

WIND RIVER SYSTEMS INC  
Form S-8 POS  
June 24, 2005

As filed with the Securities and Exchange Commission on June 24, 2005

Registration No. 333-06921

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

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**WIND RIVER SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-2873391**  
(I.R.S. Employer  
Identification No.)

**500 Wind River Way**  
**Alameda, California 94501**

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(Address, including zip code, of registrant's principal executive offices)

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**1987 Equity Incentive Plan**

**1995 Non-Employee Directors' Stock Option Plan**

(Full title of the plan)

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**Michael W. Zellner**

**Senior Vice President, Finance and Administration,**

**Chief Financial Officer and Secretary**

**Wind River Systems, Inc.**

**500 Wind River Way**

**Alameda, California 94501**

**(510) 748-4100**

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

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EXPLANATORY STATEMENT

On June 26, 1996, Wind River Systems, Inc. (the Registrant ) registered an aggregate of 3,375,000 shares of its common stock (as adjusted for stock splits) of which 2,362,500 shares (as adjusted for stock splits) were registered for issuance under the Registrant's 1987 Equity Incentive Plan and of which 337,500 shares (as adjusted for stock splits) were registered for issuance under the Registrant's 1995 Non-Employee Directors Stock Option Plan (collectively referred herein to as the Plans ) on a registration statement on Form S-8 (File No. 333-06921).

On June 8, 2005, the Registrant's stockholders approved the Wind River Systems, Inc. 2005 Equity Incentive Plan (the 2005 Plan ) that replaces the Plans. Under the 2005 Plan, the Registrant carried forward 764,692 shares of its common stock (as adjusted for stock splits) that remained unissued under the Plans (the Unissued Shares ). The Registrant is filing this post-effective amendment to deregister the Unissued Shares. The Unissued Shares deregistered by this post-effective amendment will be registered on a subsequently filed registration statement on Form S-8 for the 2005 Plan. The deregistration of the Unissued Shares shall be effective immediately upon the filing of this post-effective amendment.

**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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alameda, State of California, on this 24th day of June, 2005.

WIND RIVER SYSTEMS, INC.

By: /s/ Michael W. Zellner

Michael W. Zellner  
Senior Vice President, Finance and  
Administration, Chief Financial Officer

and Secretary

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT ON FORM S-8 HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED:

| <u>Signature</u>                                    | <u>Title</u>                                                                                                                            | <u>Date</u>   |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------|
| /s/ Kenneth R. Klein<br><b>Kenneth R. Klein</b>     | Chairman of the Board, President and Chief Executive Officer (principal executive officer)                                              | June 24, 2005 |
| /s/ Michael W. Zellner<br><b>Michael W. Zellner</b> | Senior Vice President of Finance and Administration, Chief Financial Officer and Secretary (principal financial and accounting officer) | June 24, 2005 |
| /s/ Narendra K. Gupta<br><b>Narendra K. Gupta</b>   | Vice Chairman of the Board                                                                                                              | June 24, 2005 |
| /s/ John C. Bolger<br><b>John C. Bolger</b>         | Director                                                                                                                                | June 24, 2005 |
| /s/ William B. Elmore<br><b>William B. Elmore</b>   | Director                                                                                                                                | June 24, 2005 |
| /s/ Jerry L. Fiddler<br><b>Jerry L. Fiddler</b>     | Director                                                                                                                                | June 24, 2005 |
| /s/ Grant M. Inman<br><b>Grant M. Inman</b>         | Director                                                                                                                                | June 24, 2005 |

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/s/ Harvey C. Jones

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Director

June 24, 2005

**Harvey C. Jones**

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Director

**Standish H. O Grady**