

**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)

**AMENDED AND RESTATED
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. ☐

**REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 EXPLANATORY
NOTE**

Pursuant to General Instruction E of Form S-8, QUALCOMM Incorporated (the “Company”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the U.S. Securities and Exchange Commission (the “Commission”) to register 15,000,000 additional shares of the Company’s common stock, \$0.0001 par value per share, for issuance under the Amended and Restated QUALCOMM Incorporated 2023 Long-Term Incentive Plan (the “Restated 2023 LTIP”). The Restated 2023 LTIP was approved by the stockholders of the Company on March 5, 2024. This Registration Statement hereby incorporates by reference the contents of the Company’s registration statement on Form S-8 filed with the Commission on March 8, 2023 (SEC File No. 333-270358) to the extent not modified or superseded hereby or by any subsequently filed document, which is incorporated by reference herein or therein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Company with the Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- a. The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended September 24, 2023 (the “Annual Report”), filed with the Commission on November 1, 2023, including the portions of the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on January 18, 2024, that are incorporated by reference into the Annual Report.
- b. Any 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, filed with the Commission on November 6, 2019, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the Company pursuant to Sections 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 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
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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 or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, provided that such provision shall not eliminate or limit the liability of: (i) a director or officer for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders; (ii) a director or officer for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) a director under Section 174 of the DGCL; (iv) a director or officer for any transaction from which the director or officer derived an improper personal benefit; and (v) an officer in any action by or in the right of the corporation. The Company's Amended and Restated 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 8. Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 4.1 | <u>Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on March 7, 2024)</u> |
| 4.2 | <u>Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Commission on March 7, 2024)</u> |
| 5.1* | <u>Opinion of DLA Piper LLP (US)</u> |
| 23.1 | <u>Consent of Counsel (included in Exhibit 5.1)</u> |
| 23.2* | <u>Consent of PricewaterhouseCoopers LLP</u> |
| 24 | <u>Power of Attorney (included in signature page to this Registration Statement)</u> |
| 99.1 | <u>Amended and Restated QUALCOMM Incorporated 2023 Long-Term Incentive Plan (incorporated by reference to Appendix B of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on January 18, 2024)</u> |
| 107* | <u>Filing Fee Table</u> |

* Filed herewith

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on March 11, 2024.

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 the power to act alone, to sign and execute on behalf of the undersigned this Registration Statement on Form S-8 with respect to the Amended and Restated 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.

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

| Signature | Title | Date |
|--|---|----------------|
| /s/ Cristiano R. Amon Cristiano R. Amon | President and Chief Executive Officer, and Director (Principal Executive Officer) | March 11, 2024 |
| /s/ Akash Palkhiwala Akash Palkhiwala | Chief Financial Officer and Chief Operating Officer (Principal Financial Officer) | March 11, 2024 |
| /s/ Neil Martin Neil Martin | Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer) | March 11, 2024 |
| /s/ Sylvia Acevedo Sylvia Acevedo | Director | March 11, 2024 |
| /s/ Mark Fields Mark Fields | Director | March 11, 2024 |
| /s/ Jeffrey W. Henderson Jeffrey W. Henderson | Director | March 11, 2024 |
| /s/ Gregory N. Johnson Gregory N. Johnson | Director | March 11, 2024 |
| /s/ Ann M. Livermore Ann M. Livermore | Director | March 11, 2024 |
| /s/ Mark D. McLaughlin Mark D. McLaughlin | Chair | March 11, 2024 |
| Jamie S. Miller | Director | |
| /s/ Irene B. Rosenfeld Irene B. Rosenfeld | Director | March 11, 2024 |
| /s/ Kornelis (Neil) Smit Kornelis (Neil) Smit | Director | March 11, 2024 |
| Jean-Pascal Tricoire | Director | |
| Anthony J. Vinciguerra | Director | |

DLA Piper LLP (US)
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www.dlapiper.com

March 11, 2024

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 15,000,000 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 Amended and Restated QUALCOMM Incorporated 2023 Long-Term Incentive Plan (the “Restated 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 15,000,000 shares of Common Stock which may be issued in connection with the Restated 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 Restated 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 1, 2023 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 24, 2023.

/s/ PricewaterhouseCoopers LLP

San Diego, California
March 11, 2024

Calculation of Filing Fee Tables

FORM S-8
(Form Type)

QUALCOMM Incorporated
(Exact Name of Registrant as Specified in Its Charter)

| Table 1: Newly Registered Securities | | | | | | | |
|--------------------------------------|----------------------|----------------------|-----------------------|--|--------------------------------------|------------|----------------------------|
| 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 | Other (2) | 15,000,000 | \$162.91 | \$2,443,650,000 | 0.00014760 | \$360,683 |
| Total Offering Amounts | | | | | \$2,443,650,000 | | \$360,683 |
| Total Fee Offsets | | | | | | | \$0 |
| Net Fee Due | | | | | | | \$360,683 |

1. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 covers any additional securities to be offered or issued from stock splits, stock dividends or similar transactions or pursuant to anti-dilution adjustments.

2. Estimated pursuant to Rule 457(c) and (h) 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 5, 2024, as reported on the Nasdaq Global Select Market.

3. Represents additional shares of the Registrant’s common stock issuable under the Amended and Restated QUALCOMM Incorporated 2023 Long-Term Incentive Plan.