

ELECTRONIC ARTS INC  
Form S-8  
August 06, 2003  
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As filed with the Securities and Exchange Commission

On August 6, 2003

**Registration No. \_\_\_\_\_**

Form S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**ELECTRONIC ARTS INC.**

Delaware  
(State of Incorporation)

94-2838567  
(IRS employer identification no.)

209 Redwood Shores Parkway  
Redwood City, CA 94065  
(Address of principal executive offices)

**2000 Equity Incentive Plan, as amended**

**2000 Employee Stock Purchase Plan, as amended**

(Full title of the Plan)

RUTH A. KENNEDY

Executive Vice President, General Counsel and Secretary

209 Redwood Shores Parkway

Redwood City, CA 94065

(650) 628-1500

(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Proposed Maximum Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock (\$0.01 par value)	5,650,000 <sup>(1)</sup>	\$84.98 <sup>(2)</sup>	\$480,137,000 <sup>(2)</sup>	\$38,844

<sup>(1)</sup> Includes 5,500,000 shares available for issuance under the 2000 Equity Incentive Plan as amended and 150,000 shares available for grant under the 2000 Employee Stock Purchase Plan as amended, each as of July 31, 2003.

<sup>(2)</sup> Calculated solely for the purposes of determining the amount of the Registration Fee pursuant to Rule 457(c) on the basis of the average of the high and low trading prices of Registrant's Class A Common Stock on August 4, 2003.

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**PART II**

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E, the contents of Registrant's Form S-8 Registration Statement No. 333-39432 filed on June 16, 2000, Registrant's Form S-8 Registration Statement No. 333-44222 filed on August 21, 2000, Registrant's Form S-8 Registration Statement No. 333-67430 filed on August 13, 2001 and Registrant's Form S-8 Registration Statement No. 333-99525 filed on September 13, 2002 are hereby incorporated by reference.

**ITEM 5. EXPERTS.**

The validity of the issuance of the shares of Class A Common Stock offered hereby will be passed upon for the Registrant by Ruth A. Kennedy, Executive Vice President, General Counsel and Secretary of the Registrant.

**ITEM 8. EXHIBITS**

- 4.01 Registrant's 2000 Equity Incentive Plan as amended, (the *Plan*) and related documents.
- 4.02 Registrant's 2000 Employee Stock Purchase Plan as amended, (the *ESPP Plan*) and related documents.
- 5.01 Opinion of General Counsel regarding legality of the securities being issued.
- 23.01 Consent of General Counsel (included in Exhibit 5.01).
- 23.02 Consent of Independent Auditors.
- 24.01 Power of Attorney (see page 1).

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each individual and corporation whose signature appears below constitutes and appoints Warren C. Jenson and Kenneth A. Barker and each of them, his or its true and lawful attorneys-in-fact and agents with full power of substitution, for him or it and in his or its name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement of Form S-8, and to file the same with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, 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 and about the premises, as fully to all intents and purposes as he or it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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**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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Redwood City, State of California, on this 6th day of August, 2003.

**ELECTRONIC ARTS INC.**

By: /s/ RUTH A. KENNEDY

Ruth A. Kennedy, Esq.  
Executive Vice President, General Counsel  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<i>Chief Executive Officer:</i>		
<u>/s/ LAWRENCE F. PROBST III</u>	Chairman and	August 6, 2003
Lawrence F. Probst III	Chief Executive Officer	
<i>Principal Financial Officer:</i>		
<u>/s/ WARREN C. JENSON</u>	Exec. Vice President, Chief Financial and	August 6, 2003
Warren C. Jenson	Administrative Officer	
<i>Principal Accounting Officer:</i>		
<u>/s/ KENNETH A. BARKER</u>	Vice President,	August 6, 2003
Kenneth A. Barker	Chief Accounting Officer	
<i>Directors:</i>		
<u>/s/ M. RICHARD ASHER</u>	Director	August 6, 2003

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M. Richard Asher

/s/ WILLIAM J. BYRON Director August 6, 2003

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William J. Byron

/s/ LEONARD S. COLEMAN Director August 6, 2003

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Leonard S. Coleman

/s/ GARY M. KUSIN Director August 6, 2003

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Gary M. Kusin

/s/ GREGORY B. MAFFEI Director August 6, 2003

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Gregory B. Maffei

/s/ TIMOTHY J. MOTT Director August 6, 2003

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Timothy J. Mott

/s/ LINDA J. SRERE Director August 6, 2003

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Linda J. Srere

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**INDEX TO EXHIBITS**

**Exhibit**

<b><u>Number</u></b>	<b><u>Description</u></b>
4.01	Registrant s 2000 Equity Incentive Plan as amended, (the <i>Equity Plan</i> ) and related documents.
4.02	Registrant s 2000 Employee Stock Purchase Plan as amended, (the <i>ESPP Plan</i> ) and related documents.
5.01	Opinion of General Counsel regarding legality of the securities being issued.
23.01	Consent of General Counsel (included in Exhibit 5.01).
23.02	Consent of Independent Auditors.
24.01	Power of Attorney (see page 1).