

SUN MICROSYSTEMS, INC.  
Form S-8 POS  
February 03, 2006

As filed with the Securities and Exchange Commission on February 3, 2006

Registration No. 333-114551

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**SUN MICROSYSTEMS, INC.**

(Exact Name of Registrant as specified in its charter)

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4150 Network Circle

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

Santa Clara, CA 95054  
(Address, including zip code, of  
Registrant's Principal Executive Offices)

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

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SUN MICROSYSTEMS, INC.

U.S. NON-QUALIFIED DEFERRED COMPENSATION PLAN

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(Full Title of the Plan)

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**Scott G. McNealy**

**Chief Executive Officer**

**SUN MICROSYSTEMS, INC.**

**4150 Network Circle**

**Santa Clara, CA 95054**

**(650) 960-1300**

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

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*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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**CALCULATION OF REGISTRATION FEE**

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**EXPLANATORY NOTE**

The purpose of this Post-Effective Amendment No. 1 is to deregister deferred compensation obligations registered for issuance pursuant to the Sun Microsystems, Inc. U.S. Non-Qualified Deferred Compensation Plan (the Plan ).

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On April 16, 2004, Sun Microsystems, Inc. (the Registrant ) registered a total of \$30,000,000 in deferred compensation obligations with the Securities and Exchange Commission for issuance under the Plan, pursuant to a Registration Statement on Form S-8, Registration No. 333-114551. As of the date of this Post-Effective Amendment No. 1, an aggregate of \$17,710,000 of the previously registered deferred compensation obligations remain unissued under the Plan. The Registrant is filing this Post-Effective Amendment No. 1 to deregister the \$17,710,000 in deferred compensation obligations previously registered under the Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Sun Microsystems, Inc., 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 February 3, 2006.

**SUN MICROSYSTEMS, INC.**

By: /s/ Stephen T. McGowan

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

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.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Scott G. McNealy</u> Scott G. McNealy	Chairman of the Board of Directors,  President and Chief Executive Officer  (Principal Executive Officer)	February 3, 2006
<u>/s/ Stephen T. McGowan</u> Stephen T. McGowan	Chief Financial Officer and Executive  Vice President, Corporate Resources  (Principal Financial Officer)	February 3, 2006
<u>/s/ Barry J. Plaga</u> Barry J. Plaga	Vice President and Corporate Controller  (Principal Accounting Officer)	February 3, 2006
<u>/s/ James L. Barksdale</u> James L. Barksdale	Director	February 3, 2006
<u>/s/ Stephen M. Bennett</u> Stephen M. Bennett	Director	February 3, 2006
<u>/s/ L. John Doerr</u> L. John Doerr	Director	February 3, 2006
<u>/s/ Robert J. Fisher</u> Robert J. Fisher	Director	February 3, 2006
<u>/s/ Michael E. Lehman</u>	Director	February 3, 2006

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Michael E. Lehman

/s/ Patricia E. Mitchell

Director

February 3, 2006

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Patricia E. Mitchell

/s/ M. Kenneth Oshman

Director

February 3, 2006

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M. Kenneth Oshman

/s/ Naomi O. Seligman

Director

February 3, 2006

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Naomi O. Seligman