|-----------------|----------|------------------|
| John C. Waddell | Director | October 31, 2012 |
|-----------------|----------|------------------|

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