

As filed with the Securities and Exchange Commission on March 22, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

ANALOG DEVICES, INC.

(Exact name of registrant as specified in its charter)

MASSACHUSETTS  
(State or other jurisdiction of  
incorporation or organization)

04-2348234  
(I.R.S. Employer  
Identification No.)

ONE TECHNOLOGY WAY  
NORWOOD, MASSACHUSETTS  
(Address of principal executive offices)

02062-9106  
(Zip Code)

VARIOUS INDIVIDUAL STOCK RESTRICTION  
AND SIMILAR AGREEMENTS BETWEEN THE  
REGISTRANT AND EMPLOYEES THEREOF  
RELATING TO CHIPLOGIC, INC.  
(Full title of the Plan)

Paul P. Brontas, Esq.  
Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
(Name and address of agent for service)

(617) 526-6000  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.16 2/3 par value per share	120,000 shares	\$38.43(1)	\$4,611,600(1)	\$1,153

(1) Estimated solely for the purpose of calculating the amount of the registration fee, and based upon the average of the high and low prices of the Registrant's Common Stock as reported by the New York Stock Exchange on March 21, 2001 in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933.

## PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 is included in documents distributed or to be distributed to the holders of the Registrant's Common Stock, \$.16 2/3 par value per share (the "Common Stock"), issued or issuable pursuant to individual stock restriction agreements and other written compensation contracts in accordance with Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

## PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## Item 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- (1) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Exchange Act, or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (1) above.
- (3) The description of the Registrant's Common Stock contained in a registration statement filed under the Exchange Act, including any amendment or report filed for purposes of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all shares of Common Stock offered hereby have been sold or which deregisters all shares of Common Stock then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

## Item 4. DESCRIPTION OF SECURITIES

Not applicable.

## Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the securities hereby registered will be passed upon by Hale and Dorr LLP, Boston, Massachusetts. Paul P. Broutas, Esq., a partner of Hale and Dorr LLP, serves as Clerk to the Registrant.

## Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Article 6A of the Registrant's Restated Articles of Organization (the "Articles of Organization") provides for indemnification of directors and officers to the fullest extent permitted by Chapter 156B of the Massachusetts General Laws. Section 67 of Chapter 156B of the Massachusetts General Laws provides that a corporation has the power to indemnify directors, officers, employees or other agents of the corporation, and persons who serve at its request as directors, officers, employees or other agents of another organization, or who serve at its request in any capacity with respect to any employee benefit plan, against amounts paid and expenses incurred in connection with

an action or proceeding to which such person is a party or is threatened to be made a party by reason of such position; provided, however, that such person acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, in the case of service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Article 6A of the Registrant's Articles of Organization provides for indemnification of directors and officers of the Registrant, and directors or employees of the Registrant now serving at the request of the Registrant as a director or officer of another organization or in any capacity with respect to an employee benefit plan of the Registrant, against all liabilities and expenses imposed upon or incurred by any such person in connection with any legal proceedings in which he may be a defendant or with which he may be threatened or involved, directly or indirectly, by reason of his position as a director or officer or as a result of his service with respect to an employee benefit plan; provided, however, that the Registrant shall provide no indemnification if the director or officer has been adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interests of the Registrant or in the best interests of the participants or beneficiaries of the applicable employee benefit plan. The Registrant shall further indemnify the officer or director for the expenses, judgments, fines and amounts paid in settlement and compromise of such proceedings. However, no indemnification will be made to cover costs of settlements and compromises if the Board determines by a majority vote of a quorum consisting of disinterested directors (or, if such quorum is not obtainable, by a majority of the disinterested directors of the Registrant then in office), that such settlement or compromise is not in the best interests of the Registrant or in the best interests of the participants or beneficiaries of the applicable employee benefit plan.

