

CADENCE DESIGN SYSTEMS INC

Form S-8

March 28, 2006

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As filed with the Securities and Exchange Commission on March 28, 2006

Registration No. 333-

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
CADENCE DESIGN SYSTEMS, INC.
(Exact Name of Registrant as Specified in Its Charter)**

Delaware (State or Other Jurisdiction of Incorporation or Organization) **77-0148231** (I.R.S. Employer Identification No.)
2655 Seely Avenue, Building 5
San Jose, California 95134
(Address of Principal Executive Offices) (Zip Code)

1995 Directors Stock Option Plan
(Full Title of the Plan)

R.L. Smith McKeithen, Esq.
Senior Vice President, General Counsel and Secretary
Cadence Design Systems, Inc.
2655 Seely Avenue, Building 5, San Jose, California 95134
(Name and Address of Agent For Service)
(408) 943-1234
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Gregory J. Conklin, Esq.
Gibson, Dunn & Crutcher LLP
One Montgomery Street, 31st Floor
San Francisco, California 94104
(415) 393-8200

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount Of Registration Fee ⁽²⁾
Common Stock, par value \$0.01 per share	500,000 shares	\$17.81	\$8,905,000	\$952.84

(1)

This
Registration
Statement shall
also cover any
additional
shares of
Common Stock
which become
issuable under
the 1995
Directors Stock
Option Plan by
reason of any
stock dividend,
stock split,
recapitalization
or other similar
transaction
effected without
the receipt of
consideration
which results in
an increase in
the number of
the outstanding
shares of
Cadence Design
Systems, Inc.
Common Stock.

- (2) Calculated
solely for
purposes of
calculating the
amount of the
registration fee
under Rule
457(c) of the
Securities Act
of 1933, as
amended. The
price per share
and aggregate
offering price
are based upon
the average of
the high and low
prices of
Cadence Design
Systems, Inc.
Common Stock

on March 22,
2006 as reported
on the
NASDAQ
National
Market.

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**INCORPORATION
OF CERTAIN INFORMATION BY REFERENCE
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 is filed by Cadence Design Systems, Inc., a Delaware corporation (the Registrant), relating to 500,000 shares of its common stock, par value \$0.01 per share (the Common Stock), issuable to eligible directors of the Registrant under the Registrant's 1995 Directors Stock Option Plan (the Plan). On March 7, 2003 and March 22, 2003, the Registrant filed with the Securities and Exchange Commission (the Commission) Registration Statements on Form S-8 (Registration No. 333-103657 and No. 333-105481, respectively) (together, the Prior Registration Statements) relating to shares of Common Stock issuable to eligible directors of the Registrant under the Plan. The Prior Registration Statements are currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) The Registrant's Registration Statements on Form S-8 (File Nos. 333-103657 and 333-105481) filed on March 7, 2003 and March 22, 2003, respectively;
- (b) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, including all material incorporated by reference therein;
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on February 10, 2006, February 13, 2006 and March 1, 2006;
- (d) The Registrant's Amended Current Report on Form 8-K/A filed with the Commission on February 2, 2006; and
- (e) The description of the Registrant's Common Stock to be offered hereby contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on January 12, 2006.

All documents filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the 1934 Act), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents, provided, however, that the Registrant is not incorporating any information furnished in any Current Report on Form 8-K.

Any document, and any statement contained in a document, incorporated or deemed to be incorporated by reference herein 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 document that also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such document or statement. Any such document or statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference herein.

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List of Exhibits

Exhibit Number	Exhibit
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.3	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (included on the signature pages to this Registration Statement on Form S-8).
99.1	1995 Directors Stock Option Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 17, 2005).

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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 San Jose, state of California, on this 28th day of February, 2006.

CADENCE DESIGN SYSTEMS, INC.

By: /s/ Michael J. Fister
Michael J. Fister
President, Chief Executive Officer and
Director

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael J. Fister, William Porter and R.L. Smith McKeithen, and each 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 of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Michael J. Fister Michael J. Fister	President, Chief Executive Officer and Director (Principal Executive Officer)	February 28, 2006
/s/ William Porter William Porter	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 28, 2006
/s/ Dr. John B. Shoven Dr. John B. Shoven	Chairman of the Board of Directors	February 28, 2006
/s/ Donald L. Lucas Donald L. Lucas	Director	February 28, 2006
/s/ Dr. Alberto Sangiovanni-Vincentelli Dr. Alberto Sangiovanni-Vincentelli	Director	February 28, 2006
/s/ George M. Scalise George M. Scalise	Director	February 28, 2006
/s/ Roger S. Siboni Roger S. Siboni	Director	February 28, 2006
/s/ Lip-Bu Tan Lip-Bu Tan	Director	February 28, 2006

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