

WIND RIVER SYSTEMS INC  
Form S-8  
January 23, 2004

As filed with the Securities and Exchange Commission on January 23, 2004

Registration No. 333-\_\_\_\_

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

### REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

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## WIND RIVER SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

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Delaware  
(State of incorporation)

94-2873391  
(I.R.S. Employer Identification No.)

500 Wind River Way

Alameda, California 94501

(510) 748-4100

(Address, including zip code, of registrant's principal executive offices)

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**1998 EQUITY INCENTIVE PLAN**

(Full title of the plan)

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**Michael W. Zellner**

**Senior Vice President, Finance and Administration,**

**Chief Financial Officer and Secretary**

**Wind River Systems, Inc.**

**500 Wind River Way**

**Alameda, California 94501**

**(510) 748-4100**

(Name, address, and telephone number, including area code, of agent for service)

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*Copies to:*

**Craig W. Adas**

**Weil, Gotshal & Manges LLP**

**201 Redwood Shores Parkway**

**Redwood Shores, CA 94065**

**(650) 802-3000**

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
Common Stock, \$0.001 par value, to be issued under the plans	1,900,000 shares	\$8.985	\$17,071,500	\$1,381.08

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- (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended. The offering price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on January 15, 2004 as reported on the Nasdaq National Market.
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**EXPLANATORY NOTE**

This Registration Statement is filed in accordance with General Instruction E of Form S-8 for the purpose of registering 1,900,000 additional shares of common stock, par value \$0.001 per share, of Wind River Systems, Inc. (the Company), for issuance pursuant to awards under the 1998 Equity Incentive Plan, as amended. The contents of earlier Registration Statements on Form S-8 previously filed by the Company with the Securities and Exchange Commission on August 10, 1998 (Registration No. 333-61053) and March 27, 2000 (Registration No. 333-33348), including any subsequently filed periodic reports, are hereby incorporated by reference.

**PART II: INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 8. Exhibits**

**Exhibit**

<b>Number</b>	<b>Document</b>
5.1	Opinion of Weil, Gotshal & Manges LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Weil, Gotshal & Manges LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference)
99.1	1998 Equity Incentive Plan, as amended



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<u>/s/ John C. Bolger</u>	Director	January 23, 2004
John C. Bolger		
<u>/s/ William B. Elmore</u>	Director	January 23, 2004
William B. Elmore		
<u>/s/ Jerry L. Fiddler</u>	Director	January 23, 2004
Jerry L. Fiddler		
<u>/s/ Grant M. Inman</u>	Director	January 23, 2004
Grant M. Inman		

**INDEX TO EXHIBITS**

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