

MICROTUNE INC

Form S-8

December 21, 2005

As filed with the Securities and Exchange Commission on December 21, 2005

Registration Statement No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

MICROTUNE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction)

of Incorporation or Organization)

2201 Tenth Street

Plano, Texas
(Address of Principal Executive Offices)

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

75074
(Zip Code)

2000 Director Option Plan

(Full Title of the Plan)

James A. Fontaine

Chief Executive Officer

Microtune, Inc.

2201 Tenth Street

Plano, Texas 75074

(972) 673-1600

(Name, Address and Telephone Number of Agent for Service)

Copies to:

**Phillip D. Peterson
General Counsel
Microtune, Inc.
2201 Tenth Street
Plano, Texas 75074
(972) 673-1600**

**Craig N. Adams
Baker Botts L.L.P.
2001 Ross Avenue
Dallas, Texas 75201
(214) 953-6500**

CALCULATION OF REGISTRATION FEE

| Title of | Amount | Proposed Maximum | Proposed | Amount |
|--|-------------------|-------------------------|----------------------------|-------------------------|
| Each Class of | to be | Offering Price | Maximum Aggregate | of |
| Securities to | Registered | Per Share | Offering Price | Registration Fee |
| be Registered | | | | |
| Common Stock, \$0.001 per share par value: To be issued under the 2000 Director Option Plan ⁽¹⁾ | 430,000 shares | \$4.41 ⁽²⁾ | \$1,896,300 ⁽²⁾ | \$202.90 |

(1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the 2000 Director Option Plan, as amended and restated, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.

(2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on The Nasdaq National Market on December 20, 2005.

EXPLANATORY NOTE

The contents of Registration Statements No. 333-47646 and 333-120091 relating to Microtune, Inc.'s 2000 Director Option Plan, filed by the Registrant with the Securities and Exchange Commission (the "SEC") on October 10, 2000 and October 29, 2004, respectively (the "Prior Registration Statements"), are incorporated herein by reference pursuant to General Instruction E. to Form S-8. The purpose of this Registration Statement is to register the offering and sale of 430,000 additional shares of Common Stock of the Registrant pursuant to the 2000 Director Option Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. *Incorporation of Documents by Reference.*

The contents of the Prior Registration Statements, including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

All documents filed by the Registrant with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the termination of the offering to which it relates 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.

Item 8. *Exhibits.*

| <u>Exhibit Number</u> | <u>Exhibit</u> |
|-----------------------|--|
| 4.1* | Microtune, Inc. 2000 Director Option Plan (as amended and restated) and form of agreements thereunder. |
| 5.1 | Opinion of Counsel as to legality of securities being registered. |
| 23.1 | Consent of Counsel (contained in Exhibit 5.1). |
| 23.2 | Consent of Independent Registered Public Accounting Firm. |
| 24.1 | Power of Attorney (included on the signature page of this Registration Statement). |

* Incorporated by reference to Exhibit 10.1 of the Form 8-K as filed with the SEC on May 31, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Plano, State of Texas as of December 21, 2005.

MICROTUNE, INC.

By: */s/ James A. Fontaine*
James A. Fontaine, Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below authorizes James A. Fontaine to execute in the name of such person who is then an officer or director of the Registrant, and to file any and all amendments to this Registration Statement necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the offering and sale of the securities that are the subject of this Registration Statement, which amendments may make such changes to such Registration Statement as such attorney may deem appropriate.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of the respective dates set forth below.

| <u>Signature</u> | <u>Capacity in Which Signed</u> | <u>Date</u> |
|---|--|-------------------|
| <i>/s/ James A. Fontaine</i> James A. Fontaine | Chief Executive Officer and Director | December 21, 2005 |
| <i>/s/ Jeffrey A. Kupp</i> Jeffrey A. Kupp | Chief Financial Officer (Principal Financial and Accounting Officer) | December 21, 2005 |
| <i>/s/ Walter S. Ciciora</i> Walter S. Ciciora | Director | December 21, 2005 |
| <i>/s/ James H. Clardy</i> James H. Clardy | Director | December 21, 2005 |

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| <u>Signature</u> | <u>Capacity in Which Signed</u> | <u>Date</u> |
|--|---------------------------------|-------------------|
| /s/ Steven Craddock Steven Craddock | Director | December 21, 2005 |
| /s/ Anthony J. LeVecchio Anthony J. LeVecchio | Director | December 21, 2005 |
| /s/ Bernard T. Marren Bernard T. Marren | Director | December 21, 2005 |
| /s/ William P. Tai William P. Tai | Director | December 21, 2005 |
| /s/ A. Travis White A. Travis White | Director | December 21, 2005 |

INDEX TO EXHIBITS

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Exhibit

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