

PortalPlayer, Inc.
Form S-8
May 11, 2006

As filed with the Securities and Exchange Commission on May 11, 2006

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

PORTALPLAYER, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	77-0513807 (I.R.S. Employer Identification No.)
70 W. Plumeria Drive San Jose, California (Address of principal executive offices)	95134 (Zip Code)

PortalPlayer, Inc. Amended and Restated 2004 Stock Incentive Plan and

PortalPlayer, Inc. 2004 Employee Stock Purchase Plan

(Full title of the plans)

Copy to:

Gary Johnson
President and Chief Executive Officer
PortalPlayer, Inc.
70 W. Plumeria Drive
San Jose, California 95134
(408) 521-7000

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

Davina K. Kaile, Esq.
Pillsbury Winthrop Shaw Pittman LLP
2475 Hanover Street
Palo Alto, CA 94304
(650) 233-4500

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered ⁽¹⁾	Amount To Be Registered ⁽²⁾	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price	
Common Stock, par value \$0.0001 per share: To be issued under the PortalPlayer, Inc. Amended and Restated 2004 Stock Incentive Plan	1,102,166	\$ 10.80	\$ 11,903,393	\$ 1,274
Common Stock, par value \$0.0001 per share: To be issued under the PortalPlayer, Inc. 2004 Employee Stock Purchase Plan	243,766	10.80	2,632,673	282
Total Registration Fee	N/A	N/A	N/A	\$ 1,556

- (1) The securities to be registered include options and rights to acquire Common Stock.
- (2) Calculated pursuant to General Instruction E to Form S-8. Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Offering prices of shares and options to purchase shares that have not yet been granted as of the date of this Registration Statement are estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended (the Securities Act), solely for the purposes of calculating the registration fee, based on the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on May 10, 2006. Offering prices are estimated solely for the purpose of calculating the registration fee.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

**INFORMATION REQUIRED PURSUANT TO
GENERAL INSTRUCTION E TO FORM S-8**

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on December 3, 2004 (File No. 333-120985) and August 25, 2005 (File No. 333-127847) are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

- (a) Registrant's Annual Report on Form 10-K (File No. 0-51004) for the fiscal year ended December 31, 2005.
- (b) Registrant's Quarterly Report on Form 10-Q (File No. 0-51004) for the fiscal quarter ended March 31, 2006.
- (c) Registrant's Current Reports on Form 8-K (File No. 0-51004) filed with the Commission on January 23, 2006, January 27, 2006, February 22, 2006, March 23, 2006 and April 20, 2006.
- (d) The description of Registrant's Capital Stock contained in Registrant's registration statement on Form 8-A, filed on October 27, 2004 (File No. 0-51004) pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, (excluding any portions thereof furnished under Items 2.02 or 7.01 of Form 8-K) prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Exhibits.

Exhibit No. Description

- 5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP.
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (see page 2).
- 99.1* PortalPlayer, Inc. 2004 Employee Stock Purchase Plan.
- 99.2** Form of Restricted Stock Agreement.
- 99.3*** PortalPlayer, Inc. Amended and Restated 2004 Stock Incentive Plan and form of agreements thereunder.

* Incorporated by reference to Exhibit 10.4 to Amendment No. 6 to the Registrant's Registration Statement on Form S-1 (File No. 333-117900).

** Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K as filed on May 9, 2005.

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*** Incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 as filed on March 10, 2006.

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 San Jose, State of California, on the 10th day of May, 2006.

PORTALPLAYER, INC.

By /s/ GARY JOHNSON
Gary Johnson
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gary Johnson and Svend-Olav Carlsen and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his 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 below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ GARY JOHNSON	President, Chief Executive Officer and	May 10, 2006
Gary Johnson	Director (Principal Executive Officer)	
/s/ SVEND-OLAV CARLSEN	Vice President and Chief Financial Officer	May 10, 2006
Svend-Olav Carlsen	(Principal Financial Officer and Principal Accounting Officer)	
/s/ RICHARD L. SANQUINI	Director and Chairman of the Board	May 10, 2006
Richard L. Sanquini		
/s/ WILLIAM J. DALLY	Director	May 10, 2006
William J. Dally		
/s/ HENRY T. DENERO	Director	May 10, 2006
Henry T. DeNero		
/s/ ROBERT A. GUNST	Director	May 10, 2006
Robert A. Gunst		

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/s/ TOMAS ISAKSSON

Director

May 10, 2006

Tomas Isaksson

/s/ SHAHN D. SOGHIKIAN

Director

May 10, 2006

Shahan D. Soghikian

/s/ JAMES L. WHIMS

Director

May 10, 2006

James L. Whims

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