Chapter 156B of the Massachusetts General Laws, as it may be amended from time to time, and Article 6A of the Registrant's Articles of Organization permit the payment by the Registrant of expenses incurred in defending a civil or criminal action in advance of its final disposition, subject to receipt of an undertaking by the indemnified person to repay such payment if it is ultimately determined that such person is not entitled to indemnification under the Articles of Organization. No advance may be made if the Board of Directors determines, by a majority vote of a quorum consisting of disinterested directors (or, if such quorum is not obtainable, by a majority of the disinterested directors of the Registrant then in office), that such person did not act in good faith in the reasonable belief that his action was in the best interest of the Registrant or in the best interests of the participants or beneficiaries of the applicable employee benefit plan.

Article 6D of the Registrant's Articles of Organization provides that to the fullest extent permitted by Chapter 156B of the Massachusetts General Laws, as it may be amended from time to time, no director shall be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of a director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unauthorized distributions or loans under Section 61 or 62 of Chapter 156B, or (iv) for any transaction from which the director derived an improper personal benefit.

The Registrant has directors and officers liability insurance for the benefit of its directors and officers.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

Item 8. EXHIBITS

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. UNDERTAKINGS

1. The undersigned Registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs 1(a)(i) and 1(a)(ii) do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## 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 Norwood, Commonwealth of Massachusetts, on this March 22, 2001.

ANALOG DEVICES, INC.

By: /s/ Jerald G. Fishman

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Jerald G. Fishman  
President and Chief Executive Officer

## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Jerald G. Fishman and Joseph E. McDonough and Paul P. Brontas, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names, in the capacities indicated below, the Registration Statement on Form S-8 filed herewith, and any and all amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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 dates indicated.

SIGNATURE	TITLE	DATE
/s/ Jerald G. Fishman ----- JERALD G. FISHMAN	President, Chief Executive Officer and Director (Principal Executive Officer)	March 22, 2001
/s/ Ray Stata ----- RAY STATA	Chairman of the Board and Director	March 22, 2001
/s/ Joseph E. McDonough ----- JOSEPH E. MCDONOUGH	Vice President-Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	March 22, 2001
/s/ John L. Doyle ----- JOHN L. DOYLE	Director	March 22, 2001
/s/ Charles O. Holliday, Jr. ----- CHARLES O. HOLLIDAY, JR.	Director	March 22, 2001
/s/ Joel Moses ----- JOEL MOSES	Director	March 22, 2001
/s/ F. Grant Saviers ----- F. GRANT SAVIERS	Director	March 22, 2001
/s/ Lester C. Thurow ----- LESTER C. THURROW	Director	March 22, 2001

## EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
4.1 (1)	Restated Articles of Organization of the Registrant
4.2 (2)	By-Laws of the Registrant
4.3 (3)	Rights Agreement dated as of March 18, 1998 between the Registrant and BankBoston, N.A. as Rights Agent
4.4	Form of Stock Restriction Agreement
5	Opinion of Hale and Dorr LLP
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of Independent Auditors
24	Power of Attorney (included on the signature page to this Registration Statement)
(1)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended January 30, 1999, filed on March 15, 1999.
(2)	Incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 1998, filed on January 28, 1999.
(3)	Incorporated herein by reference to the Registrant's Registration Statement on Form 8-K (File No. 001-07819) filed on March 19, 1998, as amended by Amendment No. 1 to Rights Agreement, entered into as of October 14, 1999 (incorporated herein by reference to the Registrant's Registration Statement on Form 8-K/A (File No. 001-07819) filed on November 19, 1999).

## ANALOG DEVICES, INC.

## Form of Stock Restriction Agreement

AGREEMENT made this \_\_\_\_ day of \_\_\_\_\_, 2001, between Analog Devices, Inc., a Massachusetts corporation, and \_\_\_\_\_ (the "Employee").

