

ELECTRONIC ARTS INC.
Form S-8
August 02, 2013

As filed with the Securities and Exchange Commission on August 2, 2013
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

ELECTRONIC ARTS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

94-2838567
(I.R.S. Employer
Identification No.)

209 Redwood Shores Parkway
Redwood City, CA 94065
(Address registrant's principal executive offices, including zip code)

2000 Equity Incentive Plan, as amended
2000 Employee Stock Purchase Plan, as amended
(Full title of the Plan)

Stephen G. Bené
Kyuli Oh
209 Redwood Shores Parkway
Redwood City, CA 94065
(Name and address of agent for service)

(650) 628-1500
(Telephone number, including area code, of agent for service)

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

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Non-accelerated filer --
(Do not check if a smaller reporting company)

Smaller reporting company --

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be Registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|-----------------------------|---|---|----------------------------|
| Common Stock, par value \$0.01 per share under the 2000 Equity Incentive Plan | 18,000,000 | \$26.18 | \$471,240,000.00 | \$64,277.14 |
| Common Stock, par value \$0.01 per share under the 2000 Employee Stock Purchase Plan | 7,000,000 | \$22.25(3) | \$155,750,000.00 | \$21,244.30 |
| TOTAL | 25,000,000 | N/A | \$626,990,000.00 | \$85,521.44 |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock in respect of securities to be identified in the above table as a result of any stock split, stock dividend, recapitalization or other similar transaction.

(2) Estimated solely for the purposes of determining the amount of the Registration Fee pursuant to Rule 457(c) and (h) under the Securities Act based upon the average of the high and low prices of the Registrant's common stock on July 31, 2013 as reported on The NASDAQ Global Select Market.

(3) For the Employee Stock Purchase Plan, the average of the high and low prices of the Registrant's common stock on July 31, 2013 as reported on The NASDAQ Global Select Market has been multiplied by 85%, which is the percentage of the trading price applicable to purchases under the Employee Stock Purchase Plan.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 is filed by Electronic Arts Inc., a Delaware corporation (the “Registrant”), to register 18,000,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), issuable under the Registrant’s 2000 Equity Incentive Plan, as amended, and 7,000,000 shares of Common Stock, issuable under the Registrant’s 2000 Employee Stock Purchase Plan, as amended.

Pursuant to General Instruction E, the contents of Registrant’s Form S-8 Registration Statement, No. 333-39432, filed on June 16, 2000; Registrant’s Form S-8 Registration Statement, No. 333-44222, filed on August 21, 2000; Registrant’s Form S-8 Registration Statement, No. 333-67430, filed on August 13, 2001; Registrant’s Form S-8 Registration Statement, No. 333-99525, filed on September 13, 2002; Registrant’s Form S-8 Registration Statement, No. 333-107710, filed on August 6, 2003; Registrant’s Form S-8 Registration Statement, No. 333-117990, filed on August 6, 2004; Registrant’s Form S-8 Registration Statement, No. 333-127156, filed on August 3, 2005; Registrant’s Form S-8 Registration Statement, No. 333-138532, filed on November 8, 2006; Registrant’s Form S-8 Registration Statement, No. 333-145182, filed on August 7, 2007; Registrant’s Form S-8 Registration Statement, No. 333-152757, filed on August 4, 2008; Registrant’s Form S-8 Registration Statement, No. 333-161229, filed on August 10, 2009; Registrant’s Form S-8 Registration Statement, No. 333-168680, filed on August 9, 2010; Registrant’s Form S-8 Registration Statement, No. 333-176181, filed on August 9, 2011 and Registrant’s Form S-8 Registration Statement, No. 333-183077, filed on August 3, 2012 are hereby incorporated by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which have previously been filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference herein and shall be deemed to be a part hereof:

- (1) The Registrant’s latest Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s latest annual report or prospectus referred to in (1) above; and
- (3) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission under Section 12 of the Exchange Act together with any amendment or report filed with the Commission for the purpose of updating such disclosure.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents.

