

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

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

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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**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.)

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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)

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**TREND MICRO INCORPORATED**  
**11<sup>th</sup>, 12<sup>th</sup> AND 13<sup>th</sup> INCENTIVE PLANS**

(Full Title of the Plan)

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**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)

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**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 11<sup>th</sup>, 12<sup>th</sup> and 13<sup>th</sup> Incentive Plans (the 11<sup>th</sup>, 12<sup>th</sup> and 13<sup>th</sup> Incentive Plans ).

A total of 2,011,500 shares issuable pursuant to the 11<sup>th</sup>, 12<sup>th</sup> and 13<sup>th</sup> 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.

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