

SILICON GRAPHICS INC  
Form S-8 POS  
January 11, 2007

As filed with the Securities and Exchange Commission on January 11, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**SILICON GRAPHICS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1140 E. Arques Avenue**

**Sunnyvale, California 94085**

**(650) 960-1980**

(Address, Including Zip Code, and Telephone Number,

including Area Code, of Registrant's Principal Executive Offices)

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**94-2789662**  
(I.R.S. Employer  
Identification No.)

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AMENDED AND RESTATED 1998 EMPLOYEE STOCK PURCHASE PLAN  
AMENDED AND RESTATED 1996 SUPPLEMENTAL NON-EXECUTIVE EQUITY INCENTIVE PLAN  
1993 LONG-TERM INCENTIVE STOCK PLAN  
AMENDED AND RESTATED 1989 EMPLOYEE BENEFIT STOCK PLAN  
AMENDED AND RESTATED 1985 STOCK INCENTIVE PROGRAM

(Full Title of Plans)

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**Barry Weinert**

**Vice President and General Counsel**

**Silicon Graphics, Inc.**

**1140 E. Arques Avenue**

**Sunnyvale, California 94085**

**(650) 960-1980**

(Name and Address, Including Zip Code, 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**

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**EXPLANATORY STATEMENT: DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the following Registration Statements filed on Form S-8 (collectively, the Registration Statements ):

1. Registration Statement 333-112346 registering 12,000,000 shares of common stock for the Amended and Restated 1998 Employee Stock Purchase Plan;
2. Registration Statement 333-100124 registering 4,000,540 shares of common stock for the 1998 Employee Stock Purchase Plan;
3. Registration Statement 333-71628 registering 8,971,805 shares of common stock for the 1998 Employee Stock Purchase Plan and the Amended and Restated 1996 Supplemental Non-Executive Equity Incentive Plan;
4. Registration Statement 333-48780 registering 10,811,885 shares of common stock for the 1998 Employee Stock Purchase Plan and the Amended and Restated 1996 Supplemental Non-Executive Equity Incentive Plan;
5. Registration Statement 333-90263 registering 3,893,136 shares of common stock for the 1998 Employee Stock Purchase Plan;
6. Registration Statement 333-76445 registering 13,000,000 shares of common stock for the 1998 Employee Stock Purchase Plan and the Amended and Restated 1996 Supplemental Non-Executive Equity Incentive Plan;
7. Registration Statement 333-40849 registering 6,266,172 shares of common stock for the 1993 Long-Term Incentive Stock Plan;
8. Registration Statement 333-08651 registering 6,033,106 shares of common stock for the 1993 Long-Term Incentive Stock Plan;
9. Registration Statement 333-01211 registering 7,116,758 shares of common stock for the 1993 Long-Term Incentive Stock Plan and the 1996 Supplemental Non-Executive Equity Incentive Plan;
10. Registration Statement 033-56017 registering 4,872,429 shares of common stock for the 1993 Long-Term Incentive Stock Plan;
11. Registration Statement 033-51275 registering 2,302,555 shares of common stock for the 1993 Long-Term Incentive Stock Plan;
12. Registration Statement 033-06403 registering 6,558,877 shares of common stock for the Amended and Restated 1989 Employee Benefit Stock Plan;
13. Registration Statement 033-59098 registering 450,000 shares of common stock for the Amended and Restated 1985 Stock Incentive Program; and
14. Registration Statement 033-48890 registering 2,300,000 shares of common stock for the Amended and Restated 1985 Stock Incentive Program.

On October 17, 2006 (the Effective Date ), Silicon Graphics, Inc., a Delaware corporation (the Company ) consummated the transactions contemplated by its First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, as Modified (the Plan ). In accordance with the Plan, the Company s prior common stock, par value \$0.001 per share (the Common Stock ), has been canceled and is no longer outstanding.

As a result of the consummation of the transactions contemplated by the Plan, the Company has terminated all offerings of the Company s securities pursuant to the Registration Statements. Accordingly, pursuant to the undertakings contained in such Registration Statements 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 offerings, the Company is filing this Post-Effective Amendment to the Registration Statements to deregister all the shares of the Company s Common Stock registered and reserved for issuance under such Registration Statements which remained unissued as of the Effective Date.

**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 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Sunnyvale, State of California, on this 11th day of January, 2007.

SILICON GRAPHICS, INC.

By: /s/ Dennis McKenna  
 Name: Dennis McKenna  
 Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>       | <b>Title</b>                                                   | <b>Date</b>      |
|------------------------|----------------------------------------------------------------|------------------|
| /s/ Dennis P. McKenna  | President, Chief Executive Officer and Director                | January 11, 2007 |
| Dennis P. McKenna      | (Principal Executive Officer)                                  |                  |
| /s/ Kathy A. Lanterman | Chief Financial Officer                                        | January 11, 2007 |
| Kathy A. Lanterman     | (Principal Financial Officer and Principal Accounting Officer) |                  |
| /s/ Eugene I. Davis    | Director                                                       | January 11, 2007 |
| Eugene I. Davis        |                                                                |                  |
| /s/ Anthony Grillo     | Director                                                       | January 11, 2007 |
| Anthony Grillo         |                                                                |                  |
| /s/ Kevin D. Katari    | Chairman, Director                                             | January 11, 2007 |
| Kevin D. Katari        |                                                                |                  |
| /s/ James A. McDivitt  | Director                                                       | January 11, 2007 |
| James A. McDivitt      |                                                                |                  |
| /s/ Chun Won Yi        | Director                                                       | January 11, 2007 |
| Chun Won Yi            |                                                                |                  |