

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT
Under
The Securities Act of 1933****SILICON LABORATORIES INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)**74-2793174**
(I.R.S. Employer Identification No.)**4635 BOSTON LANE
AUSTIN, TEXAS 78735**
(Address of principal executive offices) (Zip Code)**SILICON LABORATORIES INC.****2000 STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED MARCH 8, 2001
EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the Plan(s))**DANIEL A. ARTUSI
CHIEF EXECUTIVE OFFICER AND PRESIDENT
SILICON LABORATORIES INC.
4635 BOSTON LANE
AUSTIN, TEXAS 78735**
(Name and address of agent for service)**(512) 416-8500**
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| <u>Title of Securities to be Registered</u> | <u>Amount to be Registered (1)</u> | <u>Proposed Maximum Offering Price Per Share (2)</u> | <u>Proposed Maximum Aggregate Offering Price (2)</u> | <u>Amount of Registration Fee</u> |
|---|------------------------------------|--|--|-----------------------------------|
| <u>2000 Stock Incentive Plan, as amended and restated March 8, 2001</u> | | | | |
| Common Stock, \$ 0.0001 par value | 2,625,405 | \$34.5300 | \$90,655,234.65 | \$10,670.13 |
| <u>Employee Stock Purchase Plan</u> | | | | |
| Common Stock, \$0.0001 par value | 250,000 | \$29.3505 | \$7,337,625.00 | \$863.64 |
| | | | Aggregate Registration Fee: | \$11,533.77 |

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Silicon Laboratories Inc. 2000 Stock Incentive Plan, as amended and restated March 8, 2001, and Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's Common Stock.
- (2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended. As to shares under the 2000 Stock Incentive Plan, the price is based on the average of the high and low selling price per share of Registrant's Common Stock on February 10, 2005 as reported by the Nasdaq National Market. The Employee Stock Purchase Plan establishes a purchase price equal to 85% of the fair market value of the Registrant's Common Stock and, therefore, the price for this plan is based on 85% of the average of the high and low selling prices per share of the Registrant's Common Stock on February 10, 2005 as reported by the Nasdaq National Market.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

Silicon Laboratories Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Annual Report on Form 10-K containing audited financial statements for the fiscal year ended January 1, 2005, filed with the Commission on February 15, 2005;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act") since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) The Registrant's Registration Statement No. 000-29823 on Form 8-A filed with the Commission on March 7, 2000 pursuant to Section 12 of the 1934 Act, in which there is described the terms, rights and provisions applicable to the Registrant's outstanding Common Stock.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the 1934 Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (the "DGCL") provides, in effect, that any person made a party to any action by reason of the fact that he is or was a director, officer, employee or agent of the Registrant may and, in some cases, must be indemnified by the Registrant against, in the case of a non-derivative action, judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred by him as a result of such action, and in the case of a derivative action, against expenses (including attorneys' fees), if in either type of action he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Registrant. This indemnification does not apply, in a derivative action, to matters as to which it is adjudged that the director, officer, employee or agent is liable to the Registrant, unless upon court order it is determined that, despite such adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for expenses, and, in a non-derivative action, to any criminal proceeding in which such person had no reasonable cause to believe his conduct was unlawful.

The Registrant's certificate of incorporation provides that no director shall be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the

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DGCL. The Registrant's bylaws require it to indemnify its directors and executive officers to the fullest extent permitted by Delaware law. The Registrant has entered into indemnification agreements with all of its directors and executive officers and has purchased directors' and officers' liability insurance.

Reference is made to the underwriting agreement filed as Exhibit 1.1 to Registrant's Registration Statement No. 333-94853, pursuant to which the underwriters have agreed to indemnify the Registrant's officers and directors against certain liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

| <u>Number</u> | <u>Exhibit</u> |
|---------------|---|
| 4 | Instruments Defining Rights of Stockholders. Reference is made to Registrant's Registration Statement No. 000-29823 on Form 8-A12G which is incorporated herein by reference pursuant to Item 3(c). |
| 5 | Opinion and consent of DLA Piper Rudnick Gray Cary US LLP. |
| 23.1 | Consent of Ernst & Young LLP, Independent Auditors. |
| 23.2 | Consent of DLA Piper Rudnick Gray Cary US LLP is contained in Exhibit 5. |

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|--------|---|
| 24 | Power of Attorney. Reference is made to page II-4 of this Registration Statement. |
| 99.1* | Silicon Laboratories Inc. 2000 Stock Incentive Plan, as amended and restated March 8, 2001. |
| 99.2** | Silicon Laboratories Inc. Employee Stock Purchase Plan. |

* Exhibit 99.1 is incorporated herein by reference to Exhibit 99.1 to Registrant's Registration Statement No. 333-60794 on Form S-8 filed with the Commission on May 11, 2001.

