

VARIAN MEDICAL SYSTEMS INC
Form S-8 POS
April 01, 2005

As filed with the Securities and Exchange Commission on April 1, 2005

Registration No. 333-75531

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

VARIAN MEDICAL SYSTEMS, INC.

(Formerly VARIAN ASSOCIATES, INC.)

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

94-2359345
(I.R.S. Employer
Identification No.)

3100 Hansen Way

Palo Alto, CA 94304

(Address of Principal Executive Offices)

Varian Medical Systems, Inc.

Omnibus Stock Plan

(Full Title of the Plan)

Joseph B. Phair

Corporate Vice President Administration

and General Counsel

Varian Medical Systems, Inc.

3100 Hansen Way

Palo Alto, CA 94304

(Name and Address of Agent For Service)

(650) 493-4000

(Telephone Number, Including Area Code, of Agent For Service)

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This registration statement on Form S-8, filed on April 1, 1999, registered 12,000,000 shares of common stock (and related Preferred Stock Purchase Rights) of Varian Medical Systems, Inc. (the Registrant) for a registration fee of \$58,797.00. Subsequently, on January 15, 2002 and July 30, 2004, the Registrant paid stock splits in the form of 100% stock dividends. By application of Rule 416 under the Securities Act of 1933, this registration statement is now deemed to extend to such additional shares (and related Preferred Stock Purchase Rights), such that the number of shares (and related Preferred Stock Purchase Rights) registered hereunder amounts to 48,000,000 (a registration fee of \$0.0012249375 per share). The purpose of this Post-Effective Amendment No. 1 is to transfer 28,975,984 of such shares (and related Preferred Stock Purchase Rights) to the Form S-8 Registration Statement for the Varian Medical Systems, Inc. 2005 Omnibus Stock Plan, which registration statement is being simultaneously filed.

Item 8.

Exhibits.

**Exhibit
Number**

24.1 Powers of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, a corporation organized and existing under the laws of the State of Delaware, 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 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on this 1st day of April, 2005.

VARIAN MEDICAL SYSTEMS, INC.

By: /s/ Joseph B. Phair
Joseph B. Phair
Corporate Vice President, Administration
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------|---------------|
| /s/ Richard M. Levy Richard M. Levy | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | April 1, 2005 |
| /s/ Elisha W. Finney Elisha W. Finney | Corporate Senior Vice President and Chief Financial Officer (Principal Financial Officer) | April 1, 2005 |
| /s/ Crisanto C. Raimundo Crisanto C. Raimundo | Corporate Vice President and Corporate Controller (Principal Accounting Officer) | April 1, 2005 |
| *Susan L. Bostrom | Director | April 1, 2005 |
| *John Seely Brown | Director | April 1, 2005 |
| *R. Andrew Eckert | Director | April 1, 2005 |
| *Samuel Hellman | Director | April 1, 2005 |
| *Allen S. Lichter | Director | April 1, 2005 |
| *David W. Martin, Jr. | Director | April 1, 2005 |
| *Ruediger Naumann-Etienne | Director | April 1, 2005 |
| *By: /s/ Joseph B. Phair Joseph B. Phair Attorney-in-fact | | |

EXHIBIT INDEX

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