

ZEBRA TECHNOLOGIES CORP  
Form S-8  
May 31, 2011

As filed with the Securities and Exchange Commission on May 31, 2011

Registration No.:

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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

**ZEBRA TECHNOLOGIES CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation)

**475 Half Day Road, Suite 500, Lincolnshire, IL 60069**

(Address, including zip code, of registrant's principal executive offices)

**Zebra Technologies Corporation 2011 Long-Term Incentive Plan**

**36-2675536**  
(I.R.S. Employer

Identification No.)

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**Zebra Technologies Corporation 2011 Employee Stock Purchase Plan**

(Full Title of the Plans)

**Jim Kaput**

**Senior Vice President, Secretary and General Counsel**

**Zebra Technologies Corporation**

**475 Half Day Road, Suite 500, Lincolnshire, IL 60069**

**(847)-634-6700**

(Name, address, including zip code, and telephone number, including area code, 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

**CALCULATION OF REGISTRATION FEE**

<b>Title Of Securities To Be Registered</b>	<b>Amount To Be Registered (1)(2)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount Of Registration Fee (2)</b>
Class A Common Stock of the Company, par value \$.01 per share (3)	7,000,000	\$43.23	\$302,610,000	\$35,178

- (1) Of the shares of Class A Common Stock being registered, 5,500,000 shares relate to the Zebra Technologies Corporation 2011 Long-Term Incentive Plan and 1,500,000 shares relate to the Zebra Technologies Corporation 2011 Employee Stock Purchase Plan. Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration Statement also covers such additional and indeterminate number of shares as may become issuable because of the provisions of the Zebra Technologies Corporation 2011 Long-Term Incentive Plan and the Zebra Technologies Corporation 2011 Employee Stock Purchase Plan, relating to adjustments for changes resulting from a stock dividend, stock split or similar change.
- (2) This calculation is made solely for the purpose of determining the amount of the Registration Fee pursuant to Rule 457(c) and 457(h)(1) under the Securities Act of 1933, as amended, based on the average high and low prices for the Class A Common Stock as reported on The NASDAQ Stock Market on May 27, 2011.
- (3) Each share of Class A Common Stock includes one Class A purchase right pursuant to the Rights Agreement, dated as of March 14, 2002, between Zebra Technologies Corporation and Mellon Investor Services LLC, as rights agent.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of this Registration Statement on Form S-8 will be delivered to the participants in the Zebra Technologies Corporation 2011 Long-Term Incentive Plan and Zebra Technologies Corporation 2011 Employee Stock Purchase Plan (collectively, the Plans ) as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act ). Such documents need not be filed with the Securities and Exchange Commission ( SEC ) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement on Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed by the Company with the SEC are incorporated by reference in this registration statement:

The Company's annual report on Form 10-K for the fiscal year ended December 31, 2010;

The Company's current reports on Form 8-K dated January 28, 2011, February 16, 2011, March 7, 2011, March 18, 2011 and May 19, 2011;

The Company's quarterly report on Form 10-Q for the quarter ended April 2, 2011; and

The description of the Company's Class A Common Stock, par value \$0.01, and the associated preferred stock purchase rights ( Rights ) contained in the Company's registration statements filed with the Securities and Exchange Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), and all amendments thereto and reports filed for the purpose of updating such description.

In addition, all documents that the Company files pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act, after the date of this Registration Statement and before the filing of a post-effective amendment indicating that all securities offered pursuant to this Registration Statement have been sold or deregistering all of the securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part of this Registration Statement from the date of filing of those documents (such documents, and the documents listed above, being the incorporated documents ); it being understood that any incorporated documents filed by the Company that are furnished but not filed under the Federal securities laws shall not be deemed to be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes that statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

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The validity of the securities registered hereunder will be passed upon for the Company by Jim Kaput, Senior Vice President and General Counsel, of the Company. Mr. Kaput may receive awards under the Zebra Technologies Corporation 2011 Long-Term Incentive Plan and may participate in the Zebra Technologies Corporation 2011 Employee Stock Purchase Plan. Mr. Kaput beneficially owns or has rights to acquire an aggregate of less than 1% of the Company's Class A Common Stock.

