

CAVIUM, INC.  
Form S-8  
May 02, 2014

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

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

**CAVIUM, INC.**

**(Exact name of registrant as specified in its charter)**

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

**77-0558625**  
**(I.R.S. Employer**  
**Identification No.)**

**Cavium, Inc.**

**2315 N. First Street**

**San Jose, California 95131**

**(Address of Principal Executive Offices) (Zip Code)**

**2007 Equity Incentive Plan**

**(Full title of the plan)**

**Vincent P. Pangrazio**

**Senior Vice President and General Counsel**

**Cavium, Inc.**

**2315 N. First Street**

**San Jose, California 95131**

**(Name, and Address of Agent For Service)**

**(408) 943-7100**

**(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, 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.:

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 to be Registered (1)</b>	<b>Proposed Maximum Offering Price per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	2,611,062 shares	\$41.3201	\$107,889,212	\$13,897

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the Registrant's 2007 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on April 28, 2014, in accordance with Rule 457(c) of the Securities Act.

## **EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,611,062 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2007 Equity Incentive Plan.

## **INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8**

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on May 18, 2007, March 27, 2008, May 7, 2009, May 7, 2010, May 6, 2011, May 7, 2012 and May 6, 2013 (File Nos. 333-143094, 333-149932, 333-159031, 333-166651, 333-174033, 333-181206 and 333-188380) are incorporated by reference herein.

## **EXHIBITS**

### **Exhibit**

#### **Number**

4.1 <sup>(1)</sup>	Form of the Registrant's Common Stock Certificate
4.2 <sup>(2)</sup>	Restated Certificate of Incorporation
4.2 <sup>(3)</sup>	Amended and Restated Bylaws
5.1	Opinion of Cooley LLP
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page of this Form S-8.
99.1 <sup>(4)</sup>	Amended 2007 Equity Incentive Plan

- (1) Previously filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1/A (No. 333-140660), filed with the Commission on April 24, 2007, and incorporated by reference herein.
- (2) Previously filed as Exhibit 3.2 to the Registrant's Periodic Report on Form 8-K (No. 001-33435), filed with the Commission on June 20, 2011, and incorporated by reference herein.
- (3) Previously filed as Exhibit 3.5 to the Registrant's Registration Statement on Form S-1/A (No. 333-140660), filed with the Commission on April 13, 2007, and incorporated by reference herein.
- (4) Previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (No. 001-33435), filed with the Commission on May 2, 2014, and incorporated by reference herein.

**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 the City of San Jose, State of California, on May 2, 2014.

**CAVIUM, INC.**

By: /s/ SYED ALI

Syed Ali

President and Chief Executive Officer

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints **SYED ALI** and **ARTHUR CHADWICK**, and each or any one of them, his true and lawful attorney-in-fact and agent, 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 (including post-effective amendments) to this Registration Statement, and to file the same, with all 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 in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, 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 by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ SYED ALI	President, Chief Executive Officer and	May 2, 2014
Syed Ali	Director ( <i>Principal Executive Officer</i> )	
/s/ ARTHUR CHADWICK	Chief Financial Officer, Vice President of	May 2, 2014
Arthur Chadwick	Finance and Administration ( <i>Principal Financial and Accounting Officer</i> )	
/s/ SANJAY MEHROTRA	Director	May 2, 2014
Sanjay Mehrotra		
/s/ MADHAV RAJAN	Director	May 2, 2014
Madhav Rajan		
/s/ C.N. REDDY	Director	May 2, 2014
C.N. Reddy		
/s/ ANTHONY THORNLEY	Director	May 2, 2014
Anthony Thornley		

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