

EMC CORP  
Form S-8  
July 16, 2008

As filed with the Securities and Exchange Commission on July 16, 2008

Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**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.)

**176 South Street, Hopkinton, Massachusetts 01748**

(Address of Principal Executive Offices)

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

(Full title of the plan)

**Paul T. Dacier, Esq.**

**Executive Vice President and General Counsel**

**EMC Corporation**

**176 South Street**

**Hopkinton, Massachusetts 01748**

(Name and Address of Agent for Service)

**(508) 435-1000**

(Telephone number, including area code for 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.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<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 (2)</b>	<b>Amount of registration fee (2)</b>
Common Stock, \$0.01 par value per share	2,000,000	\$12.50	\$25,000,000	\$982.50

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- (1) This Registration Statement covers 2,000,000 shares of the Registrant's common stock, par value \$.01 per share (the Common Stock), that may be issued pursuant to the employer stock fund under the EMC Corporation 401(k) Savings Plan, as amended (the Plan). This Registration Statement shall also cover any additional shares of Common Stock which become issuable pursuant to the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on July 15, 2008.

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,000,000 shares of the Registrant's common stock, par value \$.01 per share (the "Common Stock"), that may be issued pursuant to the employer stock fund under the EMC Corporation 401(k) Savings Plan, as amended (the "Plan"). Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements on Form S-8 concerning the Plan filed with the Securities and Exchange Commission (the "Commission") on June 19, 1998 (File No. 333-57263) and March 28, 2003 (File No. 333-104114), are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The Registrant incorporates by reference the following documents filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ending December 31, 2007, as filed with the Commission on February 29, 2008;
- (b) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, as filed with the Commission on May 9, 2008;
- (c) the Registrant's Current Reports on Form 8-K filed with the Commission on February 4, 2008 (File No. 001-09853; Film No. 08572647) and June 13, 2008 (File No. 001-09853; Film No. 08898496); and
- (d) the description of the Common Stock which is contained in the Registrant's Registration Statement on Form 8-A filed by the Registrant under Section 12 of the Securities Exchange Act of 1934 on March 4, 1988, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superceded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is also incorporated or is deemed to be incorporated by reference herein modifies or supercedes such earlier statement. Any statement so modified or superceded shall not be deemed, except as so modified or superceded, to constitute part of this Registration Statement.

**Item 8. Exhibits.**

The following exhibits are filed as part of or incorporated by reference into this Registration Statement:

- 5.1 Opinion of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant, as to the legality of the securities being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Paul T. Dacier, Executive Vice President and General Counsel to the Registrant (contained in the opinion filed as Exhibit 5.1 to this Registration Statement).

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24.1 Power of Attorney (included on the signature pages to this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Hopkinton, Commonwealth of Massachusetts, on July 16, 2008.

**EMC CORPORATION**

By: /s/ Paul T. Dacier  
Paul T. Dacier  
Executive Vice President and General Counsel

**POWER OF ATTORNEY**

Each person whose signature appears below hereby severally constitutes and appoints Joseph M. Tucci, David I. Goulden and Paul T. Dacier, and each of them singly, with the power to act without the other, as attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendment to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of July 16, 2008.

<b>Signatures</b>	<b>Title</b>
/s/ Joseph M. Tucci JOSEPH M. TUCCI	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer)</i>
/s/ David I. Goulden DAVID I. GOULDEN	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
/s/ Mark A. Link MARK A. LINK	Senior Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
/s/ Michael W. Brown MICHAEL W. BROWN	Director
/s/ Michael J. Cronin MICHAEL J. CRONIN	Director

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/s/ Gail Deegan GAIL DEEGAN	Director
/s/ John R. Egan JOHN R. EGAN	Director
/s/ W. Paul Fitzgerald W. PAUL FITZGERALD	Director
/s/ Olli-Pekka Kallasvuo OLLI-PEKKA KALLASVUO	Director
/s/ Edmund F. Kelly EDMUND F. KELLY	Director
/s/ Windle B. Priem WINDLE B. PRIEM	Director
/s/ Paul Sagan PAUL SAGAN	Director
/s/ David Strohm DAVID STROHM	Director

EXHIBIT INDEX

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