

Dolby Laboratories, Inc.  
Form S-8  
May 18, 2011

As filed with the Securities and Exchange Commission on May 18, 2011

Registration No. 333-

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8 REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

## DOLBY LABORATORIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

90-0199783  
(I.R.S. Employer

Identification Number)

100 Potrero Avenue

San Francisco, California 94103-4813

**(415) 558-0200**

(Address including zip code, and telephone number, including area code, of principal executive offices)

**2005 STOCK PLAN**

(Full title of the plans)

**Andy Sherman, Esq.**

**Executive Vice President, General Counsel and Secretary**

**Dolby Laboratories, Inc.**

**100 Potrero Avenue**

**San Francisco, California 94103-4813**

**(415) 558-0200**

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

*Copy to:*

**Mark B. Baudler, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, CA 94304-1050**

**(650) 493-9300**

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.

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Large accelerated filer   
 Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer   
 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</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock \$0.001 par value	9,000,000 shares	\$48.00 (2)	\$432,000,000.00 (2)	\$50,155.20

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock that become issuable under the applicable plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Class A common stock.
- (2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933 solely for the purpose of calculating the registration fee, based upon \$48.00, the average of the high and low prices of the Registrant's Class A common stock on May 16, 2011, as reported on the New York Stock Exchange.

**REGISTRATION OF ADDITIONAL SECURITIES**

**PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement registers additional shares of Class A Common Stock of Dolby Laboratories, Inc. (the Registrant) to be issued pursuant to the Registrant's 2005 Stock Plan. Accordingly, the contents of (i) the previous Registration Statement on Form S-8 (File No. 333-122908) filed by us with the Securities and Exchange Commission (the SEC) on February 18, 2005 and (ii) the previous Registration Statement on Form S-8 (File No. 333-150804) filed by us with the SEC on May 9, 2008 are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The following documents previously filed with the SEC by the Registrant are hereby incorporated by reference into this Registration Statement:

- (1) The Registrant's Annual Report on Form 10-K for the fiscal year ended September 24, 2010 filed with the SEC on November 22, 2010.
- (2) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2010 filed with the SEC on February 9, 2011.
- (3) The Registrant's Current Report on Form 8-K filed with the SEC on September 27, 2010.
- (4) The Registrant's Current Report on Form 8-K filed with the SEC on October 5, 2010.
- (5) The Registrant's Current Report on Form 8-K filed with the SEC on November 5, 2010.
- (6) The Registrant's Current Report on Form 8-K filed with the SEC on December 8, 2010.
- (7) The Registrant's Current Report on Form 8-K filed with the SEC on February 8, 2011.
- (8) The Registrant's Current Report on Form 8-K filed with the SEC on February 14, 2011.
- (9) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended April 1, 2011 filed with the SEC on May 10, 2011.
- (10) The description of the Registrant's Class A common stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on February 9, 2005, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be 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 in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

**Item 8. Exhibits.**

Exhibit Number	Description	Incorporated by Reference Herein	
		Form	Date
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation		
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm		
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1)		

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		Form	Date
24.1	Power of Attorney (contained on signature page hereto)		
99.1	2005 Stock Plan, as amended and restated	Current Report on Form 8-K	February 8, 2011
99.2	Form of Stock Option Agreement under the 2005 Stock Plan	Quarterly Report on Form 10-Q	August 11, 2005
99.3	Form of Executive Stock Option Agreement under the 2005 Stock Plan	Current Report on Form 8-K	June 17, 2005
99.4	Form of Stock Option Agreement - International under the 2005 Stock Plan	Quarterly Report on Form 10-Q	April 30, 2009
99.5	Form of Restricted Stock Unit Agreement U.S. under the 2005 Stock Plan	Current Report on Form 8-K	November 20, 2007
99.6	Form of Restricted Stock Unit Agreement U.K. under the 2005 Stock Plan	Quarterly Report on Form 10-Q	April 30, 2009
99.7	Form of Restricted Stock Unit Agreement Non-U.S. under the 2005 Stock Plan	Quarterly Report on Form 10-Q	February 3, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Dolby Laboratories, Inc., a corporation organized and existing under the laws of the State of Delaware, 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 San Francisco, State of California, on this 18th day of May, 2011.

DOLBY LABORATORIES, INC.

By: /s/ Kevin J. Yeaman  
Kevin J. Yeaman

President and Chief Executive Officer

(Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin J. Yeaman and Murray J. Demo, his attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connections therewith, with the Securities and Exchange Commission, hereby ratifying and conforming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue of hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Peter Gotcher <b>Peter Gotcher</b>	Chairman of the Board	May 18, 2011
/s/ Kevin J. Yeaman <b>Kevin J. Yeaman</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2011
/s/ Murray J. Demo <b>Murray J. Demo</b>	Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	May 18, 2011
/s/ David Dolby <b>David Dolby</b>	Director	May 18, 2011
/s/ Nicholas Donatiello, Jr. <b>Nicholas Donatiello, Jr.</b>	Director	May 18, 2011
/s/ Ted W. Hall <b>Ted W. Hall</b>	Director	May 18, 2011
/s/ N. W. Jasper, Jr.	Director	May 18, 2011

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<b>N. W. Jasper, Jr.</b>		
/s/ Sanford Robertson	Director	May 18, 2011
<b>Sanford Robertson</b>		
/s/ Roger Siboni	Director	May 18, 2011
<b>Roger Siboni</b>		
/s/ Avadis Tevanian, Jr.	Director	May 11, 2011
<b>Avadis Tevanian, Jr.</b>		

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