

EMC CORP  
Form S-8 POS  
September 08, 2016

As filed with the Securities and Exchange Commission on September 8, 2016

**Registration No. 33-51800**

**Registration No. 33-54860**

**Registration No. 33-63665**

**Registration No. 33-71262**

**Registration No. 33-71598**

**Registration No. 333-05133**

**Registration No. 333-31471**

**Registration No. 333-32906**

**Registration No. 333-41150**

**Registration No. 333-50108**

**Registration No. 333-52362**

**Registration No. 333-55801**

**Registration No. 333-61113**

**Registration No. 333-63045**

**Registration No. 333-57263**

**Registration No. 333-71848**

**Registration No. 333-86659**

**Registration No. 333-90329**

**Registration No. 333-90331**

**Registration No. 333-91342**

**Registration No. 333-100584**

**Registration No. 333-104114**

**Registration No. 333-105057**

**Registration No. 333-109845**  
**Registration No. 333-111395**  
**Registration No. 333-111838**  
**Registration No. 333-119831**  
**Registration No. 333-122631**  
**Registration No. 333-126927**  
**Registration No. 333-127994**  
**Registration No. 333-131058**  
**Registration No. 333-134151**  
**Registration No. 333-135085**  
**Registration No. 333-137472**  
**Registration No. 333-138861**  
**Registration No. 333-139282**  
**Registration No. 333-143855**  
**Registration No. 333-146417**  
**Registration No. 333-146865**  
**Registration No. 333-149986**  
**Registration No. 333-150393**  
**Registration No. 333-151558**  
**Registration No. 333-152363**  
**Registration No. 333-152368**  
**Registration No. 333-160062**  
**Registration No. 333-160763**  
**Registration No. 333-162075**  
**Registration No. 333-162946**  
**Registration No. 333-165731**

**Registration No. 333-168840**  
**Registration No. 333-168841**  
**Registration No. 333-171654**  
**Registration No. 333-173645**  
**Registration No. 333-174802**  
**Registration No. 333-180478**  
**Registration No. 333-181538**  
**Registration No. 333-181832**  
**Registration No. 333-184535**  
**Registration No. 333-185868**  
**Registration No. 333-189461**  
**Registration No. 333-190282**  
**Registration No. 333-192015**  
**Registration No. 333-196489**  
**Registration No. 333-197702**  
**Registration No. 333-199680**  
**Registration No. 333-206099**  
**Registration No. 333-206706**  
**Registration No. 333-208071**

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-51800**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-54860**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 33-63665**  
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**POST-EFFECTIVE AMENDMENT NO. 3 TO FORM S-4 REGISTRATION STATEMENT NO. 333-86659**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-90329**  
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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-111395**

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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-192015**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-196489**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-197702**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-199680**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-206099**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-206706**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-208071**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**EMC CORPORATION**

**(Exact name of Registrant as specified in its charter)**

**Massachusetts**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**04-2680009**  
**(I.R.S. Employer**  
**Identification No.)**

**One Dell Way, RR1-33, Round Rock, Texas**  
**(Address of principal executive offices)**

**78682**  
**(ZIP Code)**

**EMC Corporation 1985 Stock Option Plan, as amended**

**EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan**

**1992 EMC Corporation Stock Option Plan for Directors**

**EMC Corporation 1993 Stock Option Plan**

**Softworks, Inc. 1999 Stock Option Plan, as amended**

**Terascape Software Inc. 1997 Stock Option Plan, as amended**

**CrosStor Software, Inc. Incentive Stock Option Plan**

**EMC Corporation Executive Deferred Compensation Retirement Plan, as amended**

**EMC Corporation 401(k) Savings Plan**

**Millennia III, Inc. 1996 Stock Option Plan**

**Common Stock Option Plan**

**Conley Corporation 1994 Stock Option Plan**

**Luminate Software Corporation 1996 Equity Incentive Plan, as amended**

**Data General Corporation 1994 Non-Employee Director Stock Option Plan**

**Data General Corporation 1997 Non-Officer Employee Stock Option Plan**

**Data General Corporation 1998 Employee Stock Option Plan**

**Data General Corporation Employee Stock Option Plan**

**Data General Corporation Restricted Stock Option Plan**

**EMC Corporation 2001 Stock Option Plan**

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**EMC Corporation Amended and Restated 2003 Stock Plan**

