

PLANTRONICS INC /CA/  
Form S-8  
January 31, 2006

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

**Delaware** **77-0207692**  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

**345 Encinal Street  
Santa Cruz, California 95060**  
(Address of Principal Executive Offices including Zip Code)

**Amended and Restated 2003 Stock Plan  
2002 Employee Stock Purchase Plan**  
(Full title of the plan)

**S. Kenneth Kannappan  
Chief Executive Officer and President  
Plantronics, Inc.  
345 Encinal Street  
Santa Cruz, California 95060  
(831) 426-5858**  
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value, to be issued under the 2003 Stock Plan <sup>(2)</sup>	1,300,000 shares	\$ 30.15 <sup>(3)</sup>	\$ 39,195,000	\$ 4,193.87
Common Stock, \$0.01 par value, to be issued under the 2002 Employee Stock Purchase Plan <sup>(2)</sup>	200,000	\$ 30.15 <sup>(3)</sup>	\$ 6,030,000	\$ 645.21

<sup>(1)</sup> For the sole purpose of calculation of the registration

fee, the number of shares to be registered under this Registration Statement is the number of additional shares authorized to be issued under the Registrant's 2003 Stock Plan and 2002 Employee Stock Purchase Plan. This registration statement also shall cover any additional shares of Registrant's common stock that become issuable under the 2003 Stock Plan or the 2002 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of common stock.

- (2) Each share of common stock includes a right to purchase one

one-thousandth  
of a share of  
Series A  
Participating  
Preferred Stock.

- (3) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the total registration fee. Computation based on the average of the high and low reported prices of the Common Stock as reported on the New York Stock Exchange on January 24, 2006, because the exercise prices for the options to be granted in the future and the prices at which the shares will be purchased in the future are not currently determinable.
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PLANTRONICS, INC.  
REGISTRATION STATEMENT ON FORM S-8  
PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INFORMATION AND DOCUMENTS INCORPORATED BY REFERENCE

The following documents and information heretofore filed with the Securities and Exchange Commission are hereby incorporated by reference:

ITEM 3(a)

The Registrant's Annual Report on Form 10-K for the year ended April 2, 2005, filed on May 31, 2005.

ITEM 3(b)

The Registrant's Current Report on Form 8-K, filed on June 7, 2005.

The Registrant's Current Report on Form 8-K, filed on July 11, 2005.

The Registrant's Current Report on Form 8-K, filed on July 15, 2005.

The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed on August 10, 2005.

The Registrant's Current Report on Form 8-K, filed on August 19, 2005, as amended by the Registrant's Current Report on Form 8-K/A, filed on October 20, 2005.

The Registrant's Current Report on Form 8-K, filed on October 4, 2005 (except to the extent that certain items were furnished rather than filed).

The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed on November 10, 2005.

The Registrant's Current Report on Form 8-K, filed on November 23, 2005.

ITEM 3(c)

Item 1 of the Registrant's Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Exchange Act, filed on December 20, 1993, as amended on January 14, 1994, and November 7, 1997 (which in turn incorporate by reference the description of the Registrant's Common Stock set forth in the Registrant's Registration Statement on Form S-1 (Reg. No. 33-70744), filed on October 20, 1993, as amended by Amendment No. 1, filed on November 30, 1993, Amendment No. 2, filed December 27, 1993, and Amendment No. 3, filed on January 18, 1994).

The description of the Registrant's preferred share purchase rights contained in its registration statement on Form 8-A, filed on March 29, 2002.

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All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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 part hereof from the date of filing of such documents.

**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Section 145 of the Delaware General Corporation Law ( DGCL ) authorizes a court to award, or a corporation s Board of Directors to grant, indemnity to directors and officers. This may under certain circumstances include indemnification for liabilities arising under the Securities Act as well as for expenses incurred in that regard.

Article Nine of the Registrant s Certificate of Incorporation and Article V of the Registrant s Bylaws provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL. The Registrant has also entered into Indemnification Agreements with its officers and directors.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable

**ITEM 8. EXHIBITS.**

4.1 Preferred Stock Rights Agreement, dated as of March 13, 2002 between the Registrant and Equiserve Trust Company, N.A., including the Certificate of Designation, the form of Rights Certificate and the Summary of Rights attached thereto as Exhibits A, B, and C, respectively (incorporated herein by reference from Exhibit (4.1) to the Registrant s Form 8-A (File No. 001-12696), filed on March 29, 2002).

5.1 Opinion of counsel as to the legality of securities being registered.

23.1 Consent of counsel (contained in Exhibit 5.1).

23.2 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.

24.1 Power of Attorney (see signature page).

**ITEM 9. UNDERTAKINGS.**

(a) The undersigned 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 to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the Securities Act );

(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.

(b) 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.

(h) 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.

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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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Cruz, State of California, on January 31, 2006.

PLANTRONICS, INC.

/s/ S. Kenneth Kannappan  
By: S. Kenneth Kannappan, Chief  
Executive  
Officer and President

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Barbara V. Scherer and Richard R. Pickard, jointly and severally, as his or her attorneys-in-fact, with full power of substitution in each, for him or her in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may 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.

**SIGNATURES**

Signature	Title	Date
/s/ Ken Kannappan (Ken Kannappan)	President, Chief Executive Officer and Director (Principal Executive Officer)	January 31, 2006
/s/ Barbara Scherer (Barbara Scherer)	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 31, 2006
/s/ Marv Tseu (Marv Tseu)	Chairman of the Board and Director	January 31, 2006
/s/ Gregory Hammann (Gregory Hammann)	Director	January 31, 2006
/s/ Marshall Mohr (Marshall Mohr)	Director	January 31, 2006
/s/ Trude Taylor	Director	January 31, 2006

(Trude Taylor)

/s/ Roger Wery

January 31, 2006

(Roger Wery)

Director

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