Reference is made to Section 1.10 of that certain Agreement and Plan of Reorganization, dated as of October 25, 2000 (the "Merger Agreement"), entered into by and among the Company, CAD, Inc. ("ChipLogic Subsidiary"), a Massachusetts corporation, ChipLogic, Inc., a California corporation ("ChipLogic"), Roshan B. Gudapati and Hari R. Surapeneni, pursuant to which the Employee will receive the Shares (as defined below). For purposes of this Agreement, "Company" shall mean Analog Devices, Inc. and its subsidiaries, including ChipLogic, Inc. Capitalized terms used but not defined herein shall have the respective meanings assigned to them in the Merger Agreement.

The Employee agrees that the Shares (as defined below) shall be subject to the forfeiture provisions set forth in Section 2 of this Agreement and the restrictions on transfer set forth in Section 3 of this Agreement. For valuable consideration, receipt of which is acknowledged, the parties hereto agree as follows:

1. ISSUANCE OF SHARES.

Pursuant to Section 1.10 of the Merger Agreement, the Company has issued to the Employee subject to the terms and conditions set forth in this Agreement, an aggregate of \_\_\_\_\_ shares of Milestone Restricted Stock (the "Shares"). The Employee has paid an amount equal to \$.16 2/3 per share for the Shares which is equal to the par value per share of the Shares.

2. FORFEITURE.

(a) In the event that ChipLogic, Inc. or such successor division or subsidiary of the Company which is engaged in the development of the "Falcon" project in which ChipLogic is engaged as of the date hereof fails to satisfy a Technology Development Milestone (as defined below) by the required Target Date (as defined below) set forth below, then the percentage set forth in column 4 below of the number of Shares set forth in column 3 below opposite each respective Technology Development Milestone shall immediately and automatically be forfeited in favor of the Company, for no consideration paid by the Company ("Forfeiture"). For the avoidance of doubt, the parties hereto agree that the Employee shall have forfeited 15% of the shares associated with a Technology Development Milestone listed in the following table (e.g., 15% of the Milestone 4 shares) if the Technology Development Milestone is not met by the second Target Date for such Technology Development Milestone (e.g., Target Date 4-II), and shall have forfeited all of the shares associated with such Technology Development Milestone (e.g., all of the Milestone 4 shares) if the Technology Development is not met by the third Target Date for such Technology Development Milestone (e.g., Target Date 4-III), as set forth in EXHIBIT B.



HALE AND DORR LLP  
 COUNSELLORS AT LAW  
 60 STATE STREET, BOSTON, MASSACHUSETTS 02109  
 617-526-6000 \* FAX 617-526-5000

March 22, 2001

Analog Devices, Inc.  
 One Technology Way  
 Norwood, Massachusetts 02062

Re: VARIOUS INDIVIDUAL STOCK RESTRICTION AND SIMILAR AGREEMENTS  
 BETWEEN THE REGISTRANT AND EMPLOYEES THEREOF RELATING TO CHIPLOGIC, INC.  
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Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 120,000 shares of Common Stock, \$.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc., a Massachusetts corporation (the "Company"), issued or issuable pursuant to various individual stock restriction and similar agreements between the Registrant and employees thereof relating to ChipLogic, Inc. (collectively, the "Plan").

We have examined the Articles of Organization and By-laws of the Company each as restated and/or amended to date, and originals, or copies certified to our satisfaction, of minutes of meetings of the Board of Directors of the Company as provided to us by the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Company has duly authorized for issuance the Shares, and the Shares, when issued and paid for in accordance with the terms of the Plan and at a price per share in excess of the par value per share for such Shares, will be validly issued, fully-paid and nonassessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Hale and Dorr LLP

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HALE AND DORR LLP

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Analog Devices, Inc. pertaining to various individual stock restriction and similar agreements between the Registrant and employees thereof relating to ChipLogic, Inc. of our report dated November 13, 2000 (except for Note 15, as to which the date is January 17, 2001), with respect to the consolidated financial statements of Analog Devices, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended October 28, 2000, and our report dated January 19, 2001 with respect to the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & young LLP

Boston, Massachusetts  
March 15, 2001