**Legato Systems, Inc. 1995 Stock Option/Stock Issuance Plan, as amended**

**Amended and Restated OTG Software, Inc. 2000 Stock Incentive Plan**

**Optical Technology Group 1998 Stock Incentive Plan**

**Vinca Corporation 1997 Stock Option Plan**

**Qualix Group, Inc. 1995 Stock Option Plan**

**Qualix Group, Inc. 1997 Stock Option Plan**

**Documentum, Inc. 1993 Equity Incentive Plan**

**Documentum, Inc. 1996 Equity Incentive Plan**

**eRoom Technology, Inc. 1996 Stock Plan**

**Relevance Technologies, Inc. 1996 Stock Plan**

**VMware, Inc. 1998 Stock Plan**

**Dantz Development Corporation Amended and Restated 1997 Equity Incentive Plan**

**System Management Arts Incorporated 1993 Stock Option Plan**

**System Management Arts Incorporated Omnibus Stock Incentive Plan (2003)**

**Rainfinity 2000 Stock Incentive Plan**

**Captiva Software Corporation (formerly known as Actionpoint, Inc.) 1993 Stock Option/Stock Issuance Plan**

**Captiva Software Corporation 1999 Stock Plan**

**Captiva Software Corporation 2002 Equity Incentive Plan**

**Captiva Software Corporation 2003 Recruitment Equity Incentive Plan**

**Captiva Software Corporation Amended and Restated Stock Option/Stock Issuance Plan**

**Kashya, Inc. 2003 Stock Option Plan**

**Kashya Israel Ltd 2003 Stock Option Plan**

**nLayers Ltd. 2003 Share Option Plan**

**Akimbi Systems, Inc. 2004 Stock Incentive Plan**

**RSA Security Inc. 2005 Stock Incentive Plan**

**RSA Security Inc. 1994 Stock Option Plan, as amended - 1998 Restatement**

**RSA Security Inc. Amended and Restated 1998 Non-Officer Employee Stock Incentive Plan, as amended**

**Cyota.com, Inc. Stock Option Plan (2000)**

**PassMark Security, Inc. 2004 Stock Plan**

**Xcert International, Inc. 1998 Equity Incentive Plan**

**Network Intelligence Corporation 2002 Amended and Restated Stock Option Plan**

**Avamar Technologies, Inc. 2000 Equity Incentive Plan**

**EMC Corporation Deferred Compensation Retirement Plan, as amended**

**Verid, Inc. 2006 Incentive Compensation Plan, as amended**

**BusinessEdge Solutions Inc. Amended and Restated 1999 Stock Incentive Plan, as amended**

**Tablus, Inc. 2004 Equity Incentive Plan**

**Tablus, Inc. 2006 Stock Plan**

**Berkeley Data Systems, Inc. 2005 Equity Incentive Plan**

**Pi Corporation 2003 Stock Plan**

**Pi Corporation 2006 Stock Plan**

**SysDM, Inc. 2003 Stock Option/Stock Issuance Plan**

**Iomega Corporation 1997 Stock Incentive Plan**

**Iomega Corporation 2007 Stock Incentive Plan**

**Fundamental Software, Inc. 2000 Stock Option/Stock Issuance Plan**

**Data Domain, Inc. 2002 Stock Plan**

**Data Domain, Inc. 2007 Equity Incentive Plan**

**FastScale Technology, Inc. 2006 Stock Incentive Plan**

**Kazeon Systems, Inc. 2003 Stock Plan (as amended)**

**Kazeon Systems, Inc. 2008 Equity Incentive Plan (as amended)**

**Archer Technologies, LLC 2008 Class B Common Unit Option Plan (as amended)**

**Metapa, Inc. 2000 Stock Plan**

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**Greenplum, Inc. 2006 Stock Plan**

**Isilon Systems, Inc. Amended and Restated 2001 Stock Plan**

**Isilon Systems, Inc. 2006 Equity Incentive Plan**

**NetWitness Corporation 2006 Equity Incentive Plan (as amended)**

**Likewise Software, Inc. 2004 Stock Plan (as amended April 15, 2010)**

**XtremIO Ltd. Amended and Restated 2010 US Share Option Plan**

**XtremIO Ltd. 2010 Israeli Share Option Plan**

**Syncplicity, Inc. 2008 Equity Incentive Plan adopted on August 23, 2008 (as amended on August 2, 2010 and August 19, 2010)**

