

ERICSSON LM TELEPHONE CO  
Form S-8  
June 19, 2006

As filed with the Securities and Exchange Commission on June 19, 2006

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM S-8

### REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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# TELEFONAKTIEBOLAGET LM ERICSSON

(Exact Name of Registrant as Specified in Its Charter)

# LM ERICSSON TELEPHONE COMPANY

(Translation of Registrant's Name into English)

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Telefonplan, SE-126 25

Kingdom of Sweden  
(State or Other Jurisdiction of  
Incorporation or Organization)

Stockholm, Sweden  
(Address of Principal Executive Offices  
Including Zip Code)

N.A.  
(I.R.S. Employer  
Identification Number)

**ERICSSON INC. STOCK PURCHASE PLAN**

(Full Title of the Plan)

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**Ericsson Inc.**

**Vice President Legal Affairs**

**6300 Legacy Drive**

**Plano, Texas 75024**

(Name and Address of Agent For Service)

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**(972) 583-0000**

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

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*Copy to:*

**David Sirignano**

**Morgan, Lewis & Bockius LLP**

**1111 Pennsylvania Ave, NW**

**Washington, DC 20004**

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of Securities to be Registered</b>  | <b>Amount to be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share(2)</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|--|-----------------------------------|---|--|-----------------------------------|
| B Shares of Telefonaktiebolaget LM Ericsson,<br>Nominal value Swedish Kronor 1.00 each<br>( Shares ) | 3,800,000                         | \$ 2.921  | \$ 11,099,800                                    | \$ 1,187.68                       |

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(1)

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Plus such additional Shares as may be required pursuant to the employee benefit plan in the event of a stock split, stock dividend, recapitalization, reorganization, merger, consolidation or similar event.

- (2) Estimated solely for the purposes of calculating the registration fee. Pursuant to Rule 457(h), the Proposed Maximum Aggregate Offering Price Per Share is based on the average of the high and low price per ADS (traded under the symbol ERICY ) on the NASDAQ National Market System ( NASDAQ ) June 13, 2006. Because each ADS represents ten Shares, the prices of the ADS on NASDAQ has been divided by ten to determine the price of a Share.
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**INTRODUCTION**

This registration statement on Form S-8 is filed by LM ERICSSON TELEPHONE COMPANY pursuant to General Instruction E to Form S-8 to register an additional 3,800,000 Shares under the ERICSSON INC. STOCK PURCHASE PLAN. The contents of the registration statement on Form S-8, file number 333-125978, previously filed by LM ERICSSON TELEPHONE COMPANY are hereby incorporated by reference into this registration statement in accordance with General Instruction E to Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 4.1                | Ericsson Inc. Stock Purchase Plan (incorporated by reference to Exhibit 4.1 of the Company's Form S-8 filed June 20, 2005 (File No. 333-125978))   |
| 4.2                | Articles of Association of Telefonaktiebolaget LM Ericsson, Stockholm (Org. #556016-0680) dated August 2004 (incorporated by reference to Exhibit 4.2 of the Company's Form S-8 filed February 14, 2005 (File No. 333-122785)) |
| 4.3                | Specimen certificate representing Non-restricted B Shares of LM Ericsson (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form F-1 (File No. 2-82969))                                     |
| 4.4                | Form of certificate representing ADRs of LM Ericsson (incorporated by reference to Exhibit A of Amendment No. 1 to the Company's Registration Statement on Form F-6 (File No. 2-82998))  |
| 23.1               | Consent of PricewaterhouseCoopers AB   |
| 24.1               | Power of Attorney (included as part of signature page)   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company 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 Kingdom of Sweden, on this 7th day of June, 2006.

**TELEFONAKTIEBOLAGET LM ERICSSON (publ)**

By: /s/ KARL-HENRIK SUNDSTRÖM

By: /s/ CARL OLOF BLOMQVIST

Name: Karl-Henrik Sundström  
Title: Executive Vice President and Chief Financial Officer

Name: Carl Olof Blomqvist  
Title: Senior Vice President

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated. Each of the directors and/or officers of the Company whose signature appears below hereby appoints Karl-Henrik Sundström and Carl Olof Blomqvist, and each of them severally as his or her attorney-in-fact and agent, each with full power of substitution, for him or her and in his or her name, place and stead, to sign his or her name and on his or her behalf, in any and all capacities stated below, and to file with the Commission any and all amendments (including post-effective amendments) and supplements to this Registration Statement as appropriate (including new registration statements filed pursuant to General Instruction E of Form S-8 to register additional shares), and to file the same, with all exhibits thereto, and other documents in connection therewith, and generally to do all such things in their behalf in their capacities as officers and directors to enable the Company to comply with the provisions of the Securities Act, and all requirements of the Commission.

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| <u>Name and Signature</u>                                 | <u>Title</u>  | <u>Date</u>   |
|---|---|---------------|
| <u>/s/ MICHAEL TRESCHOW</u><br>Michael Treschow           | Chairman of the Board   | June 7, 2006  |
| <u>/s/ SVERKER MARTIN-LÖF</u><br>Sverker Martin-Löf       | Deputy Chairman of the Board and Director                     | June 12, 2006 |
| <u>/s/ MARCUS WALLENBERG</u><br>Marcus Wallenberg         | Deputy Chairman of the Board and Director                     | June 7, 2006  |
| <u>/s/ CARL-HENRIC SVANBERG</u><br>Carl-Henric Svanberg   | CEO, President, and Director<br>(Principal Executive Officer) | June 7, 2006  |
| <u>/s/ SIR PETER L. BONFIELD</u><br>Sir Peter L. Bonfield | Director  | June 7, 2006  |
| <u>/s/ BÖRJE EKHOLM</u><br>Börje Ekholm                   | Director  | June 12, 2006 |
| <u>/s/ KATHERINE HUDSON</u><br>Katherine Hudson           | Director  | June 9, 2006  |
| <u>/s/ ULF J. JOHANSSON</u><br>Ulf J. Johansson           | Director  | June 7, 2006  |
| <u>/s/ NANCY MCKINSTRY</u><br>Nancy McKinstry             | Director  | June 12, 2006 |

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|                           |  |              |
|---------------------------|--|--------------|
| /s/ ANDERS NYRÉN          | Director   | June 7, 2006 |
| Anders Nyrén              |  |              |
| /s/ MONICA BERGSTRÖM      | Director and Employee<br>Representative                    | June 7, 2006 |
| Monica Bergström          |  |              |
| /s/ JAN HEDLUND           | Director and Employee<br>Representative                    | June 9, 2006 |
| Jan Hedlund               |  |              |
| /s/ TORBJÖRN NYMAN        | Director and Employee<br>Representative                    | June 7, 2006 |
| Torbjörn Nyman            |  |              |
| /s/ KARL-HENRIK SUNDSTRÖM | Executive Vice President and Chief<br>Financial Officer    | June 7, 2006 |
| Karl-Henrik Sundström     | (Principal Financial Officer)                              |              |
| /s/ EVA-BRITT ALLENIUS    | Chief Accounting Officer<br>(Principal Accounting Officer) | June 8, 2006 |
| Eva-Britt Allenius        |  |              |



**EXHIBIT INDEX**

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| 24.1               | Power of Attorney (included as part of signature page)   |

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Form S-8, this registration statement has been signed below by the undersigned as the duly authorized representative of Telefonaktiebolaget LM Ericsson in the United States on this 13th day of June, 2006.

By:           /s/ JOHN MOORE          

Name: John Moore  
Title: Vice President and General Counsel  
Ericsson Inc.