

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 20, 1999

QUALCOMM INCORPORATED
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)

0-19528
(Commission File No.)

95-3685934
(IRS Employer Identification No.)

5775 MOREHOUSE DRIVE
SAN DIEGO, CALIFORNIA 92121-1714
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (858) 587-1121

ITEM 5. OTHER EVENTS.

On December 20, 1999, QUALCOMM Incorporated ("QUALCOMM") announced stockholder approval of an amendment to QUALCOMM's Restated Certificate of Incorporation (the "Amendment") to effect a four-for-one stock split of the outstanding shares of Common Stock (the "Stock Split") and to increase the authorized shares of Common Stock from 300,000,000 shares to 3,000,000,000 shares.

As a result of the Stock Split, the number of shares of Common Stock reserved for issuance or subject to outstanding options granted under QUALCOMM's employee stock plans will increase by 300%. In addition, the number of shares registered by the following Registration Statements, which cover QUALCOMM's employee stock plans and certain resales of Common Stock, also increased by 300%: 33-46343, 333-26069, 33-45083, 33-78158, 33-78150, 333-32013 and 333-69457.

The Amendment is filed as Exhibit 99.1 to this Report. The news release announcing the approval of the Amendment and the Stock Split is filed as Exhibit 99.2 to this Report.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS.

- 99.1 Certificate of Amendment of Restated Certificate of Incorporation of QUALCOMM Incorporated.
- 99.2 Press release dated December 20, 1999.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

QUALCOMM INCORPORATED

Dated: December 21, 1999

By: /s/ Anthony S. Thornley

Anthony S. Thornley
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

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- 99.2 Press release dated December 20, 1999.

CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
QUALCOMM INCORPORATED

QUALCOMM Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the Corporation is QUALCOMM Incorporated (the "Corporation").

SECOND: The date on which the Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is August 15, 1991.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions at a meeting held on November 2, 1999 to amend Article IV of the Restated Certificate of Incorporation of the Corporation to read in its entirety as follows:

"This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is three billion eight million (3,008,000,000) shares. Three billion (3,000,000,000) shares shall be Common Stock, each having a par value of one one-hundredth of one cent (\$0.0001). Eight million (8,000,000) shares shall be Preferred Stock, each having a par value of one one-hundredth of one cent (\$0.0001). Effective at the time of filing with the Secretary of State of the State of Delaware of this Certificate of Amendment (the "Effective Time"), each share of the corporation's Common Stock, par value \$0.0001 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be split into four (4) shares of Common Stock, par value \$0.0001 per share, of the corporation."

FOURTH: The foregoing amendment was submitted to the stockholders of the Corporation for their approval and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, QUALCOMM Incorporated has caused this Certificate of Amendment to be signed by its duly authorized officers this 20th day of December, 1999.

By: /s/ Irwin Mark Jacobs

Irwin Mark Jacobs
Chairman of the Board of Directors

ATTEST:

By: /s/ Steven R. Altman

Steven R. Altman
Assistant Secretary

QUALCOMM ANNOUNCES STOCKHOLDER APPROVAL OF FOUR-FOR-ONE STOCK SPLIT

SAN DIEGO, Dec. 20 /PRNewswire/ -- QUALCOMM Incorporated (Nasdaq: QCOM) today announced that its stockholders have approved a four-for-one stock split of the outstanding shares of common stock and an increase in the Company's authorized common stock to 3,000,000,000 shares. This approval was obtained at the Company's Special Meeting of Stockholders held this morning.

As a result, QUALCOMM will effect its previously announced four-for-one stock split, originally approved by its Board of Directors on November 2, 1999. The stock split is a tax-free distribution to QUALCOMM stockholders. Stock certificates representing three additional shares for each share held will be mailed on or about December 30, 1999 (Distribution Date) to all stockholders of record at the close of business on December 20, 1999 (Record Date), provided that such stockholders of record continue to hold their shares on the Distribution Date. Stockholders who dispose of their shares of common stock between the Record Date and the Distribution Date will not be entitled to keep the additional shares and such additional shares will be transferred to the holder of the original shares as of the Distribution Date. The Ex-Dividend Date for the stock split will be the next business day following the Distribution Date, on or about December 31, 1999.

QUALCOMM Incorporated (www.qualcomm.com) is a leader in developing and delivering innovative digital wireless communications products and services based on the Company's CDMA digital technology. The Company's business areas include CDMA phones; integrated CDMA chipsets and system software; technology licensing; Eudora email software for Windows and Macintosh computing platforms; and satellite-based systems including OmniTRACS(R) and portions of the Globalstar(TM) system. Headquartered in San Diego, Calif., QUALCOMM is included in the S&P 500 Index and is a 1999 FORTUNE 500(R) company traded on the Nasdaq under the ticker symbol QCOM.

Except for the historical information contained herein, this news release contains forward-looking statements that are subject to risks and uncertainties, including timely product development, the Company's ability to successfully manufacture significant quantities of CDMA or other equipment on a timely and profitable basis, and those related to performance guarantees, change in economic conditions of the various markets the Company serves, as well as the other risks detailed from time to time in the Company's SEC reports, including the report on Form 10-K for the year ended September 26, 1999, and most recent Form 10-Q.

QUALCOMM and OmniTRACS are registered trademarks of QUALCOMM Incorporated. Globalstar is a trademark of Loral QUALCOMM Satellite Services, Incorporated.

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