**Silver Tail Systems, Inc. Amended and Restated 2008 Stock Plan**

**Aveska, Inc. 2005 Equity Incentive Plan**

**SaleIO, Inc. 2011 Stock Incentive Plan**

**Second Amended and Restated Stock Option Plan for Xtreme Labs Inc.**

**DSSD, Inc. 2013 Equity Incentive Plan, as amended**

**TwinStrata, Inc. 2008 Stock Option and Purchase Plan**

**Spanning Cloud Apps, Inc. Amended and Restated 2011 Stock Plan**

**Maginatics, Inc. 2010 Stock Incentive Plan**

**Virtustream Group Holdings, Inc. 2009 Equity Incentive Plan, as amended**

**(Full titles of the plans)**

**Janet B. Wright**

**Senior Vice President and Assistant Secretary**

**EMC Corporation**

**One Dell Way, RR1-33**

**Round Rock, Texas 78682**

**(Name and address of agent for service)**

**(508) 435-1000**

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**(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  (Do not check if a smaller reporting company)

Smaller reporting company

**Explanatory Note**

**DEREGISTRATION OF SECURITIES**

These post-effective amendments relate to the following Registration Statements of EMC Corporation (the **Company**) on Form S-8 (collectively, the **Registration Statements**):

Registration Statement No. 33-51800, registering 1,500,000 shares of common stock, par value \$0.01 per share, of the Company (the **Company Common Stock**), issuable under the EMC Corporation 1985 Stock Option Plan, as amended;

Registration Statement No. 33-54860, registering 340,000 shares of the Company Common Stock, issuable under the 1992 EMC Corporation Stock Option Plan for Directors and the Option Agreement referenced therein;

Registration Statement No. 33-63665, registering 2,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1993 Stock Option Plan;

Registration Statement No. 33-71262, registering 600,000 shares of the Company Common Stock, issuable under the EMC Corporation 1989 Employee Stock Purchase Plan;

Registration Statement No. 33-71598, registering 3,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1993 Stock Option Plan;

Registration Statement No. 333-05133, registering 1,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1989 Employee Stock Purchase Plan;

Registration Statement No. 333-31471, registering 6,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1993 Stock Option Plan;

Registration Statement No. 333-32906, registering 185,530 shares of the Company Common Stock, issuable under the Softworks, Inc. 1999 Stock Option Plan, as amended, and registering 11,272 shares of the Company Common Stock, issuable under the Terascape Software Inc. 1997 Stock Option Plan, as amended;

Registration Statement No. 333-41150, registering 20,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1993 Stock Option Plan;

Registration Statement No. 333-50108, registering 708,165 shares of the Company Common Stock, issuable under the CrosStor Software, Inc. Incentive Stock Option Plan;

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Registration Statement No. 333-52362, registering \$20,000,000 of the Company's deferred compensation obligations issuable under the EMC Corporation Executive Deferred Compensation Retirement Plan;

Registration Statement No. 333-55801, registering 3,500,000 shares of the Company Common Stock, issuable under the EMC Corporation 1993 Stock Option Plan;

Registration Statement No. 333-57263, registering 1,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 401(k) Savings Plan;

Registration Statement No. 333-61113, registering 36,492 shares of the Company Common Stock, issuable under the Millennia III, Inc. 1996 Stock Option Plan, and registering 100,000 shares of the Company Common Stock, issuable under the Common Stock Option Plan;

Registration Statement No. 333-63045, registering 200,000 shares of the Company Common Stock, issuable under the Conley Corporation 1994 Stock Option Plan;

Registration Statement No. 333-71848, registering 119,310 shares of the Company Common Stock, issuable under the Luminate Software Corporation 1996 Equity Incentive Plan, as amended;

Registration Statement No. 333-86659, registering 1,700,000 shares of the Company Common Stock, issuable under the Data General Corporation Employee Stock Option Plan, the Data General Corporation Restricted Stock Option Plan, the Data General Corporation 1998 Employee Stock Option Plan, the Data General Corporation 1997 Non-Officer Employee Stock Option Plan and the Data General Corporation 1994 Non-Employee Director Stock Option Plan;

Registration Statement No. 333-90329, registering 17,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1993 Stock Option Plan and registering 20,000 shares of the Company Common Stock, issuable under the Common Stock Option Program;

Registration Statement No. 333-90331, registering 4,400,000 shares of the Company Common Stock, issuable under the EMC Corporation 1989 Employee Stock Purchase Plan;

Registration Statement No. 333-91342, registering 10,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1989 Employee Stock Purchase Plan;

Registration Statement No. 333-100584, registering 80,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 2001 Stock Option Plan, and registering 10,000 shares of the Company Common Stock, issuable under the Stock Option Agreement referenced therein;

Registration Statement No. 333-104114, registering 5,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 401(k) Savings Plan;

