

SILICON GRAPHICS INC
Form S-8 POS
May 14, 2009

As filed with the Securities and Exchange Commission on May 14, 2009

Registration No. 333-149128

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

SILICON GRAPHICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

94-2789662
(IRS Employer Identification No.)

1140 EAST ARQUES AVENUE
SUNNYVALE, CA 94085-4602
(Address of principal executive offices) (Zip Code)

SILICON GRAPHICS, INC. MANAGEMENT INCENTIVE PLAN
SILICON GRAPHICS, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

BARRY WEINERT

CHIEF RESTRUCTURING OFFICER
1140 EAST ARQUES AVENUE
SUNNYVALE, CA 94085-4602
(408) 524-1980
(Name, address including zip code, and telephone number,
including area code, of agent for service)

Copies to:
William M. Kelly
Davis Polk & Wardwell
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 1 to this Registration Statement deregisters all shares of Common Stock, par value \$0.01 per share, of Silicon Graphics, Inc. (the "Company") issuable by the Company pursuant to the Company's Management and Incentive Plan and 2007 Employee Stock Purchase Plan that remain unissued.

This Registration Statement became effective on February 2, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on May 8, 2009.

SILICON GRAPHICS, INC.

By: /s/ Robert H. Ewald
 Name: Robert H. Ewald
 Title: Chief Executive Officer

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

| Signature | Title | Date |
|--|---|-------------|
| /s/ Robert H. Ewald Robert H. Ewald | Chief Executive Officer and Director (Principal Executive Officer) | May 8, 2009 |
| /s/ Gregory S. Wood Gregory S. Wood | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | May 8, 2009 |
| /s/ Timothy L. Pebworth Timothy L. Pebworth | Chief Accounting Officer and Corporate Controller (Principal Accounting Officer) | May 8, 2009 |
| Anthony Grillo | Director | May 8, 2009 |
| /s/ Eugene I. Davis Eugene I. Davis | Director | May 8, 2009 |
| Joanne O. Isham | Director | May 8, 2009 |
| /s/ James A. McDivitt James A. McDivitt | Director | May 8, 2009 |