

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QUALCOMM Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

95-3685934
(IRS Employer Identification No.)

**5775 Morehouse Drive, San Diego, California
92121-1714**
(Address of Principal Executive Offices)
(Zip Code)

QUALCOMM INCORPORATED 2023 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

Ann Chaplin
General Counsel and Corporate Secretary
QUALCOMM Incorporated
5775 Morehouse Drive
San Diego, California, 92121-1714
(Name and address of agent for service)

858-587-1121
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the Note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered in accordance with Rule 428(b) under the Securities Act. Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "Commission"), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

QUALCOMM Incorporated (the “Company”) hereby incorporates by reference in this registration statement on Form S-8 (the “Registration Statement”) the following documents:

- a. The Company’s latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), containing audited financial statements for the Company’s latest fiscal year ended September 25, 2022 as filed with the Securities and Exchange Commission on November 2, 2022.
- b. All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (a) above.
- c. The description of the Company’s Common Stock contained in the Exhibit 4.15 of the Company’s Annual Report on Form 10-K for the fiscal year ended September 29, 2019, including any amendment or report updating such description.

In addition, all documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and made part hereof from their respective dates of filing (such documents, and the documents listed above, being hereinafter referred to as “Incorporated Document(s)”; provided, however, that the documents listed above or subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company’s Annual Report on Form 10-K covering such year shall cease to be Incorporated Documents or be incorporated by reference in this Registration Statement from and after the filing of such Annual Report.

Any statement contained in an Incorporated Document 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 other subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained 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 Incorporated Document 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

The class of securities to be offered is registered under Section 12 of the Exchange Act.

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”) empowers a Delaware corporation to indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided that such officer, director, employee or agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation’s best interests, and, for criminal proceedings, had no reasonable cause to believe his or her conduct was unlawful. A Delaware corporation may indemnify officers and directors in an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses that

such officer or director actually and reasonably incurred.

Article Eleven of the Company's Amended and Restated Bylaws (the "Bylaws") provides that:

- (1) the Company shall indemnify its directors and certain designated officers (including the Company's executive officers) to the fullest extent not prohibited by the DGCL; provided that the Company shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the Company or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the board of directors of the Company or (iii) such indemnification is provided by the Company, in its sole discretion, pursuant to the powers vested in the Company under the DGCL;
- (2) the Company may, to the extent authorized from time to time by its board of directors, the Chief Executive Officer or the President, indemnify the Company's other officers, employees and agents to the extent provided in the DGCL;
- (3) the right to indemnification in Article Eleven includes the right to be paid by the Company the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition; and
- (4) the rights conferred in Article Eleven are not exclusive of any other right any person may have or acquire under any statute, provision of the Company's Certificate of Incorporation, Bylaws, agreement, vote of stockholders or disinterested directors of the Company or otherwise.

Section 145 of the DGCL permits a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in such capacity, or arising out of their status as such, whether or not the Company would have the power to indemnify such person against such liability. Article Eleven of the Company's Bylaws authorizes the Company to purchase insurance on behalf of any person required or permitted to be indemnified pursuant to the Company's Bylaws. The Company has obtained officers' and directors' liability insurance for the members of the Company's board of directors and executive officers for certain losses arising from claims or charges made against them while acting in their capacities as directors and officers of the Company.

In addition, Section 102(b)(7) of the DGCL provides that the certificate of incorporation of a corporation may contain a provision eliminating or limiting the personal liability of a director to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director; *provided* that such provision shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Company or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the DGCL; or (iv) for any transaction from which the director derived an improper personal benefit. The Company's Certificate of Incorporation includes such a provision, and Article Eleven of the Company's Bylaws includes a provision defining good faith for the purposes of any determination of indemnification.

The Company also has entered into indemnification agreements with the Company's directors and certain officers of the Company, indemnifying each such person against expenses arising out of any claims made against such person by reason of his or her being an agent of the Company. Among other exclusions, the Company shall not indemnify any person with respect to certain claims involving a lack of good faith, unlawful conduct, unauthorized settlements or certain claims initiated by the indemnitee.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of the Company is incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 20, 2018.
4.2	Amended and Restated Bylaws of the Company are incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 23, 2021.
5.1	Opinion of DLA Piper LLP (US)
23.1	Consent of Counsel (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24	Power of Attorney (included in signature page to this Registration Statement)
99.1	QUALCOMM Incorporated 2023 Long-Term Incentive Plan is incorporated by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A, filed January 19, 2023
107	Filing Fee Table (filed herewith)

Item 9. Undertakings

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;

(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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs 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 Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities 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.

(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 offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the 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.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURE

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 with respect to the QUALCOMM Incorporated 2023 Long-Term Incentive Plan to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on March 8, 2023.

QUALCOMM Incorporated

By: /s/ Cristiano R. Amon
Cristiano R. Amon
President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

