

ATHEROS COMMUNICATIONS INC  
Form S-8  
March 10, 2006

As filed with the Securities and Exchange Commission on March 10, 2006

Registration No. 333-\_\_\_\_\_

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

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

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**ATHEROS COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>77-0485570</b> (I.R.S. Employer Identification No.)
<b>5480 Great America Parkway</b>  <b>Santa Clara, California</b> (Address of principal executive offices)	<b>95054</b> (Zip Code)

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**Atheros Communications, Inc. 2004 Stock Incentive Plan, and**  
**Atheros Communications, Inc. 2004 Employee Stock Purchase Plan**

(Full title of the plans)

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**Dr. Craig H. Barratt**

**President and Chief Executive Officer**

**Atheros Communications, Inc.**

**5480 Great America Parkway**

**Santa Clara, CA 95054**

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

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*Copy to:*

**Davina K. Kaile, Esq.**

**Pillsbury Winthrop Shaw Pittman LLP**

**2475 Hanover Street**

**Palo Alto, CA 94304**

**(650) 233-4500**

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities To Be Registered<sup>(1)</sup></b>	<b>Amount To Be Registered<sup>(2)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(3)</sup></b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0005 per share: To be issued under the Atheros Communications, Inc. 2004 Stock Incentive Plan	2,505,156	\$22.76	\$57,017,351	\$6,101
Common Stock, par value \$0.0005 per share: To be issued under the Atheros Communications, Inc. 2004 Employee Stock Purchase Plan	622,427	\$22.76	\$14,166,439	\$1,516
Total Registration Fee	N/A	N/A	N/A	\$7,617

- (1) The securities to be registered include options and rights to acquire Common Stock.
- (2) Calculated pursuant to General Instruction E to Form S-8. Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the Securities Act), solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on March 6, 2006.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.



INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8

**General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on February 26, 2004 (File No. 333-113100) is hereby incorporated by reference.

Part II

**Incorporation of Documents by Reference**

The following documents previously filed by Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (1) Registrant's Annual Report on Form 10-K (File No. 0-50534) for the year ended December 31, 2005.
- (2) Registrant's Current Reports on Form 8-K (File No. 0-50534) filed with the Commission on January 23, 2006, January 31, 2006, and March 7, 2006.
- (3) The description of Registrant's Common Stock contained in Registrant's registration statement on Form 8-A, filed December 30, 2003 (File No. 0-50534) pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished under Item 2.02 or 7.01 of Form 8-K), prior to the filing of a post-effective amendment 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 to be a part hereof from the date of filing of such documents.

EXHIBITS

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 2).
99.1*	Atheros Communications, Inc. 2004 Stock Incentive Plan.
99.2**	Atheros Communications, Inc. 2004 Employee Stock Purchase Plan.

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\* Incorporated by reference to Exhibit 10.3 to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 (File No. 333-110807).

\*\* Incorporated by reference to Exhibit 10.4 to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 (File No. 333-110807).

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 to be signed on its behalf by the undersigned, thereunto duly authorized in Santa Clara, State of California, on the 10th day of March, 2006.

ATHEROS COMMUNICATIONS, INC.

By */s/ Craig H. Barratt*  
 Craig H. Barratt  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Craig H. Barratt and Jack R. Lazar and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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

<b>Name</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Craig H. Barratt</i>	President, Chief Executive Officer and Director (Principal Executive Officer)	March 10, 2006
Craig H. Barratt		
<i>/s/ Jack R. Lazar</i>	Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	March 10, 2006
Jack R. Lazar		
<i>/s/ David D. Torre</i>	Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 10, 2006
David D. Torre		
<i>/s/ John L. Hennessy</i>	Chairman of the Board	March 10, 2006
John L. Hennessy		
<i>/s/ Daniel A. Artusi</i>	Director	March 10, 2006
Daniel A. Artusi		
<i>/s/ Forest Baskett</i>	Director	March 10, 2006
Forest Baskett		
<i>/s/ Teresa H. Meng</i>	Director	March 10, 2006
Teresa H. Meng		

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/s/ Marshall L. Mohr

Director

March 10, 2006

Marshall L. Mohr

/s/ Andrew S. Rappaport

Director

March 10, 2006

Andrew S. Rappaport

**INDEX TO EXHIBITS**

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