

SUN MICROSYSTEMS INC

Form S-8

September 30, 2002

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As filed with the Securities and Exchange Commission on September 30, 2002

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SUN MICROSYSTEMS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

94-2805249
(I.R.S. Employer
Identification Number)

4150 Network Circle
Santa Clara, California 95054
(650) 960-1300
(Address and telephone number of Registrant's principal executive offices)

Sun Microsystems, Inc.
Equity Compensation Acquisition Plan
(Full Title of the Plan)

Scott G. McNealy
President and Chief Executive Officer
SUN MICROSYSTEMS, INC.
4150 Network Circle
Santa Clara, California 95054
(650) 960-1300
(Name, address and telephone number of agent for service)

COPY TO:

Katharine A. Martin, Esq.
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

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| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------------|---|--|----------------------------------|
| Common Stock, par value \$0.00067 per share, issuable pursuant to the Equity Compensation Acquisition Plan | 15,000,000 shares | \$2.80 | \$42,000,000 | \$3,864 |

- (1) The Proposed Maximum Offering Price Per Share was estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act") solely for the purpose of calculating the registration fee. The average of the high and the low price per share on September 25, 2002 was \$2.80.

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PART II: INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits

SIGNATURES

INDEX TO EXHIBITS

EXHIBIT 4.1

EXHIBIT 5.1

EXHIBIT 23.2

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The contents of the Registrant's Forms S-8 Registration Statements, Registration No. 333-09867, 333-34543, 333-67183, 333-48080 and 333-56358 dated August 9, 1996, August 28, 1997, November 12, 1998, October 17, 2000 and February 28, 2001, respectively, relating to the Equity Compensation Acquisition Plan are incorporated herein by reference.

PART II: INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits

| Exhibit Number | Documents |
|---------------------------|--|
| 4.1 | Equity Compensation Acquisition Plan, as amended |
| 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 Ernst & Young LLP, Independent Auditors |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Sun Microsystems, Inc., a corporation organized and existing under the laws of the State of Delaware, 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 Santa Clara, State of California, on this 30th day of September 2002.

SUN MICROSYSTEMS, INC.

By: /s/ Stephen T. McGowan

**Stephen T. McGowan
Chief Financial Officer and
Executive Vice President, Corporate Resources**

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**SUN MICROSYSTEMS, INC.
REGISTRATION STATEMENT ON FORM S-8
INDEX TO EXHIBITS**

| Exhibit Number | Description |
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| 5.1 | Opinion of Counsel as to legality of securities being registered |
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