The officers and directors of QUALCOMM Incorporated whose signatures appear below hereby constitute and appoint Cristiano R. Amon and Akash Palkhiwala, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned this Registration Statement on Form S-8 with respect to the QUALCOMM Incorporated 2023 Long-Term Incentive Plan and any amendment or amendments thereto, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Cristiano R. Amon</u> Cristiano R. Amon	President and Chief Executive Officer, and Director (Principal Executive Officer)	March 8, 2023
<u>/s/ Akash Palkhiwala</u> Akash Palkhiwala	Chief Financial Officer (Principal Financial Officer)	March 8, 2023
<u>/s/ Neil Martin</u> Neil Martin	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	March 8, 2023
<u>/s/ Sylvia Acevedo</u> Sylvia Acevedo	Director	March 8, 2023
<u>/s/ Mark Fields</u> Mark Fields	Director	March 8, 2023
<u>/s/ Jeffrey W. Henderson</u> Jeffrey W. Henderson	Director	March 8, 2023
<u>/s/ Gregory N. Johnson</u> Gregory N. Johnson	Director	March 8, 2023
<u>/s/ Ann M. Livermore</u> Ann M. Livermore	Director	March 8, 2023
<u>/s/ Mark D. McLaughlin</u> Mark D. McLaughlin	Chair	March 8, 2023
<u>/s/ Jamie S. Miller</u> Jamie S. Miller	Director	March 8, 2023
<u>/s/ Irene B. Rosenfeld</u> Irene B. Rosenfeld	Director	March 8, 2023
<u>/s/ Kornelis (Neil) Smit</u> Kornelis (Neil) Smit	Director	March 8, 2023
<u>/s/ Jean-Pascal Tricoire</u> Jean-Pascal Tricoire	Director	March 8, 2023
<u>Anthony J. Vinciguerra</u> Anthony J. Vinciguerra	Director	

DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
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www.dlapiper.com

March 8, 2023

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

Ladies and Gentlemen:

As legal counsel for QUALCOMM Incorporated, a Delaware corporation (the “Company”), we are rendering this opinion in connection with the registration, on Form S-8, under the Securities Act of 1933, as amended, of up to 156,500,000 shares of the Common Stock, \$0.0001 par value (the “S-8 Registration Statement”), of the Company which may be issued in connection with the QUALCOMM Incorporated 2023 Long-Term Incentive Plan (the “2023 LTIP”).

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 express no opinion concerning any law other than 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 156,500,000 shares of Common Stock which may be issued in connection with the 2023 LTIP 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 2023 LTIP, 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 LLP (US)

DLA Piper LLP (US)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of QUALCOMM Incorporated of our report dated November 2, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in QUALCOMM Incorporated's Annual Report on Form 10-K for the year ended September 25, 2022.

/s/ PricewaterhouseCoopers LLP

San Diego, California
March 8, 2023

Table 1 – Newly Registered Shares							
Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity (3)	Common Stock	457	82,000,000	\$120.39	\$9,871,980,000	0.00011020	\$1,087,892
Equity (4)	Common Stock	457	2,709,638	\$120.39	\$326,213,319	0.00011020	\$35,949
Equity (5)	Common Stock	457	71,790,362	\$120.39	\$8,642,841,681	0.00011020	\$952,441
Total Offering Amounts				-	\$18,841,035,000	-	\$2,076,282
Total Fee Offsets (6)				-	-	-	\$26,338
Net Fee Due				-	-	-	\$2,049,944

- Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional securities to be offered or issued from stock splits, stock dividends or similar transactions or pursuant to anti-dilution adjustments.
- Estimated pursuant to Rule 457 solely for purposes of calculating the registration fee. The price is calculated on the basis of the average of the high and low prices of the registrant’s shares of common stock on March 7, 2023, as reported on the Nasdaq Global Select Market.
- Represents shares of the registrant’s common stock issuable under the QUALCOMM Incorporated 2023 Long-Term Incentive Plan (the “2023 LTIP”).
- Represents additional shares of the registrant’s common stock available for new awards under the QUALCOMM Incorporated 2016 Long-Term Incentive Plan (the “Predecessor Plan”) as of March 8, 2023 (the “Excess Shares”).
- Represents additional shares of the registrant’s common stock subject to outstanding awards under the Predecessor Plan that may become available for reuse under the 2023 LTIP upon expiration, forfeiture, cancellation, termination, failure to vest, failure to be earned due to any performance goal that is not met, payment in cash, exchange by the participant or withholding by the registrant to satisfy any withholding or tax payment obligations of the subject shares following March 8, 2023, the effective date of the 2023 LTIP, and that are eligible to be carried over to the 2023 LTIP in accordance with its terms (the “Potential Carry Forward Shares”). All of the Potential Carry Forward Shares were registered pursuant to the registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission (File No. 333-237910). The Potential Carry Forward Shares that may become issuable under the 2023 LTIP are being carried forward to this Registration Statement pursuant to the General Instruction E of Form S-8.
- Pursuant to Rule 457(p) under the Securities Act and General Instruction E to Form S-8, the registration fees previously paid with respect to the Excess Shares are being carried forward to the registration of shares hereunder.

Table 2 – Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims (1)	QUALCOMM Incorporated	S-8	333-237910	April 29, 2020		\$26,338	Equity	Common Stock	2,709,638	\$202,911,242	
Fee Offset Sources (2)	QUALCOMM Incorporated	S-8	333-237910		April 29, 2020						\$724,145

1. The Registrant previously registered \$5,578,932,500 in an aggregate offering amount of common stock pursuant to the Registration Statement on Form S-8 (File No. 333-237910) filed on April 29, 2020 (the "Prior Registration Statement"), of which \$202,911,242 relates to the unsold securities associated with the fee offset claimed herein. The Registrant has partially deregistered the Prior Registration Statement as of March 8, 2023 such that no securities relating to the claimed fee offset continue to be offered thereunder.

2. The Registrant expects to partially offset the registration fee due hereunder by an amount of fees that was previously paid with respect to the Prior Registration Statement pursuant to Rule 457(p) under the Securities Act. The fee previously paid for the Prior Registration Statement was \$724,145, of which \$26,338 relates to the unsold securities associated with the fee offset claimed herein. Pursuant to Rule 457(p) under the Securities Act, the Registrant hereby offsets \$26,338 of the registration fee due under this Registration Statement from the fees previously paid in connection with the Prior Registration Statement.