

SUN MICROSYSTEMS, INC.  
Form S-8 POS  
February 01, 2010

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

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Sun Microsystems, Inc.**

(Exact Name of Registrant as Specified in its Charter)

4150 Network Circle

Santa Clara, CA 95054

Delaware  
(State or Other Jurisdiction of

(650) 960-1300  
(Address of Principal

94-2805249  
(I.R.S. Employer

Incorporation or Organization)

Executive Offices)

Identification Number)

Sun Microsystems, Inc. U.S. Non-Qualified Deferred Compensation Plan

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(Full Title of the Plan)

**Dorian Daley**

**Sun Microsystems, Inc.**

**4150 Network Circle**

**Santa Clara, California 95054**

**(650) 960-1300**

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

*Copy To:*

**John M. Newell, Esq.**

**Latham & Watkins LLP**

**505 Montgomery Street, Suite 2000**

**San Francisco, California 94111**

**(415) 391-0600**

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):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF COMMON STOCK**

On August 29, 1997, the Registrant filed with the Securities and Exchange Commission (the Commission) a registration statement on Form S-8, Registration No. 333-34651 (the Registration Statement), for the deferred compensation obligations of the Registrant in the amount of \$20,000,000 under the Sun Microsystems, Inc. U.S. Non-Qualified Deferred Compensation Plan.

On January 26, 2010, pursuant to the terms of the Agreement and Plan of Merger, dated as of April 19, 2009, by and among the Registrant, Oracle Corporation and Soda Acquisition Corporation, a wholly-owned subsidiary of Oracle Corporation, Soda Acquisition Corporation merged with and into the Registrant, and the Registrant became a wholly-owned subsidiary of Oracle Corporation (the Merger). As a result of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the deferred compensation obligations registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration the deferred compensation obligations registered but unsold under the 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. 2 to Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Redwood City, State of California, on the 29th day of January, 2010.

SUN MICROSYSTEMS, INC.

By: /s/ DORIAN DALEY  
 Name: **Dorian Daley**  
 Title: **President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ DORIAN DALEY <b>Dorian Daley</b>	President and Chief Executive Officer (Principal Executive Officer)	January 29, 2010
/s/ JEFF EPSTEIN <b>Jeff Epstein</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	January 29, 2010
/s/ BRADY MICKELSEN <b>Brady Mickelsen</b>	Director	January 29, 2010