

**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)

**5775 Morehouse Drive, San Diego, CA**

(Address of principal executive offices)

**95-3685934**

(IRS Employer Identification No.)

**92121-1714**

(Zip Code)

**AMENDED AND RESTATED QUALCOMM INCORPORATED**

**2001 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

**Steven M. Mollenkopf**

**Chief Executive Officer**

**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 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered <sup>1</sup>	Amount to be registered <sup>2</sup>	Proposed maximum offering price per share <sup>3</sup>	Proposed maximum aggregate offering price <sup>3</sup>	Amount of registration fee <sup>4</sup>
Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan, Common Stock, Par Value \$0.0001	25,000,000	\$67.46	\$1,686,500,000	\$195,971

1. The securities to be registered include rights to acquire Common Stock.
  2. Pursuant to Rule 416(a), this Registration Statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
  3. Estimated pursuant to Rule 457 solely for purposes of calculating the registration fee. The price is based upon the average of the high and low prices of the Common Stock on April 17, 2015, as reported on the NASDAQ Global Select Market.
  4. The additional shares to be registered by QUALCOMM Incorporated (the "Registrant" or the "Company") on this Form S-8 Registration Statement under the Amended and Restated Qualcomm Incorporated 2001 Employee Stock Purchase Plan include 25,000,000 newly authorized shares.
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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference

The contents of the Registration Statements on Form S-8 listed below are incorporated by reference herein.

Registration Statements filed with respect to the Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan (SEC File No. 333-173184 filed March 30, 2011; SEC File No. 333-150423 filed April 24, 2008; SEC File No. 333-103497 filed February 28, 2003; and SEC File No. 333-60484 filed May 8, 2001).

Item 8. Exhibits

See Exhibit Index.

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**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 Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on April 22, 2015.

QUALCOMM Incorporated

By: /s/ Steven M. Mollenkopf  
Steven M. Mollenkopf  
Chief Executive Officer

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## SIGNATURES AND POWER OF ATTORNEY

The officers and directors of QUALCOMM Incorporated whose signatures appear below hereby constitute and appoint Steven M. Mollenkopf and George S. Davis, 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 Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase 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/ Steven M. Mollenkopf</u> Steven M. Mollenkopf	Chief Executive Officer and Director (Principal Executive Officer)	April 22, 2015
<u>/s/ George S. Davis</u> George S. Davis	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 22, 2015
<u>/s/ John F. Murphy</u> John F. Murphy	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	April 22, 2015
<u>/s/ Barbara T. Alexander</u> Barbara T. Alexander	Director	April 22, 2015
<u>/s/ Donald G. Cruickshank</u> Donald G. Cruickshank	Director	April 22, 2015
<u>/s/ Raymond V. Dittamore</u> Raymond V. Dittamore	Director	April 22, 2015
<u>/s/ Susan Hockfield</u> Susan Hockfield	Director	April 22, 2015
<u>/s/ Thomas W. Horton</u> Thomas W. Horton	Director	April 22, 2015
<u>/s/ Paul E. Jacobs</u> Paul E. Jacobs	Chairman	April 22, 2015
<u>/s/ Sherry Lansing</u> Sherry Lansing	Director	April 22, 2015
<u>/s/ Harish Manwani</u> Harish Manwani	Director	April 22, 2015
<u>/s/ Duane A. Nelles</u> Duane A. Nelles	Director	April 22, 2015
<u>/s/ Clark T. Randt, Jr.</u> Clark T. Randt, Jr.	Director	April 22, 2015

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Signature	Title	Date
<u>/s/ Francisco Ros</u> Francisco Ros	Director	April 22, 2015
<u>/s/ Jonathan J. Rubinstein</u> Jonathan J. Rubinstein	Director	April 22, 2015
<u>/s/ Brent Scowcroft</u> Brent Scowcroft	Director	April 22, 2015
<u>/s/ Marc I. Stern</u> Marc I. Stern	Director	April 22, 2015

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## EXHIBIT INDEX

- 4.1 Restated Certificate of Incorporation of the Company, as amended, is incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 18, 2012.
- 4.2 Amended and Restated Bylaws of the Company are incorporated by reference to Exhibit 3.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 11, 2012.
- 4.3 Amended and Restated Rights Agreement dated as of September 26, 2005 between the Company and Computershare Trust Company, N.A., as successor Rights Agent to Computershare Investor Services LLC is incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 30, 2005.
- 4.4 Amendment dated as of December 7, 2006 to the Amended and Restated Rights Agreement dated as of September 26, 2005 between the Company and Computershare Trust Company, N.A., as successor Rights Agent to Computershare Investor Services LLC is incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 2006.
- 5 Opinion re Legality
- 23.1 Consent of Counsel (included in Exhibit 5)
- 23.2 Consent of Independent Registered Public Accounting Firm
- 24 Power of Attorney (included in signature pages to this Registration Statement)
- 99.1 Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan is incorporated by reference to Exhibit 10.128 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 22, 2015.



## Exhibit 5

DLA Piper LLP (US)  
4365 Executive Drive, Suite 1100  
San Diego, California 92121-2133  
T: (858) 677-1400  
F: (858)-677-1401  
www.dlapiper.com

April 22, 2015

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 under the Securities Act of 1933, as amended, of up to 25,000,000 shares of the Common Stock, \$0.0001 par value (the "Registration Statement"), of the Company which may be issued in connection with the Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan (the "Plan").

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 25,000,000 shares of Common Stock which may be issued in connection with the Plan 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 Plan, 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 our report dated November 5, 2014 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 28, 2014.

/s/ PricewaterhouseCoopers LLP

San Diego, California  
April 22, 2015