

COHERENT INC  
Form S-8 POS  
May 18, 2004

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As filed with the Securities and Exchange Commission on May 18, 2004

Registration No. 333-46118

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**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**

**COHERENT, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**94-1622541**  
(I.R.S. Employer Identification Number)

**5100 Patrick Henry Drive  
Santa Clara, California 95056**  
(Address of Principal Executive Offices)

**Productivity Incentive Plan**  
(Full title of the plan)

**Scott H. Miller**  
**Senior Vice President and General Counsel**  
**Coherent, Inc.**  
**5100 Patrick Henry Drive**  
**Santa Clara, California 95056**  
(Name and address of agent for service)

**(408) 764-4000**  
(Telephone number, including area code, of agent for service)

Copy to:

**Bret M. DiMarco, Esq.**  
**Wilson Sonsini Goodrich & Rosati,**  
**Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, California 94304-1050**  
**Telephone: (650) 493-9300**

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**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC:** As soon as practicable following the effectiveness of this registration statement

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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**DEREGISTRATION OF SECURITIES**

We are filing this Post-Effective Amendment No. 1 to our Registration Statement on Form S-8 (File No. 333-46118), (the "Registration Statement"), to deregister the securities remaining unsold under the Registration Statement. The offering contemplated by the Registration Statement has terminated. Therefore, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to terminate the effectiveness of the Registration Statement and to deregister, as of the effective date of this Post-Effective Amendment No. 1, the 76,829 shares remaining unsold under the Registration Statement.

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**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 Post-Effective Amendment No. 1 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 Santa Clara, State of California, on April 22, 2004.

COHERENT, INC.

By: */s/* HELENE SIMONET

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Helene Simonet  
Executive Vice President and Chief Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to this Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title  | Date           |
|--|--|----------------|
| /s/ JOHN R. AMBROSEO<br>_____<br>John R. Ambroseo                        | Director, President and Chief Executive Officer<br>(Principal Executive Officer)       | April 22, 2004 |
| /s/ HELENE SIMONET<br>_____<br>Helene Simonet                            | Executive Vice President and Chief Financial Officer<br>(Principal Accounting Officer) | April 22, 2004 |
| *<br>_____<br>Bernard J. Couillaud                                       | Director, Chairman of the Board  | April , 2004   |
| *<br>_____<br>Henry E. Gauthier  | Director, Vice Chairman of the Board   | April , 2004   |
| *<br>_____<br>Charles W. Cantoni   | Director   | April , 2004   |
| *<br>_____<br>Frank P. Carrubba  | Director   | April , 2004   |
| /s/ JOHN H. HART<br>_____<br>John H. Hart                                | Director   | April , 2004   |
| *<br>_____<br>Robert J. Quillinan  | Director   | April , 2004   |
| _____<br>Lawrence Tomlinson  | Director   | April , 2004   |
| *By: /s/ SCOTT H. MILLER<br>_____<br>Scott H. Miller<br>Attorney-in-fact |  | April 22, 2004 |

INDEX TO EXHIBITS

| Exhibit<br>Number | Description   |
|-------------------|---|
| 4.1*              | Productivity Incentive Plan, as amended.  |
| 5.1*              | Opinion and Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation, counsel to the Registrant. |
| 23.1*             | Consent of Deloitte & Touche LLP, Independent Auditors.   |
| 23.2*             | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation, counsel to the Registrant.             |
| 24.1*             | Power of Attorney (see page II-4).  |

\*  
Previously filed on Form S-8 Registration Statement, Registration No. 333-46118, dated September 19, 2000.

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