** Exhibit 99.2 is incorporated herein by reference to Exhibit 99.2 to Registrant's Registration Statement No. 333-39528 on Form S-8 filed with the Commission on June 16, 2000.

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes: (1) 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 of 1933 Act, as amended (the "1933 Act"), (ii) to reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference into this Registration Statement; (2) that for the purpose of determining any liability under the 1933 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; and (3) 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 Registrant's 2000 Stock Incentive Plan, as amended and restated March 8, 2001, and Employee Stock Purchase Plan.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference into this 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.

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C. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers, or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the 1933 Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant 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 Registrant 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 1933 Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Austin, State of Texas on this 15th day of February, 2005.

SILICON LABORATORIES INC.

By: /s/ Daniel A. Artusi
 Daniel A. Artusi
 Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Silicon Laboratories Inc., a Delaware corporation, do hereby constitute and appoint Daniel A. Artusi, Chief Executive Officer and President, and Russell J. Brennan, Vice President and Chief Financial Officer, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on February 15, 2005.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ Navdeep S. Sooch</u> Navdeep S. Sooch | Chairman of the Board |
| <u>/s/ Daniel A. Artusi</u> Daniel A. Artusi | Chief Executive Officer, President and Director (principal executive officer) |
| <u>/s/ Russell J. Brennan</u> Russell J. Brennan | Vice President and Chief Financial Officer (principal financial and accounting officer) |

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| | |
|---|-----------------------------|
| <u>/s/ David R. Welland</u> David R. Welland | Vice President and Director |
| <u>/s/ William G. Bock</u> William G. Bock | Director |
| <u>/s/ Harvey B. Cash</u> Harvey B. Cash | Director |
| <u>/s/ Robert Ted Enloe, III</u> Robert Ted Enloe, III | Director |
| <u>/s/ Laurence G. Walker</u> Laurence G. Walker | Director |
| <u>/s/ William P. Wood</u> William P. Wood | Director |

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EXHIBIT INDEX

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| 23.1 | Consent of Ernst & Young LLP, Independent Auditors. |
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[LETTERHEAD OF DLA PIPER RUDNICK GRAY CARY US LLP]
2000 University Avenue, East Palo Alto, CA 94303-2248
Phone: 650-833-2000 Fax: 650-833-2001

www.dlapiper.com

February 11, 2005

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Ladies and Gentlemen:

As legal counsel for Silicon Laboratories Inc., a Delaware corporation (the "Company"), we are rendering this opinion in connection with the registration under the Securities Act of 1933, as amended, on Form S-8 (the "Registration Statement") of up to 2,875,405 shares of the Common Stock, \$0.0001 par value, of the Company which may be issued pursuant to the exercise of options and purchase rights granted under the Company's 2000 Stock Incentive Plan as amended and restated March 8, 2001 and Employee Stock Purchase Plan (together, the "Plans").

We have examined all instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. We are admitted to practice only in the State of California and we express no opinion concerning any law other than the law of the State of California, the corporation laws of the State of Delaware and the federal law of the United States. As to matters of Delaware corporation law, we have based our opinion solely upon our examination of such laws and the rules and regulations of the authorities administering such laws, all as reported in standard, unofficial compilations. We have not obtained opinions of counsel licensed to practice in jurisdictions other than the State of California.

Based on such examination, we are of the opinion that the 2,875,405 shares of Common Stock which may be issued under the Plans are duly authorized shares of the Company's Common Stock, and, when issued against receipt of the consideration therefore in accordance with the provisions of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement referred to above and the use of our name wherever it appears in said Registration Statement.

Respectfully submitted,

/s/ DLA PIPER RUDNICK GRAY CARY US LLP

DLA PIPER RUDNICK GRAY CARY US LLP

CONSENT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Stock Incentive Plan, as amended and restated March 8, 2001, and the Employee Stock Purchase Plan of Silicon Laboratories Inc. of our report dated February 9, 2005 with respect to the consolidated financial statements of Silicon Laboratories Inc., Silicon Laboratories Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Silicon Laboratories Inc. included in the Annual Report (Form 10-K) for the fiscal year ended January 1, 2005, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Austin, Texas
February 9, 2005