ITEM 5. EXPERTS

The validity of the issuance of the shares of Common Stock offered hereby will be passed upon for the Registrant by Stephen G. Bené, Senior Vice President, General Counsel and Corporate Secretary of the Registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The provisions of Section 145 of the Delaware General Corporation Law and Article 6 of the Registrant's Amended and Restated Bylaws provide for indemnification for expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any person is or was a director, officer or employee of the Registrant. This indemnification may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities arising under the Securities Act of 1933, as amended. In addition, Article 7 of the Registrant's Amended and Restated Certificate of Incorporation provides that the Registrant's directors shall not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transactions for which the director derived an improper personal benefit. Article 7 of the Registrant's Amended and Restated Certificate of Incorporation further provides that if any amendment to the Delaware General Corporation Law further eliminates or limits the liability of a director of a corporation incorporated in Delaware, the liability of the Registrant's directors shall be eliminated to the fullest extent then permissible under Delaware law. The Registrant has entered into indemnity agreements with each of its current directors to give such directors additional contractual assurances regarding the scope of indemnification and liability limitation set forth in the Delaware General Corporation Law and the Registrant's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws. The Registrant maintains an insurance policy against claims regarding errors or omissions of any of Registrant's directors or executive officers while acting within the scope of their duties to the Registrant.

ITEM 8. EXHIBITS

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

- 5.1 Opinion of Stephen G. Bené, Senior Vice President, General Counsel and Corporate Secretary
- 10.1* Registrant's 2000 Equity Incentive Plan, as amended, and related documents (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K as filed on August 1, 2013 File No. 000-17948)
- 10.2* Registrant's 2000 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K as filed on August 1, 2013 File No. 000-17948)
- 15.1 Letter re: Unaudited Interim Financial Information
- 23.1 Consent of Stephen G. Bené, Senior Vice President, General Counsel and Corporate Secretary (included in Exhibit 5.1)
- 23.2 Consent of KPMG LLP, Independent Registered Public Accounting Firm
- 24.1 Power of Attorney (contained on signature page hereto)

* Incorporated by reference

ITEM 9. UNDERTAKINGS

The Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective Registration Statement; and
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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Redwood City, State of California, on this 2nd day of August, 2013.

ELECTRONIC ARTS INC.

By: /s/ Stephen G. Bené
Senior Vice President, General Counsel and
Corporate Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Blake Jorgensen and Stephen G. Bené and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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:

| Name | Title | Date |
|--|--|----------------|
| Principal Executive Officer: /s/ LAWRENCE F. PROBST III Lawrence F. Probst III | Executive Chairman | August 2, 2013 |
| Principal Financial Officer: /s/ BLAKE JORGENSEN Blake Jorgensen | Executive Vice President, Chief Financial Officer | August 2, 2013 |
| Principal Accounting Officer: /s/ KENNETH A. BARKER Kenneth A. Barker | Senior Vice President, Chief Accounting Officer | August 2, 2013 |
| Directors: /s/ LEONARD S. COLEMAN Leonard S. Coleman | Director | August 2, 2013 |
| /s/ JAY C. HOAG Jay C. Hoag | Director | August 2, 2013 |
| /s/ JEFFREY T. HUBER Jeffrey T. Huber | Director | August 2, 2013 |

| | | |
|--|--------------------|----------------|
| /s/ VIVEK PAUL Vivek Paul | Director | August 2, 2013 |
| /s/ LAWRENCE F. PROBST III Lawrence F. Probst III | Executive Chairman | August 2, 2013 |
| /s/ RICHARD A. SIMONSON Richard A. Simonson | Director | August 2, 2013 |
| /s/ LUIS A. UBIÑAS Luis A. Ubiñas | Director | August 2, 2013 |
| /s/ DENISE F. WARREN Denise F. Warren | Director | August 2, 2013 |

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