**Item 6. Indemnification of Directors and Officers.**

Article Nine of the Company's Certificate of Incorporation, as amended, provides that the Company shall indemnify its directors to the fullest extent permitted by the Delaware General Corporation Law and may indemnify its officers to such extent, except that

the Company shall not be obligated to indemnify any such person (1) with respect to proceedings, claims or actions initiated or brought voluntarily by any such person and not by way of defense, or (2) for any amounts paid in settlement of an action indemnified against by the Company without the prior written consent of the Company. The Company has entered into indemnity agreements with each of its directors and certain of its officers. These agreements may require the Company, among other things, to indemnify such officers and directors against certain liabilities that may arise by reason of their status or service as directors or officers and to advance expenses to them as they are incurred, provided that they undertake to repay the amount advanced if it is ultimately determined by a court that they are not entitled to indemnification.

In addition, Article Eight of the Company's Certificate of Incorporation, as amended, provides that a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Company or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the General Corporation Law of the State of Delaware, or (4) for any transaction from which the director derives an improper personal benefit.

The Company has an insurance policy which entitles the Company to be reimbursed for certain indemnity payments it is required or permitted to make to its directors and officers.

Under Section 145 of the Delaware General Corporation Law (the "DGCL"), a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding (i) if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. In actions brought by or in the right of the corporation, a corporation may indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or other such court shall deem proper. To the extent that such person has been successful on the merits or otherwise in defending any such action, suit or proceeding referred to above or any claim, issue or matter therein, he or she is entitled to indemnification for expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. The indemnification and advancement of expenses provided for or granted pursuant to Section 145 of the DGCL is not exclusive of any other rights of indemnification or advancement of expenses to which those seeking indemnification or advancement of expenses may be entitled, and a corporation may purchase and maintain insurance against liabilities asserted against any former or current, director, officer, employee or agent of the corporation, or a person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether or not the power to indemnify is provided by the statute.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for any breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or for any transaction from which the director derived an improper personal benefit.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

- 4.1 (1) Zebra Technologies 2011 Corporation Long-Term Incentive Plan.
- 4.2 (1) Zebra Technologies Corporation 2011 Employee Stock Purchase Plan.
- 4.3 (2) Certificate of Incorporation of the Company, as amended.
- 4.4 (1) Amended and Restated Bylaws of the Company.
- 4.5 (3) Rights Agreement between the Company and Mellon Investor Services, as Rights Agent.
- 5 Opinion of Counsel.
- 23.1 \* Consent of Counsel.
- 23.2 Consent of Independent Registered Public Accounting Firm.
- 24.1 + Powers of Attorney.

- (1) Incorporated by reference from Current Report on Form 8-K dated May 19, 2011.
- (2) Incorporated by reference from Form 10-K for the fiscal year ended December 31, 2006.
- (3) Incorporated by reference from Quarterly Report on Form 10-Q for the quarter ended March 30, 2002.
- \* Included in Exhibit 5.
- + Included on signature page hereto.

**Item 9. Undertakings.**

1. The Company hereby undertakes:

(a) 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 the 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 SEC 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 the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(i) and (a)(ii) 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 SEC by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(b) 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.

(c) 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.

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2. The Company hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 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.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Company's directors, officers, and controlling persons pursuant to the foregoing provisions or otherwise, the Company has been advised that in the opinion of the SEC 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 Company of expenses incurred or paid by a director, officer, or controlling person of the Company 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, the Company 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.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Village of Lincolnshire, State of Illinois, on this 31st day of May, 2011.

ZEBRA TECHNOLOGIES CORPORATION

By: /s/ Jim L. Kaput  
Jim L. Kaput

Senior Vice President and General Counsel

**POWERS OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Jim Kaput, Derek Spsychalski and Todd Beck, and each of them severally, acting alone and without the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, to sign on his behalf, individually and in each capacity stated below, all amendments and post-effective amendments to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and any other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933, as amended, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as each might or could do in person, hereby ratifying and confirming each act that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 31, 2011.

Signature	Title
	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Anders Gustafsson Anders Gustafsson	Executive Officer)
/s/ Michael A. Smith Michael A. Smith	Chairman of the Board
/s/ Gerhard Cless Gerhard Cless	Executive Vice President, Director
/s/ Michael C. Smiley Michael C. Smiley	Chief Financial Officer (Principal Financial Officer)
/s/ Todd R. Naughton Todd R. Naughton	Vice President, Finance (Principal Accounting Officer)
/s/ Andrew K. Ludwick Andrew K. Ludwick	Director
/s/ Richard L. Keyser Richard L. Keyser	Director
/s/ Ross W. Manire Ross W. Manire	Director

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/s/ Dr. Robert J. Potter  
Dr. Robert J. Potter

Director

**EXHIBIT INDEX**

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- (3) Incorporated by reference from Quarterly Report on Form 10-Q for the quarter ended March 30, 2002.
- \* Included in Exhibit 5.
- + Included on signature page hereto.