

INTUIT INC
Form S-8
December 17, 2008

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As filed with the Securities and Exchange Commission on December 17, 2008

Registration No. 333-_____

**United States
Securities and Exchange Commission
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**INTUIT INC.
(Exact Name of Issuer as Specified in Its Charter)**

Delaware
(State of Incorporation)

77-0034661
(I.R.S. Employer
Identification No.)

**2700 Coast Avenue
Mountain View, California 94043**
(Address of Principal Executive Offices)
Intuit Inc. 2005 Equity Incentive Plan
(Full title of the Plan)

Laura A. Fennell, Esq.
Intuit Inc.
2700 Coast Avenue
Mountain View, California 94043
(650) 944-6000

(Name, Address and Telephone Number 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. 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 Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.01 par value | 10,000,000(1) | \$22.745(2) | \$227,450,000(2) | \$8,938.79 |

(1)

Represents
10,000,000
additional
shares available
for awards
under the Intuit
Inc. 2005 Equity
Incentive Plan,
as amended by
the Registrant's
stockholders on
December 16,
2008. Pursuant
to Rule 416(a)
under the
Securities Act
of 1933, as
amended (the
Securities Act),
this Registration
Statement shall
also cover any
additional
shares of
Registrant's
common stock
in respect of the
securities
identified in the
above table by
reason of any
stock dividend,
stock split,
recapitalization
or other similar
transaction.

- (2) Estimated solely
for the purpose
of calculating
the registration
fee. Calculated
pursuant to
Rules 457(c)
and 457(h)
under the
Securities Act
based on the
average of the
high and low
prices per share

of the
Registrant's
common stock
as reported on
The Nasdaq
Global Select
Market on
December 15,
2008, which
was \$22.745.

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EXPLANATORY NOTE

This Registration Statement relates to the registration of additional securities under the Intuit Inc. 2005 Equity Incentive Plan (the Plan), which has been amended since the filing of Intuit Inc. s (the Company or Registrant) Registration Statements covering the Plan. In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statements on Form S-8 related to the 2005 Equity Incentive Plan (Commission File No. 333-121170 filed on December 10, 2004, Commission File No. 333-130453, filed on December 19, 2005, Commission File No. 333-139452 filed on December 18, 2006, and Commission File No. 333-148112 filed on December 17, 2007 with the Securities and Exchange Commission (the Commission)) are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

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PART II: INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents of the Registrant filed with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 2008;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) The Registrant's Registration Statement on Form 8-A filed with the Commission on February 4, 1993 pursuant to Section 12(g) of the Exchange Act, in which there is described the terms, rights and provisions applicable to the Registrant's Common Stock.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Laura A. Fennell, Esq., Senior Vice President, General Counsel and Corporate Secretary of Intuit, will pass upon the validity of the issuance of the shares of Common Stock offered by this Registration Statement. As of November 30, 2008, Ms. Fennell held 9,798 shares of Intuit's common stock, options to purchase 305,000 shares of Common Stock (of which 225,275 shares are exercisable within the next 60 days), and 47,545 restricted stock units (3,045 of which are vested or will vest in the next 60 days).

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

As permitted by Section 145 of the Delaware General Corporation Law, the Registrant's Certificate of Incorporation includes a provision that eliminates the personal liability of its directors for monetary damages for breach or alleged breach of their duty of care. In addition, as permitted by Section 145 of the Delaware General Corporation Law, the Registrant's Bylaws provide that:

the Registrant is required to indemnify its directors and officers and persons serving in such capacities in other business enterprises (including, for example, subsidiaries of Intuit) at the request of the Registrant, to the fullest extent permitted by Delaware law, including those circumstances in which indemnification would otherwise be discretionary;

the Registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is not required by law;

the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding (except that it is not required to advance expenses to a person against whom the Registrant brings a claim for breach of the duty of loyalty, failure to act in good faith, intentional misconduct, knowing violation of law or deriving an improper personal benefit);

the rights conferred in the Registrant's Bylaws are not exclusive, and the Registrant is authorized to enter into indemnification agreements with its directors, officers and employees; and

the Registrant may not retroactively amend the Registrant's Bylaw provisions in a way that is adverse to such directors, officers and employees.