Registration Statement No. 333-105057, registering 50,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 2003 Stock Plan, and registering 15,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1989 Employee Stock Purchase Plan, as amended;

Registration Statement No. 333-109845, registering 23,037,600 shares of the Company Common Stock, issuable under the Legato Systems, Inc. 1995 Stock Option/Stock Issuance Plan, as amended, registering 1,274,900 shares of the Company Common Stock, issuable under the Amended and Restated OTG Software, Inc. 2000 Stock Incentive Plan, registering 180,200 shares of the Company Common Stock, issuable under the Optical Technology Group 1998 Stock Incentive Plan, registering 45,800 shares of the Company Common Stock, issuable under the Vinca Corporation 1997 Stock Option Plan, and registering 14,700 shares of the Company Common Stock, issuable under the Qualix Group, Inc. 1997 Stock Option Plan and the Qualix Group, Inc. 1995 Stock Option Plan;

Registration Statement No. 333-111395, registering 18,300,000 shares of the Company Common Stock, issuable under the Documentum, Inc. 1996 Equity Incentive Plan, registering 9,400,000 shares of the Company Common

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Stock, issuable under the Documentum, Inc. 1993 Equity Incentive Plan; registering 1,400,000 shares of the Company Common Stock, issuable under the eRoom Technology, Inc. 1996 Stock Plan, and registering 87,000 shares of the Company Common Stock, issuable under the Relevance Technologies, Inc. 1996 Stock Plan;

Registration Statement No. 333-111838, registering 6,304,4480 shares of the Company Common Stock, issuable under the VMware, Inc. 1998 Stock Plan;

Registration Statement No. 333-119831, registering 50,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 2003 Stock Plan, as amended, registering 25,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1989 Employee Stock Purchase Plan, as amended; and registering 248,444 shares of the Company Common Stock, issuable under the Dantz Development Corporation Amended and Restated 1997 Equity Incentive Plan;

Registration Statement No. 333-122631, registering 2,562,981 shares of the Company Common Stock, issuable under the System Management Arts Incorporated 1993 Stock Option Plan, and registering 1,374,619 shares of the Company Common Stock, issuable under the System Management Arts Incorporated Omnibus Stock Incentive Plan (2003);

Registration Statement No. 333-126927, registering 100,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 2003 Stock Plan, as amended;

Registration Statement No. 333-127994, registering 326,615 shares of the Company Common Stock, issuable under the Rainfinity 2000 Stock Incentive Plan;

Registration Statement No. 333-131058, registering 1,896,198 shares of the Company Common Stock, issuable under the Captiva Software Corporation (formerly known as Actionpoint, Inc.) 1993 Stock Option/Stock Issuance Plan, registering 372,479 shares of the Company Common Stock, issuable under the Captiva Software Corporation 1999 Stock Plan; registering 699,590 shares of the Company Common Stock, issuable under the Captiva Software Corporation 2002 Equity Incentive Plan, registering 760,550 shares of the Company Common Stock, issuable under the Captiva Software Corporation 2003 Recruitment Equity Incentive Plan; and registering 2,870 shares of the Company Common Stock, issuable under the Captiva Software Corporation Amended and Restated Stock Option/Stock Issuance Plan;

Registration Statement No. 333-134151, registering 500,000 shares of the Company Common Stock, issuable under the Kashya, Inc. 2003 Stock Option Plan and the Kashya Israel Ltd 2003 Stock Option Plan;

Registration Statement No. 333-135085, registering 684,714 shares of the Company Common Stock, issuable under the nLayers Ltd. 2003 Share Option Plan and the Akimbi Systems, Inc. 2004 Stock Incentive Plan;

Registration Statement No. 333-137472, registering 16,464,922 shares of the Company Common Stock, issuable under the RSA Security Inc. 2005 Stock Incentive Plan, the RSA Security Inc. Amended and Restated 1998 Non-Officer Employee Stock Incentive Plan, as amended, the RSA Security Inc. 1994 Stock Option Plan, as amended - 1998 Restatement, the Cyota.com, Inc. Stock Option Plan (2000), the PassMark Security, Inc. 2004 Stock Plan, the Xcert International, Inc. 1998 Equity Incentive Plan and the Network Intelligence Corporation 2002 Amended and Restated Stock Option Plan;

Registration Statement No. 333-138861, registering 846,630 shares of the Company Common Stock, issuable under the Avamar Technologies, Inc. 2000 Equity Incentive Plan;

Registration Statement No. 333-139282, registering \$100,000,000 of the Company's deferred compensation obligations issuable under the EMC Corporation Deferred Compensation Retirement Plan, as amended and the EMC Corporation Executive Deferred Compensation Retirement Plan, as amended;

