

MICROTUNE INC
Form S-8 POS
December 15, 2010

As filed with the Securities and Exchange Commission on December 15, 2010

Registration No. 333-47646

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

Post-Effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MICROTUNE, INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

75-2883117
(I.R.S. Employer
Identification No.)

2201 10th Street,

Plano, Texas

(Address of Principal Executive Offices)

75074

(Zip Code)

1996 Stock Plan (as amended)

2000 Director Option Plan

2000 Employee Stock Purchase Plan

2000 Stock Plan

Options to Purchase Series E Preferred Stock

(Full title of the plan)

Karl Schneider

1390 Kifer Road

Sunnyvale, California 94086

(Name and address of agent for service)

(408) 523-6500

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

Copies to:

Timothy Curry, Esq.

Jones Day

1755 Embarcadero Road

Palo Alto, California 94303

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(650) 739-3939

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

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| | | | |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (File No. 333-47646) (the **Registration Statement**) registering 7,343,684 shares of common stock, \$0.001 par value per share (the **Common Stock**), of Microtune, Inc. (the **Company**) for issuance under the 1996 Stock Plan (as amended), 150,000 shares of Common Stock to be issued under the 2000 Director Option Plan, 400,000 shares of Common Stock to be issued under the 2000 Employee Stock Purchase Plan, 5,628,526 shares of Common Stock to be issued under the 2000 Stock Plan and 440,000 shares of Common Stock to be issued under options to purchase Series E Preferred Stock.

On November 30, 2010, pursuant to an Agreement and Plan of Merger, dated as of September 7, 2010, by and among Zoran Corporation (**Zoran**), Maple Acquisition Corp., (**Merger Sub**), a wholly-owned subsidiary of Zoran, and the Company, Merger Sub merged with and into the Company, with the Company surviving as a wholly-owned subsidiary of Zoran.

As a result of the merger, the Company has terminated any offering of the Company's securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all such securities of the Company registered but unsold under the Registration Statement, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Sunnyvale, State of California, on December 15, 2010.

MICROTUNE, INC.

By: /s/ **KARL SCHNEIDER**
Karl Schneider

President and Treasurer

| Signature | Title | Date |
|--|---|-------------------|
| /s/ KARL SCHNEIDER Karl Schneider | President, Treasurer and Director (Principal Executive Officer, Principal Accounting Officer and Principal Financial Officer) | December 15, 2010 |
| /s/ CHRIS DENTEN Chris Denten | Vice President, General Counsel, Secretary and Director | December 15, 2010 |