The Registrant's policy is to enter into indemnity agreements with each of its and its subsidiaries' directors and officers. The agreements provide that the Registrant will indemnify its directors and officers under Section 145 of the Delaware General Corporation Law and the Registrant's Bylaws. In addition, the indemnity agreements provide that the Registrant will advance expenses (including attorney's fees) and settlement amounts paid or incurred by the directors and officers in any action or proceeding, including any derivative action by or in the right of the Registrant, on account of their services as directors or officers of the Registrant or as directors or officers of any other company or

enterprise when they are serving in such capacities at the request of the Registrant. The Registrant will not be obligated pursuant to the agreements to indemnify or advance expenses to an indemnified party with respect

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to proceedings or claims initiated by the indemnified party and not by way of defense, except with respect to proceedings specifically authorized by the Registrant's Board of Directors or brought to enforce a right to indemnification under the indemnity agreement, the Registrant's Bylaws or any statute or law. Under the agreements, the Registrant is not obligated to indemnify the indemnified party:

for any expenses incurred by the indemnified party with respect to any proceeding instituted by the indemnified party to enforce or interpret the agreement, if a court of competent jurisdiction determines that each of the material assertions made by the indemnified party in such proceeding was not made in good faith or was frivolous;

for any amounts paid in settlement of a proceeding unless the Registrant consents to such settlement;

with respect to any proceeding brought by the Registrant against the indemnified party for willful misconduct, unless a court determines that each of such claims was not made in good faith or was frivolous;

on account of any suit in which judgment is rendered against the indemnified party for an accounting of profits made from the purchase or sale by the indemnified party of securities of the Registrant pursuant to the provisions of Section 16(b) of the Exchange Act and related laws;

on account of the indemnified party's conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest, or to constitute willful misconduct or a knowing violation of the law; or

if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

The indemnification provision in the Registrant's Bylaws, and the indemnity agreements entered into between the Registrant and its directors and executive officers, may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities arising under the Securities Act.

The indemnity agreements with the Registrant's officers and directors require the Registrant to maintain director and officer liability insurance to the extent reasonably available. The Registrant currently maintains a director and officer liability insurance policy.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

See the attached Exhibit Index

Unless otherwise indicated below as being incorporated by reference to another filing of Intuit Inc. with the Commission, each of the following exhibits is filed herewith:

| Exhibit No. | Exhibit Description | Filed with this Form S-8 | Incorporated By Reference | |
|-------------|--|--------------------------------|---------------------------|---------------------|
| | | | Form | File No. Date Filed |
| 5.01 | Opinion of Counsel | X | | |
| 23.01 | Consent of Counsel (included in Exhibit 5.01) | X | | |
| 23.02 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm | X | | |
| 24.01 | Power of Attorney (see pages II-5 and II-6) | X | | |
| 99.01+ | Intuit Inc. 2005 Equity Incentive Plan, as amended through December 16, 2008 | X | | |

+ Indicates a management

contract or
compensatory
plan or
arrangement

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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:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the

Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 and Section 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) that are incorporated by reference in the Registration Statement.

(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.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to applicable indemnification provisions, 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 hereby, 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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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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on December 17, 2008.

INTUIT INC.

By: /s/ R. Neil Williams
R. Neil Williams
Senior Vice President and
Chief Financial Officer

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By signing this Form S-8 below, I hereby appoint each of Brad D. Smith and R. Neil Williams as my true and lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated. 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.

Principal Executive Officer:

| | | |
|-------------------|--|----------------------|
| /s/ BRAD D. SMITH | Chief Executive Officer, President and Director | December 17, 2008 |
| Brad D. Smith | | |

Principal Financial Officer

| | | |
|----------------------|--|----------------------|
| /s/ R. NEIL WILLIAMS | Senior Vice President and Chief Financial Officer | December 17, 2008 |
| R. Neil Williams | | |

Principal Accounting Officer:

| | | |
|---------------------|---|----------------------|
| /s/ JEFFREY P. HANK | Vice President, Corporate Controller | December 17, 2008 |
| Jeffrey P. Hank | | |

Additional Directors:

| | | |
|------------------------|----------|----------------------|
| /s/ STEPHEN M. BENNETT | Director | December 17, 2008 |
| Stephen M. Bennett | | |

| | | |
|--------------------------|----------|----------------------|
| /s/ CHRISTOPHER W. BRODY | Director | December 17, 2008 |
| Christopher W. Brody | | |

| | | |
|-------------------------|----------|----------------------|
| /s/ WILLIAM V. CAMPBELL | Director | December 17, 2008 |
| William V. Campbell | | |

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| | | |
|--------------------------|----------|----------------------|
| /s/ SCOTT D. COOK | Director | December 17, 2008 |
| Scott D. Cook | | |
| /s/ DIANE B. GREENE | Director | December 17, 2008 |
| Diane B. Greene | | |
| /s/ MICHAEL R. HALLMAN | Director | December 17, 2008 |
| Michael R. Hallman | | |
| /s/ EDWARD A. KANGAS | Director | December 17, 2008 |
| Edward A. Kangas | | |
| /s/ SUZANNE NORA JOHNSON | Director | December 17, 2008 |
| Suzanne Nora Johnson | | |

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| | | |
|-------------------------|----------|----------------------|
| /s/ DENNIS D. POWELL | Director | December 17, 2008 |
| Dennis D. Powell | | |
| /s/ STRATTON D. SCLAVOS | Director | December 17, 2008 |
| Stratton D. Sclavos | | |

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|---------------------------|--|
| 5.01 | Opinion of Counsel |
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+ Indicates a
management
contract or
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arrangement

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