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Registration Statement No. 333-143855, registering 100,000,000 shares of the Company Common Stock, issuable under the EMC Corporation Amended and Restated 2003 Stock Plan, registering 25,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 1989 Employee Stock Purchase Plan, and registering 330,000 shares of the Company Common Stock, issuable under the Verid, Inc. 2006 Incentive Compensation Plan, as amended;

Registration Statement No. 333-146417, registering 13,230,620 shares of the Company Common Stock, issuable under the EMC Corporation Amended and Restated 2003 Stock Plan, and registering 176,310 shares of the Company Common Stock, issuable under the BusinessEdge Solutions Inc. Amended and Restated 1999 Stock Incentive Plan, as amended;

Registration Statement No. 333-146865, registering 414,704 shares of the Company Common Stock, issuable under the Tablus, Inc. 2004 Equity Incentive Plan, the Tablus, Inc. 2006 Stock Plan and the Berkeley Data Systems, Inc. 2005 Equity Incentive Plan;

Registration Statement No. 333-149986, registering 1,792,245 shares of the Company Common Stock, issuable under the EMC Corporation Amended and Restated 2003 Stock Plan, the Pi Corporation 2003 Stock Plan, the Pi Corporation 2006 Stock Plan and the Pi Corporation Stand Alone Agreements referenced therein;

Registration Statement No. 333-150393, registering 41,300 shares of the Company Common Stock, issuable under the SysDM, Inc. 2003 Stock Option/Stock Issuance Plan;

Registration Statement No. 333-151558, registering 918,800 shares of the Company Common Stock, issuable under the Iomega Corporation 1997 Stock Incentive Plan and the Iomega Corporation 2007 Stock Incentive Plan;

Registration Statement No. 333-152363, registering 2,000 shares of the Company Common Stock, issuable under the SysDM, Inc. 2003 Stock Option/Stock Issuance Plan;

Registration Statement No. 333-152368, registering 2,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 401(k) Savings Plan;

Registration Statement No. 333-160062, registering 38,286,990 shares of the Company Common Stock, issuable under the EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan, the EMC Corporation Amended and Restated 2003 Stock Plan and the Fundamental Software, Inc. 2000 Stock Option/Stock Issuance Plan;

Registration Statement No. 333-160763, registering 23,294,597 shares of the Company Common Stock, issuable under the Data Domain, Inc. 2002 Stock Plan and the Data Domain, Inc. 2007 Equity Incentive Plan;

Registration Statement No. 333-162075, registering 333,500 shares of the Company Common Stock, issuable under the FastScale Technology, Inc. 2006 Stock Incentive Plan, the Kazeon Systems, Inc. 2003 Stock Plan (as amended) and the Kazeon Systems, Inc. 2008 Equity Incentive Plan (as amended);

Registration Statement No. 333-162946, registering 1,100 shares of the Company Common Stock, issuable under the FastScale Technology, Inc. 2006 Stock Incentive Plan, the Kazeon Systems, Inc. 2003 Stock Plan (as amended) and the Kazeon Systems, Inc. 2008 Equity Incentive Plan (as amended);

Registration Statement No. 333-165731, registering 261,437 shares of the Company Common Stock, issuable under the Archer Technologies, LLC 2008 Class B Common Unit Option Plan (as amended);

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Registration Statement No. 333-168840, registering 2,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 401(k) Savings Plan;

Registration Statement No. 333-168841, registering 1,000,000 shares of the Company Common Stock, issuable under the Greenplum, Inc. 2006 Stock Plan and the Metapa, Inc. 2000 Stock Plan;

Registration Statement No. 333-171654, registering 11,366,597 shares of the Company Common Stock, issuable under the Isilon Systems, Inc. Amended and Restated 2001 Stock Plan and the Isilon Systems, Inc. 2006 Equity Incentive Plan;

Registration Statement No. 333-173645, registering 145,000 shares of the Company Common Stock, issuable under the NetWitness Corporation 2006 Equity Incentive Plan (as amended);

Registration Statement No. 333-174802, registering 60,000,000 shares of the Company Common Stock, issuable under the EMC Corporation Amended and Restated 2003 Stock Plan;

Registration Statement No. 333-180478, registering 4,000 shares of the Company Common Stock, issuable under the Likewise Software, Inc. 2004 Stock Plan (as amended April 15, 2010);

