
**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
(Zip Code)

Amended and Restated QUALCOMM Incorporated

2016 Long-Term Incentive Plan

(Full title of the plan)

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, 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 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.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--|-----------------------------|---|---|----------------------------|
| Common Stock, Par Value \$0.0001 per share (3) | 74,500,000 | \$74.885 | \$5,578,932,500 | \$724,145 |
| | | | | |
| Total | 74,500,000 | \$74.885 | \$5,578,932,500 | \$724,145 |

- (1) 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.
 - (2) 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 sales prices of the registrant's shares of common stock on April 24, 2020, as reported on the Nasdaq Global Select Market.
 - (3) Represents 74,500,000 additional shares of our common stock available for future issuance under the Amended and Restated QUALCOMM Incorporated 2016 Long Term Incentive Plan (as amended and restated to date, the "2016 Plan"). The shares registered hereby represent an increase to the share reserve under the 2016 Plan pursuant to an amendment and restatement of the 2016 Plan that was approved by the registrant's stockholders at the annual meeting of stockholders of the registrant held on March 10, 2020.
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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 74,500,000 additional shares of the Company's common stock for issuance under the Amended and Restated QUALCOMM Incorporated 2016 Long-Term Incentive Plan. 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 9, 2016 (SEC File No. 333-210048).

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 29, 2019 as filed with the Securities and Exchange Commission on November 6, 2019.
- 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.

In addition, all documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act 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 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 or 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. 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.

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 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 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 17, 2018. |
| 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 | Amended and Restated QUALCOMM Incorporated 2016 Long-Term Incentive Plan is incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 29, 2020. |

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 2016 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 April 29, 2020.

QUALCOMM Incorporated

By: /s/ Steve Mollenkopf
Steve Mollenkopf
Chief Executive Officer and Director

SIGNATURES AND POWER OF ATTORNEY

The officers and directors of QUALCOMM Incorporated whose signatures appear below hereby constitute and appoint Steve Mollenkopf 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 Amended and Restated QUALCOMM Incorporated 2016 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, 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> Steve Mollenkopf | Chief Executive Officer and Director (Principal Executive Officer) | April 29, 2020 |
| <u>/s/ Akash Palkhiwala</u> Akash Palkhiwala | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | April 29, 2020 |
| <u>/s/ Erin Polek</u> Erin Polek | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | April 29, 2020 |
| <u>/s/ Mark Fields</u> Mark Fields | Director | April 29, 2020 |
| <u>/s/ Jeffrey W. Henderson</u> Jeffrey W. Henderson | Director | April 29, 2020 |
| <u>/s/ Ann M. Livermore</u> Ann M. Livermore | Director | April 29, 2020 |
| <u>/s/ Harish Manwani</u> Harish Manwani | Director | April 29, 2020 |
| <u>/s/ Mark D. McLaughlin</u> Mark D. McLaughlin | Chairman | April 29, 2020 |
| <u>/s/ Clark T. Randt, Jr.</u> Clark T. Randt, Jr. | Director | April 29, 2020 |
| <u>/s/ Irene B. Rosenfeld</u> Irene B. Rosenfeld | Director | April 29, 2020 |
| <u>/s/ Kornelis (Neil) Smit</u> Kornelis (Neil) Smit | Director | April 29, 2020 |
| <u>/s/ Anthony J. Vinciguerra</u> Anthony J. Vinciguerra | Director | April 29, 2020 |

DLA Piper LLP (US)
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April 29, 2020

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 74,500,000 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 2016 Long-Term Incentive 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 74,500,000 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 6, 2019 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 29, 2019.

/s/ PricewaterhouseCoopers LLP

San Diego, California
April 29, 2020