

# ADVANCED ANALOGIC TECHNOLOGIES INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/06/08

Address	830 E. ARQUES AVENUE SUNNYVALE, CA 94085-4519
Telephone	(408) 737-4600
CIK	0001104042
Symbol	AATI
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT***Under**The Securities Act of 1933***ADVANCED ANALOGIC TECHNOLOGIES  
INCORPORATED**

(Exact name of Registrant as specified in its charter)

Delaware  
(State of incorporation)77-0462930  
(I.R.S. Employer Identification No.)3230 Scott Boulevard  
Santa Clara, California 95054  
(Address, including zip code, of Registrant's principal executive offices)2005 Equity Incentive Plan  
2005 Employee Stock Purchase Plan  
(Full title of the plans)Richard K. Williams  
President, Chief Executive Officer, and  
Chief Technical Officer  
3230 Scott Boulevard  
Santa Clara, California 95054  
(408) 737-4600  
(Name, address, and telephone number, including area code, of agent for service)*Copies to:*Mario M. Rosati, Esq.  
Mark L. Reinstra, Esq.  
Wilson Sonsini Goodrich & Rosati,  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304-1050  
(650) 493-9300**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2005 EQUITY INCENTIVE PLAN Common Stock to be issued, par value \$0.001 per share	1,360,377 shares	\$6.57(1)	\$8,937,677(1)	\$352
2005 EMPLOYEE STOCK PURCHASE PLAN Common Stock reserved for future issuance, par value \$0.001 per share	226,779 shares	\$5.59(2)	\$1,267,695(2)	\$50
<b>TOTAL</b>	1,587,156 shares		\$10,205,372	\$402

- (1) Estimated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the Registrant's Common Stock as reported on the Nasdaq Global Market on March 5, 2008.

- (2) Estimated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, whereby the estimated proposed maximum offering price per share is \$5.59 (85% of \$6.57, the average of the high and low price per share of the Registrant's Common Stock as reported on the Nasdaq Global Market on March 5, 2008). Pursuant to the 2005 Employee Stock Purchase Plan, the purchase price of a share of common stock shall mean an amount equal to 85% of the lower of the fair market value of a share of common stock at the beginning of an offering period or after a purchase period ends.
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**ADVANCED ANALOGIC TECHNOLOGIES INCORPORATED**  
**REGISTRATION STATEMENT ON FORM S-8**

**STATEMENT UNDER GENERAL INSTRUCTION E – REGISTRATION OF ADDITIONAL  
SECURITIES**

This Registration Statement registers additional shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2005 Equity Incentive Plan and 2005 Employee Stock Purchase Plan. Accordingly, the contents of the previous Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission ("SEC") on August 8, 2005 (File No. 333-127277), on May 15, 2006 (File No. 333-134136) and on April 19, 2007 (File No. 333-142223) (the "Previous Forms S-8"), including periodic reports that the Registrant filed after the Previous Forms S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. These reports the Registrant has most recently filed with the SEC are listed below:

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed with the SEC on March 4, 2008; and

(2) The Registrant's Current Report on Form 8-K, filed with the SEC on February 14, 2008.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the Registration Statement that indicates that all of the shares of Common Stock offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. For the purposes of 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 to the extent that a statement contained herein or in any other subsequently filed document that also is or 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.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

**Exhibit  
Number**

- |         |  |
|---------|--|
| 5.1     | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to legality of securities being registered |
| 10.3(1) | 2005 Equity Incentive Plan   |
| 10.4(1) | 2005 Employee Stock Purchase Plan  |
| 23.1    | Consent of Independent Registered Public Accounting Firm   |
| 23.2    | Consent of Counsel (Included in Exhibit 5.1)   |
| 24.1    | Power of Attorney (See signature page)   |
- (1) Incorporated by reference from the Registrant's Registration Statement on Form S-1, as amended (No. 333-123798), originally filed with the Securities and Exchange Commission on April 4, 2005.

## 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on March 6, 2008.

### ADVANCED ANALOGIC TECHNOLOGIES INCORPORATED

By: /s/ Richard K. Williams  
Richard K. Williams  
*President, Chief Executive Officer and Chief  
Technical Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Richard K. Williams and Brian R. McDonald, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, with full power of each to act alone, 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 for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their 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 on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Richard K. Williams</u> Richard K. Williams	President, Chief Executive Officer, Chief Technical Officer and Director (Principal Executive Officer)	March 6, 2008
<u>/s/ Brian R. McDonald</u> Brian R. McDonald	Chief Financial Officer, Vice President of Worldwide Finance and Secretary (Principal Financial Officer)	March 6, 2008
<u>/s/ Ashok Chandran</u> Ashok Chandran	Corporate Controller (Principal Accounting Officer)	March 6, 2008
<u>/s/ Samuel J. Anderson</u> Samuel J. Anderson	Director	March 6, 2008
<u>/s/ Jaff Lin</u> Jaff Lin	Director	March 6, 2008
<u>/s/ Thomas P. Redfern</u> Thomas P. Redfern	Director	March 6, 2008
<u>/s/ Chandramohan Subramaniam</u> Chandramohan Subramaniam	Director	March 6, 2008
<u>/s/ Thomas Weatherford</u> Thomas Weatherford	Director	March 6, 2008

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**ADVANCED ANALOGIC TECHNOLOGIES INCORPORATED**

**INDEX TO EXHIBITS**

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March 6, 2008

Advanced Analogic Technologies Inc.  
3230 Scott Boulevard  
Santa Clara, California 95054

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Advanced Analogic Technologies Incorporated, a Delaware corporation (the "Company" or "you"), with the Securities and Exchange Commission on March 6, 2008, in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 1,587,456 shares of the Company's common stock (the "Shares") reserved for issuance under the Company's 2005 Equity Incentive Plan and the Company's 2005 Employee Stock Purchase Plan (collectively, the "Plans"). As your counsel in connection with the transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares pursuant to the Plans.

It is our opinion that the Shares, when issued and sold in compliance with the applicable prospectus delivery requirements and in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, and upon completion of the actions being taken or proposed to be taken to permit such transactions to be carried out in accordance with the securities laws of the various states where required, will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including any Prospectus constituting a part thereof, and any amendments or supplements thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati  
WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Advanced Analogic Technologies, Inc. on Form S-8 of our report dated March 4, 2008, relating to the consolidated financial statements of Advanced Analogic Technologies, Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the Company's adoption of Financial Accounting Standards Board Interpretation No. 48 *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109*, and Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*), and our report dated March 4, 2008 relating to the effectiveness of Advanced Analogic Technologies, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Advanced Analogic Technologies, Inc. for the year ended December 31, 2007.

/s/ Deloitte & Touche LLP

San Jose, California  
March 6, 2008