

GLU MOBILE INC
Form S-8 POS
March 18, 2009

As filed with the Securities and Exchange Commission on March 18, 2009

Registration No. 333- 157959

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Glu Mobile Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

91-2143667
(I.R.S. Employer
Identification No.)

**2207 Bridgepointe Parkway, Suite 250
San Mateo, California 94404**
(Address of Principal Executive Offices)
**2007 Equity Incentive Plan
2007 Employee Stock Purchase Plan**
(Full Titles of the Plans)

**L. Gregory Ballard
President and Chief Executive Officer
Glu Mobile Inc.
2207 Bridgepointe Parkway, Suite 250
San Mateo, California 94404
(650) 532-2400**

(Name and Address of Agent For Service)

Copies to:

**Kevin S. Chou, Esq.
Vice President and General Counsel
Glu Mobile Inc.
2207 Bridgepointe Parkway
Suite 250
San Mateo, CA 94404**

**David A. Bell, Esq.
Fenwick & West LLP
Silicon Valley Center
801 California Street
Mountain View, CA 94041**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated
filer o

Accelerated filer p

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

Smaller reporting
company o

EXPLANATORY NOTE

The Registrant files this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-157959) filed with the Securities and Exchange Commission on March 13, 2009 (the Registration Statement) solely to replace Exhibit 5.01 thereto, in order to correct a typographical error (which inadvertently overstated the aggregate number of shares being registered on the Registration Statement by 39).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

(a) Exhibits. The exhibits listed on the Exhibit Index (following the Signatures section of this Registration Statement) are included, or incorporated by reference, in this Registration Statement.

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 this Post-Effective Amendment No. 1 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 Mateo, State of California, on March 18, 2009.

GLU MOBILE INC.

By: /s/ L. Gregory Ballard
 L. Gregory Ballard
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ L. Gregory Ballard	President, Chief Executive Officer and Director	March 18, 2009
L. Gregory Ballard	(Principal Executive Officer)	
*	Senior Vice President and Chief Financial Officer	March 18, 2009
Eric R. Ludwig	(Principal Financial and Accounting Officer)	
*	Lead Independent Director	March 18, 2009
Daniel L. Skaff		
*	Director	March 18, 2009
Ann Mather		
*	Director	March 18, 2009
William J. Miller		
*	Director	March 18, 2009
Richard A. Moran		
*	Director	March 18, 2009
Hany M. Nada		
*	Director	March 18, 2009
A. Brooke Seawell		

*

Director

March 18, 2009

Ellen F. Siminoff

* By /s/ L. Gregory Ballard
L. Gregory Ballard, Attorney-In-Fact

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filing Date	Filed Herewith
		Form	File No.	Exhibit		
4.01	Restated Certificate of Incorporation of Glu Mobile Inc.	S-1/A	333-139493	3.02	02/14/07	
4.02	Amended and Restated Bylaws of Glu Mobile Inc.	8-K	001-33368	99.01	10/28/08	
4.03	Form of Registrant's Common Stock Certificate.	S-1/A	333-139493	4.01	02/14/07	
4.04	Amended and Restated Investors' Rights Agreement, dated as of March 29, 2006, by and among Glu Mobile Inc. and certain investors of Glu Mobile Inc. and the Amendment No. 1 and Joinder to the Amended and Restated Investor Rights Agreement dated May 5, 2006, by and among Glu Mobile Inc. and certain investors of Glu Mobile Inc.	S-1	333-139493	4.02	12/19/06	
4.05	2007 Equity Incentive Plan and forms of (a) Notice of Stock Option Grant, Stock Option Award Agreement and Stock Option Exercise Agreement, (b) Notice of Restricted Stock Award and Restricted Stock Agreement, (c) Notice of Stock Appreciation Right Award and Stock Appreciation Right Award Agreement, (d) Notice of Restricted Stock Unit Award and Restricted Stock Unit Agreement and (e) Notice of Stock Bonus Award and Stock Bonus Agreement.	S-1/A	333-139493	10.03	02/16/07	
4.07	Forms of Stock Option Award Agreement (Immediately	10-Q	001-33368	10.05	08/14/08	

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Exercisable) and Stock Option Exercise Agreement (Immediately Exercisable) under the Glu Mobile Inc. 2007 Equity Incentive Plan.

4.06	2007 Employee Stock Purchase Plan, as amended on April 20, 2007.	10-Q	001-33368	10.02	08/14/08	
4.07	2007 Employee Stock Purchase Plan, as amended on January 22, 2009	10-K	001-33368	10.05	03/13/09	
5.01	Opinion of Kevin S. Chou, Esq.					X
23.01	Consent of Kevin S. Chou, Esq. (included in Exhibit 5.01).	S-8	333-157959	23.01	03/13/09	
23.02	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.	S-8	333-157959	23.02	03/13/09	
24.01	Power of Attorney (included on signature page to the Registration Statement).	S-8	333-157959	24.01	03/13/09	