

QUALCOMM INC/DE  
Form S-8  
April 22, 2010

As filed with the Securities and Exchange Commission on April 22, 2010  
Registration No. 333-\_\_\_\_\_

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**QUALCOMM INCORPORATED**  
(Exact name of registrant as specified in its charter)

DELAWARE

95-3685934

(State or other jurisdiction of incorporation or organization)

(I.R.S. employer identification no.)

5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

(Address of principal executive offices)

QUALCOMM INCORPORATED 2006 LONG-TERM INCENTIVE PLAN  
(Full title of the plan)

PAUL E. JACOBS  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER  
QUALCOMM INCORPORATED  
5775 MOREHOUSE DRIVE  
SAN DIEGO, CALIFORNIA 92121  
858-587-1121

(Name and address 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. (Check one:)

Large accelerated filer

Accelerated filer

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

Smaller reporting company

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered <sup>1</sup>	Amount to be registered <sup>2</sup>	Proposed maximum offering price per share <sup>3</sup>	Proposed maximum aggregate offering price <sup>3</sup>	Amount of registration fee <sup>4</sup>
2006 Long-Term Incentive Plan, as amended Common Stock Par Value \$.0001	13,000,000	\$ 42.62	\$ 554,060,000	\$ 39,504

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Common Stock Par Value \$.0001 (from 1991 Stock Option Plan)	274,484	NA	NA	\$ 0
Common Stock Par Value \$.0001 (from 1998 Non-Employee Directors Stock Option Plan)	20,000	NA	NA	\$ 0
Common Stock Par Value \$.0001 (from 2001 Non- Employee Directors Stock Option Plan)	3,900	NA	NA	\$ 0
TOTALS	13,298,384	\$ 42.62	\$ 554,060,000	\$ 39,504

<sup>1</sup> The securities to be registered include options and rights to acquire Common Stock.

<sup>2</sup> Pursuant to Rule 416(a), this Registration Statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.

<sup>3</sup> Estimated pursuant to Rule 457 solely for purposes of calculating the registration fee. The price is based upon the average of the high and low prices of the Common Stock on April 19, 2010, as reported on the NASDAQ Global Select Market.

4 The additional shares to be registered by QUALCOMM Incorporated (the Registrant ) on this Form S-8 Registration Statement under the QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended (the 2006 LTIP ), include 13,000,000 newly authorized shares. The remaining 298,384 shares being registered under the 2006 LTIP are shares that were previously available for grant under the QUALCOMM Incorporated 1991 Stock Option Plan, the QUALCOMM Incorporated 1998 Non-Employee Directors Stock Option Plan and the QUALCOMM Incorporated 2001 Non-Employee Directors Stock Option Plan (the Prior Plans ). The Registrant

previously  
registered such  
shares for  
issuance on  
Registration  
Statements on  
Form S-8 (SEC  
File Nos.

333-2754,  
333-32013,  
333-69457,  
333-95291,  
333-60484,  
333-103497 and  
333-117626).

The Registrant  
is

simultaneously  
filing  
post-effective  
amendments to  
deregister such  
shares from the  
Registration  
Statements on  
Form S-8

previously filed  
with respect to  
the Prior Plans;  
accordingly, the  
associated  
registration fees  
previously paid  
on these shares  
under the prior  
Registration  
Statements are  
hereby carried  
forward to cover  
a portion of the  
registration fee  
due under this  
Registration  
Statement.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the Registration Statements on Form S-8 listed below are incorporated by reference herein.

Registration Statements filed with respect to the QUALCOMM Incorporated 2006 Long-Term Incentive Plan and the former 2001 Stock Option Plan, which was amended and restated as the 2006 Long-Term Incentive Plan (SEC File No. 333-150423, filed April 24, 2008; SEC File No. 333-137692, filed September 29, 2006; SEC File No. 333-117626, filed July 23, 2004; SEC File No. 333-103497, filed February 28, 2003; and SEC File No. 333-60484, filed May 8, 2001).

Item 8. Exhibits

See Exhibit Index.

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 with respect to the QUALCOMM Incorporated 2006 Long-Term Incentive Plan to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on April 22, 2010.

QUALCOMM Incorporated

By: /s/ Paul E. Jacobs  
Paul E. Jacobs, Chairman of the Board  
and Chief Executive Officer

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SIGNATURES AND POWER OF ATTORNEY

The officers and directors of QUALCOMM Incorporated whose signatures appear below, hereby constitute and appoint PAUL E. JACOBS and WILLIAM E. KEITEL, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned this Registration Statement on Form S-8 with respect to QUALCOMM Incorporated 2006 Long-Term Incentive Plan and any amendment or amendments thereto, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Paul E. Jacobs Paul E. Jacobs	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 22, 2010
/s/ William E. Keitel William E. Keitel	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 22, 2010
/s/ Barbara T. Alexander Barbara T. Alexander	Director	April 22, 2010
/s/ Stephen M. Bennett Stephen M. Bennett	Director	April 22, 2010
Donald G. Cruickshank	Director	
/s/ Raymond V. Dittamore Raymond V. Dittamore	Director	April 22, 2010
/s/ Thomas W. Horton Thomas W. Horton	Director	April 22, 2010
/s/ Irwin Mark Jacobs Irwin Mark Jacobs	Director	April 22, 2010
Robert E. Kahn	Director	
/s/ Sherry Lansing Sherry Lansing	Director	April 22, 2010

/s/ Duane A. Nelles

Director

April 22, 2010

Duane A. Nelles

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Signature	Title	Date
/s/ Brent Scowcroft	Director	April 22, 2010
Brent Scowcroft		
/s/ Marc I. Stern	Director	April 22, 2010
Marc I. Stern		

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EXHIBIT INDEX

- 4.1 Restated Certificate of Incorporation of the Company, as amended, is incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on January 27, 2010.
- 4.2 Certificate of Amendment of Certificate of Designation is incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 30, 2005.
- 4.3 Amended and Restated Bylaws of the Company are incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 25, 2009.
- 5 Opinion re legality
- 23.1 Consent of Counsel (included in Exhibit 5)
- 23.2 Consent of PricewaterhouseCoopers LLP
- 24 Power of Attorney (included in signature pages to this Registration Statement)
- 99.1 QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended, is incorporated by reference to Exhibit 10.87 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 21, 2010.