

ELECTRONIC ARTS INC  
Form S-8  
August 03, 2005

As filed with the Securities and Exchange Commission On August 3, 2005

Registration No. \_\_\_\_\_

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**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ELECTRONIC ARTS INC.**

**Delaware**  
(State of Incorporation)

**94-2838567**  
(IRS employer identification no.)

**209 Redwood Shores Parkway**

**Redwood City, CA 94065**

(Address of principal executive offices)

**2000 Equity Incentive Plan, as amended**

**2000 Employee Stock Purchase Plan, as amended**

(Full title of the Plan)

**STEPHEN G. BENÉ**

**Senior Vice President, General Counsel and Secretary**

**209 Redwood Shores Parkway**

**Redwood City, CA 94065**

**(650) 628-1500**

(Name, address and telephone number of agent for service)

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Proposed Maximum Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock (\$0.01 par value)	11,500,000	\$58.02	\$667,230,000 <sup>(1)</sup>	\$78,533 <sup>(2)</sup>

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<sup>(1)</sup> Includes 10,000,000 shares available for issuance under the 2000 Equity Incentive Plan, as amended, and 1,500,000 shares available for grant under the 2000 Employee Stock Purchase Plan, as amended, each as of July 28, 2005.

<sup>(2)</sup> Calculated solely for the purposes of determining the amount of the Registration Fee pursuant to Rule 457(c) on the basis of the average of the high and low trading prices of Registrant's Common Stock on July 29, 2005.

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**STATEMENT PURSUANT TO GENERAL INSTRUCTION E**

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; and Registrant's Form S-8 Registration Statement, No. 333-117990, filed on August 6, 2004 are hereby incorporated by reference.

**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 Secretary of the Registrant.

**ITEM 8. EXHIBITS**

- 4.01 Registrant's 2000 Equity Incentive Plan, as amended, and related documents
- 4.02 Registrant's 2000 Employee Stock Purchase Plan, as amended, and related documents
- 5.01 Opinion of General Counsel regarding legality of the securities being issued
- 15.01 Letter re: Unaudited Interim Financial Information
- 23.01 Consent of General Counsel (included in Exhibit 5.01)
- 23.02 Consent of Independent Registered Public Accounting Firm
- 24.01 Power of Attorney (see page II-1)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each individual and corporation whose signature appears below constitutes and appoints Warren C. Jenson and Kenneth A. Barker and each of them, his or its true and lawful attorneys-in-fact and agents with full power of substitution, for him or it and in his or its name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement of Form S-8, 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.

## 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 3rd day of August, 2005.

## ELECTRONIC ARTS INC.

By:           /s/  STEPHEN G. BENÉ  
**Stephen G. Bené, Esq.**  
 Senior Vice President, General Counsel and Secretary

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>Name</u>	<u>Title</u>	<u>Date</u>
<i>Chief Executive Officer:</i>		
<u>          /s/  LAWRENCE F. PROBST III</u>	Chairman and Chief Executive Officer	August 3, 2005
<b>Lawrence F. Probst III</b>		
<i>Principal Financial Officer:</i>		
<u>          /s/  WARREN C. JENSON</u>	Exec. Vice President, Chief Financial and Administrative Officer	August 3, 2005
<b>Warren C. Jenson</b>		
<i>Principal Accounting Officer:</i>		
<u>          /s/  KENNETH A. BARKER</u>	Vice President, Chief Accounting Officer	August 3, 2005
<b>Kenneth A. Barker</b>		
<i>Directors:</i>		
<u>          /s/  M. RICHARD ASHER</u>	Director	August 3, 2005
<b>M. Richard Asher</b>		
<u>          /s/  LEONARD S. COLEMAN</u>	Director	August 3, 2005
<b>Leonard S. Coleman</b>		
<u>          /s/  GARY M. KUSIN</u>	Director	August 3, 2005

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**Gary M. Kusin**

/s/ GREGORY B. MAFFEI

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Director

August 3, 2005

**Gregory B. Maffei**

/s/ TIMOTHY J. MOTT

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Director

August 3, 2005

**Timothy J. Mott**

Director

**Vivek Paul**

/s/ ROBERT W. PITTMAN

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Director

August 3, 2005

**Robert W. Pittman**

/s/ LINDA J. SRERE

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Director

August 3, 2005

**Linda J. Srere**

**INDEX TO EXHIBITS**

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