Registration Statement No. 333-181538, registering 1,236,000 shares of the Company Common Stock, issuable under the XtremIO Ltd. Amended and Restated 2010 US Share Option Plan and the XtremIO Ltd. 2010 Israeli Share Option Plan;

Registration Statement No. 333-181832, registering 20,000 shares of the Company Common Stock, issuable under the Syncplicity, Inc. 2008 Equity Incentive Plan adopted on August 23, 2008 (as amended on August 2, 2010 and August 19, 2010);

Registration Statement No. 333-184535, registering 2,000,000 shares of the Company Common Stock, issuable under the EMC Corporation 401(k) Savings Plan;

Registration Statement No. 333-185868, registering 1,200,000 shares of the Company Common Stock, issuable under the Silver Tail Systems, Inc. Amended and Restated 2008 Stock Plan;

Registration Statement No. 333-189461, registering 128,938,769 shares of the Company Common Stock, issuable under the EMC Corporation Amended and Restated 2003 Stock Plan and the EMC Corporation Amended and Restated 1989 Employee Stock Purchase Plan;

Registration Statement No. 333-190282, registering 1,243,005 shares of the Company Common Stock, issuable under the Aveska, Inc. 2005 Equity Incentive Plan and the SaleIO, Inc. 2011 Stock Incentive Plan;

Registration Statement No. 333-192015, registering 300,000 shares of the Company Common Stock, issuable under the Second Amended and Restated Stock Option Plan for Xtreme Labs Inc.;

Registration Statement No. 333-196489, registering 7,500,000 shares of the Company Common Stock, issuable under the DSSD, Inc. 2013 Equity Incentive Plan, as amended;

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Registration Statement No. 333-197702, registering 13,000 shares of the Company Common Stock, issuable under the TwinStrata, Inc. 2008 Stock Option and Purchase Plan;

Registration Statement No. 333-199680, registering 646,000 shares of the Company Common Stock, issuable under the Spanning Cloud Apps, Inc. Amended and Restated 2011 Stock Plan and the Maginatics, Inc. 2010 Stock Incentive Plan;

Registration Statement No. 333-206099, registering 425,000 shares of the Company Common Stock, issuable under the Virtustream Group Holdings, Inc. 2009 Equity Incentive Plan, as amended;

Registration Statement No. 333-206706, registering 42,148,239 shares of the Company Common Stock, issuable under the EMC Corporation Amended and Restated 2003 Stock Plan and the EMC Corporation 401(k) Savings Plan; and

Registration Statement No. 333-208071, registering 6,500,000 shares of the Company Common Stock, issuable under the EMC Corporation 401(k) Savings Plan.

On September 7, 2016, pursuant to that certain Agreement and Plan of Merger, dated as of October 12, 2015, as amended by the First Amendment to Agreement and Plan of Merger, dated as of May 16, 2016, by and among Denali Holding Inc., a Delaware corporation ( **Parent** ), Dell Inc., a Delaware corporation, Universal Acquisition Co., a Delaware corporation and wholly-owned subsidiary of Parent ( **Merger Sub** ) and the Company, Merger Sub merged with and into the Company, with the Company surviving as a wholly-owned subsidiary of Parent (the **Merger** ).

In connection with the Merger, the offerings contemplated by the Registration Statements have been terminated as of the date hereof. Pursuant to the undertakings contained in Part II of the Registration Statements to remove from registration, by means of post-effective amendments, any securities of the Company registered under the Registration Statements which remained unsold at the termination of the offering, the Company is hereby removing from registration, by means of these post-effective amendments, all of the shares of the Company Common Stock which were registered under the Registration Statements that remain unsold as of the date hereof.

*[Signature Page Follows]*

Signatures

Pursuant to the requirements of the Securities Act of 1933, and Rule 478 thereunder, the Registrant has duly caused these post-effective amendments to be signed on its behalf by the undersigned, thereunto duly authorized, on this 8th day of September, 2016.

EMC CORPORATION

/s/ Janet B. Wright

By: Janet B. Wright  
Senior Vice President and Assistant  
Secretary

*[Signature Page to Post Effective Amendment (S-8)]*

NT>

Deferred tax assets-Current

5,337 3,511

Prepaid expenses and other current assets

33,248 31,487

**Total current assets**

675,269 596,361

Property, plant and equipment, net

160,421 153,338

Land use right, net

3,502 3,474

Deferred tax assets

997 985

Long term deposit

7,826 6,941

Long term prepaid rent

2,789 2,754

Intangible assets

4,976 5,364

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Goodwill

7,588 8,670

Long term investment

2 2

**Total assets**

863,370 777,889

### **LIABILITIES AND EQUITY**

#### **Current liabilities:**

Accounts payable (including accounts payable of the consolidated VIEs without recourse to New Oriental of US\$ 8,994 and US\$ 9,416 as of February 28, 2011 and May 31, 2011, respectively)

