

TREND MICRO INC
Form S-8 POS
June 27, 2007

As filed with the Securities and Exchange Commission on June 27, 2007

Registration Statement No. 333-115782

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

TREND MICRO KABUSHIKI KAISHA

(Exact Name of Registrant as Specified in its Charter)

TREND MICRO INCORPORATED

(Translation of Registrant's name into English)

Japan
(State or Other Jurisdiction of
Incorporation or Organization)

None
(I.R.S. Employer
Identification No.)

Shinjuku MAYNDS Tower,

1-1, Yoyogi 2-chome

Shibuya-ku, Tokyo 151-0053, Japan

81-3-5334-3600

(Address and Telephone Number of Registrant's Principal Executive Offices)

TREND MICRO INCORPORATED
11th, 12th AND 13th INCENTIVE PLANS

(Full Title of the Plan)

Eva Chen

c/o Trend Micro, Inc.

10101 N. DeAnza Blvd., Suite 400

Cupertino, California 95014

(408) 257-1000

(Name, Address and Telephone Number of Agent For Service)

EXPLANATORY NOTE

Trend Micro Incorporated (the Registrant) is filing this Post-Effective Amendment No.1 to Registration Statement on Form S-8 filed on May 24, 2004 (File No. 333-115782) to deregister shares of the Registrant s common stock relating to stock acquisition rights granted under the Trend Micro Incorporated 11th, 12th and 13th Incentive Plans (the 11th, 12th and 13th Incentive Plans).

A total of 2,011,500 shares issuable pursuant to the 11th, 12th and 13th Incentive Plans were registered under the Registration Statement.

In connection with the Registrant s filing of a Form 15F, the Registration Statement is hereby amended to deregister the remaining unissued shares.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tokyo, Japan on June 27, 2007.

TREND MICRO INCORPORATED

By: /s/ MAHENDRA NEGI

Name: Mahendra Negi

Title: Chief Financial Officer, Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the following capacities on June 27, 2007.

| Name | Title |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| /s/ EVA CHEN | Representative Director; President and Chief Executive Officer (Principal Executive Officer and Authorized Representative in the United States) |
| Eva Chen | |
| /s/ STEVE CHANG | Representative Director and Chairman of the Board |
| Steve Chang | |
| /s/ MAHENDRA NEGI | Representative Director, Chief Operating Officer, Chief Financial Officer and Executive Vice President (Principal Financial Officer and Principal Accounting Director) |
| Mahendra Negi | |
| | Director |
| Hiroataka Takeuchi | |