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

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**FORM S-8**

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**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**QUALCOMM Incorporated**

(Exact name of registrant as specified in its charter)

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**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**

(Zip Code)

**Amended and Restated QUALCOMM Incorporated**

**2001 Employee Stock Purchase Plan, as amended**

(Full title of the plans)

**Steve Mollenkopf**

**Chief Executive Officer**

**QUALCOMM Incorporated**

**5775 Morehouse Drive**

**San Diego, California, 92121**

(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 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

Accelerated filer

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

Smaller reporting company   
Emerging growth company

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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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 |
|---|--|--|--|----------------------------|
| Common Stock, Par Value \$0.0001 per share          | 30,000,000                             | \$58.79  | \$1,763,703,000  | \$219,582                  |

- (1) The securities to be registered include rights to acquire Common Stock.
  - (2) Pursuant to Rule 416(a) 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.
  - (3) 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 July 20, 2018, as reported on the NASDAQ Global Select Market.
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**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 30,000,000 additional shares of the Company's common stock for issuance under the Amended and Restated QUALCOMM Incorporated 2001 Employee Stock Purchase Plan, as amended (the "Plan"). This Registration Statement hereby incorporates by reference the contents of the Company's registration statements on Form S-8 filed with the Commission on April 23, 2015 (SEC File No. 333-203575), March 30, 2011 (SEC File No. 333-173184), April 24, 2008 (SEC File No. 333-150423), February 28, 2003 (SEC File No. 333-103497) and May 8, 2001 (SEC File No. 333-60484).

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The Company hereby incorporates by reference in this 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 24, 2017 as filed with the Commission on November 1, 2017.
- 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 Company's registration statements filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 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. Notwithstanding the foregoing, the Company is not incorporating by reference any documents, portions of documents, exhibits or other information that is deemed to have been furnished to, rather than filed with, the Commission.

#### Item 8. Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 4.1                | <a href="#"><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 Securities and Exchange Commission on April 20, 2018.</u></a>                        |
| 4.2                | <a href="#"><u>Amended and Restated Bylaws of the Company, 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 July 17, 2018.</u></a>   |
| 5                  | <a href="#"><u>Opinion re legality.</u></a>   |
| 23.1               | <a href="#"><u>Consent of Counsel (included in Exhibit 5)</u></a>   |
| 23.2               | <a href="#"><u>Consent of PricewaterhouseCoopers LLP</u></a>  |
| 24                 | <a href="#"><u>Power of Attorney (included in signature pages to this Registration Statement)</u></a>   |
| 99.1               | <a href="#"><u>Amended and Restated QUALCOMM Incorporated 2001 Employee Purchase Plan, as amended, incorporated by reference to Exhibit 10.62 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 25, 2018.</u></a> |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 July 25, 2018.

QUALCOMM Incorporated

By: /s/ Steve Mollenkopf

Steve Mollenkopf

Chief Executive Officer and Director

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## **POWER OF ATTORNEY**

The officers and directors of QUALCOMM Incorporated whose signatures appear below hereby constitute and appoint Steve 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, as amended, 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, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>   |
|---|--|---------------|
| <u>/s/ Steve Mollenkopf</u><br>Steve Mollenkopf             | Chief Executive Officer and Director<br>(Principal Executive Officer)                                | July 25, 2018 |
| <u>/s/ George S. Davis</u><br>George S. Davis               | Executive Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | July 25, 2018 |
| <u>/s/ Barbara T. Alexander</u><br>Barbara T. Alexander     | Director   | July 25, 2018 |
| <u>/s/ Mark Fields</u><br>Mark Fields                       | Director   | July 25, 2018 |
| <u>/s/ Jeffrey W. Henderson</u><br>Jeffrey W. Henderson     | Director   | July 25, 2018 |
| <u>/s/ Thomas W. Horton</u><br>Thomas W. Horton             | Director   | July 25, 2018 |
| <u>/s/ Ann M. Livermore</u><br>Ann M. Livermore             | Director   | July 25, 2018 |
| <u>/s/ Harish Manwani</u><br>Harish Manwani                 | Director   | July 25, 2018 |
| <u>/s/ Mark D. McLaughlin</u><br>Mark D. McLaughlin         | Director   | July 25, 2018 |
| <u>/s/ Clark T. Randt, Jr.</u><br>Clark T. Randt, Jr.       | Director   | July 25, 2018 |
| <u>/s/ Francisco Ros</u><br>Francisco Ros                   | Director   | July 25, 2018 |
| <u>/s/ Kornelis (Neil) Smit</u><br>Kornelis (Neil) Smit     | Director   | July 25, 2018 |
| <u>/s/ Anthony J. Vinciguerra</u><br>Anthony J. Vinciguerra | Director   | July 25, 2018 |

**DLA Piper LLP (US)**  
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July 23, 2018

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 (the "Registration Statement"), under the Securities Act of 1933, as amended, of up to 30,000,000 shares of the Common Stock, \$0.0001 par value per share, 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 30,000,000 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 QUALCOMM Incorporated of our report dated November 1, 2017 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, 2017.

/s/ PricewaterhouseCoopers LLP

San Diego, California  
July 25, 2018