9,518 9,001

Accrued expenses and other current liabilities (including accrued expenses and other current liabilities of the consolidated VIEs without recourse to New Oriental of US\$ 53,998 and US\$ 63,728 as of February 28, 2011 and May 31, 2011, respectively)

72,759 57,416

Income tax payable (including income tax payable of the consolidated VIEs without recourse to New Oriental of US\$ 5,202 and US\$ 7,050 as of February 28, 2011 and May 31, 2011, respectively)

7,163 6,648

Acquisition Payable (including acquisition payable of the consolidated VIEs without recourse to New Oriental of US\$ 4,184 and US\$ 4,243 as of February 28, 2011 and May 31, 2011, respectively)

4,243 4,184

Deferred revenue (including deferred revenue of the consolidated VIEs without recourse to New Oriental of US\$ 149,664 and US\$ 192,481 as of February 28, 2011 and May 31, 2011, respectively)

194,317 150,652

**Total current liabilities**

288,000 227,901

Deferred tax liabilities

1,147 1,178

**Total long-term liabilities**

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1,147 1,178

**Total liabilities**

289,147 229,079

**Total shareholder s equity**

574,223 548,810

**Total liabilities and shareholder s equity**

863,370 777,889

Note 1: Short term investment represented held-to-maturity investment with maturity of less than one year.

## NEW ORIENTAL EDUCATION &amp; TECHNOLOGY GROUP INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands except for per share and per ADS amounts)

	For the Three Months Ended May 31	
	2011	2010
	(Unaudited)	(Unaudited)
	USD	USD
<b>Net Revenues:</b>		
Educational Programs and services	120,419	74,303
Books and others	16,967	12,278
<b>Total net revenues</b>	<b>137,386</b>	<b>86,581</b>
<b>Operating costs and expenses (note 1):</b>		
Cost of revenues	56,691	36,356
Selling and marketing	22,550	17,362
General and administrative	46,187	29,210
Disposal loss	1,537	
<b>Total operating costs and expenses</b>	<b>126,965</b>	<b>82,928</b>
<b>Operating income</b>	<b>10,421</b>	<b>3,653</b>
<b>Other income, net</b>	<b>4,414</b>	<b>1,563</b>
Provision (benefits) for income taxes	(532)	734
<b>Net income</b>	<b>14,303</b>	<b>5,950</b>
Less: Net income attributable to the noncontrolling interests		(177)
<b>Net income attributable to New Oriental Education &amp; Technology Group Inc.</b>	<b>14,303</b>	<b>5,773</b>
Net income per share attributable to New Oriental-Basic	0.09	0.04
Net income per share attributable to New Oriental-Diluted	0.09	0.04
Net income per ADS attributable to New Oriental-Basic (note 2)	0.37	0.15
Net income per ADS attributable to New Oriental-Diluted (note 2)	0.37	0.15

**Notes:**

Note 1: Share-based compensation expenses (in thousands) are included in the operating costs and expenses as follows:

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	For the Three Months Ended May 31	
	2011	2010
	(Unaudited)	(Unaudited)
	USD	USD
Cost of revenues	225	22
Selling and marketing		2
General and administrative	3,182	3,240
Total	3,407	3,264

Note 2: Each ADS represents four common shares.

## NEW ORIENTAL EDUCATION &amp; TECHNOLOGY GROUP INC.

## RECONCILIATION OF NON-GAAP MEASURES TO THE MOST COMPARABLE GAAP MEASURES

(In thousands except for per share and per ADS amounts)

	For the Three Months Ended May 31	
	2011 (Unaudited) USD	2010 (Unaudited) USD
General and administrative expenses	46,187	29,210
Share-based compensation expense in general and administrative expenses	3,182	3,240
Non-GAAP general and administrative expenses	43,005	25,970
Total operating costs and expenses	126,965	82,928
Share-based compensation expenses	3,407	3,264
Disposal loss	1,537	
Non-GAAP operating costs and expenses	122,021	79,664
Operating income	10,421	3,653
Share-based compensation expenses	3,407	3,264
Disposal loss	1,537	
Non-GAAP operating income	15,365	6,917
Operating margin	7.6%	4.2%
Non-GAAP operating margin	11.2%	8.0%
Net income attributable to New Oriental	14,303	5,773
Share-based compensation expense	3,407	3,264
Disposal loss	1,537	
Non-GAAP net income	19,247	9,037
Net income per ADS attributable to New Oriental - Basic (note 1)	0.37	0.15
Net income per ADS attributable to New Oriental - Diluted (note 1)	0.37	0.15
Non-GAAP net income per ADS attributable to New Oriental - Basic (note 1)	0.50	0.24
Non-GAAP net income per ADS attributable to New Oriental - Diluted (note 1)	0.49	0.23
Weighted average shares used in calculating basic net income per ADS (note 1)	153,856,715	151,530,498
Weighted average shares used in calculating diluted net income per ADS (note 1)	156,470,579	155,268,339
Non-GAAP Income per share - basic		
Non-GAAP Income per share - diluted		

Note 1: Each ADS represents four common shares.

## NEW ORIENTAL EDUCATION &amp; TECHNOLOGY GROUP INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands except for per share and per ADS amounts)

	For the Year Ended May 31 2011 (Unaudited) USD	2010 (Unaudited) USD
<b>Net Revenues:</b>		
Educational Programs and services	508,439	352,857
Books and others	49,433	33,450
<b>Total net revenues</b>	<b>557,872</b>	<b>386,307</b>
<b>Operating costs and expenses (note 1):</b>		
Cost of revenues	222,625	147,261
Selling and marketing	82,797	58,396
General and administrative	155,412	103,336
Disposal loss	1,537	
<b>Total operating costs and expenses</b>	<b>462,371</b>	<b>308,993</b>
<b>Operating income</b>	<b>95,501</b>	<b>77,314</b>
<b>Other income, net</b>	<b>14,274</b>	<b>6,222</b>
Provision (benefits) for income taxes	(8,236)	(5,974)
<b>Net income</b>	<b>101,539</b>	<b>77,562</b>
Less: Net income attributable to the noncontrolling interests	235	227
<b>Net income attributable to New Oriental Education &amp; Technology Group Inc.</b>	<b>101,774</b>	<b>77,789</b>
Net income per share attributable to New Oriental-Basic	0.66	0.52
Net income per share attributable to New Oriental-Diluted	0.65	0.50
Net income per ADS attributable to New Oriental-Basic (note 2)	2.66	2.06
Net income per ADS attributable to New Oriental-Diluted (note 2)	2.61	2.01

**Notes:**

Note 1: Share-based compensation expenses (in thousands) are included in the operating costs and expenses as follows:

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	For the Year Ended May 31	
	2011	2010
	(Unaudited)	(Unaudited)
	USD	USD
Cost of revenues	900	657
Selling and marketing		117
General and administrative	14,145	15,409
Total	15,045	16,183

Note 2: Each ADS represents four common shares.

## NEW ORIENTAL EDUCATION &amp; TECHNOLOGY GROUP INC.

## RECONCILIATION OF NON-GAAP MEASURES TO THE MOST COMPARABLE GAAP MEASURES

(In thousands except for per share and per ADS amounts)

	For the Year Ended May 31	
	2011	2010
	(Unaudited)	(Unaudited)
	USD	USD
General and administrative expenses	155,412	103,336
Share-based compensation expense in general and administrative expenses	14,145	15,409
Non-GAAP general and administrative expenses	141,267	87,927
Total operating costs and expenses	462,371	308,993
Share-based compensation expenses	15,045	16,183
Disposal loss	1,537	
Non-GAAP operating costs and expenses	445,789	292,810
Operating income	95,501	77,314
Share-based compensation expenses	15,045	16,183
Disposal loss	1,537	
Non-GAAP operating income	112,083	93,497
Operating margin	17.1%	20.0%
Non-GAAP operating margin	20.1%	24.2%
Net income attributable to New Oriental	101,774	77,789
Share-based compensation expense	15,045	16,183
Disposal loss	1,537	
Non-GAAP net income	118,356	93,972
Net income per ADS attributable to New Oriental- Basic (note 1)	2.66	2.06
Net income per ADS attributable to New Oriental- Diluted (note 1)	2.61	2.01
Non-GAAP net income per ADS attributable to New Oriental - Basic (note 1)	3.09	2.49
Non-GAAP net income per ADS attributable to New Oriental - Diluted (note 1)	3.03	2.43
Weighted average shares used in calculating basic net income per ADS (note 1)	153,253,065	150,952,249
Weighted average shares used in calculating diluted net income per ADS (note 1)	156,071,833	154,831,633

Note 1: Each ADS represents four common shares.