

**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, California

(Address of principal executive offices)

95-3685934

(IRS Employer Identification No.)

92121-1714

(Zip Code)

AMENDED AND RESTATED QUALCOMM INCORPORATED

2016 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

Donald J. Rosenberg

Executive Vice President, 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

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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (\$0.0001 par value) to be issued under the Amended and Restated QUALCOMM Incorporated 2016 Long-Term Incentive Plan	494,279 (2)	\$126.01 (5)	\$62,284,097	\$6,795
	372,190 (3)	\$16.14 (6)	\$6,007,146	\$655
	136,399 (4)	\$126.01 (5)	\$17,187,638	\$1,875
TOTAL	1,002,868		\$85,478,881	\$9,325

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Amended and Restated Qualcomm Incorporated 2016 Long-Term Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
 - (2) Consists of shares of common stock, par value \$0.0001 per share ("Common Stock"), of Qualcomm Incorporated (the "Registrant") issuable in respect of restricted stock unit awards that, prior to the merger of NuVia, Inc. with a subsidiary of the Registrant (the "Merger"), were outstanding pursuant to the NuVia, Inc. 2019 Stock Incentive Plan. Upon completion of the Merger, such awards were assumed by Qualcomm Technologies, Inc. and substituted with restricted stock unit awards payable in Common Stock issuable under the Plan.
 - (3) Consists of shares of Common Stock of the Registrant issuable upon exercise of stock option awards that, prior to the merger of NuVia, Inc. with a subsidiary of the Registrant, were outstanding pursuant to the NuVia, Inc. 2019 Stock Incentive Plan. Upon completion of the merger such awards were converted into options to acquire Common Stock of the Registrant under the Plan.
 - (4) Consists of shares of the Registrant's Common Stock available for future issuance under the Plan following consummation of the Merger. Such shares were reserved but unissued under the NuVia, Inc. 2019 Stock Incentive Plan and as of the effective time of the Merger were converted into shares reserved under the Plan.
 - (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act on the basis of \$126.01 per share, the average of the high and low prices of the Registrant's Common Stock on March 25, 2021, as reported on the NASDAQ Global Select Market.
 - (6) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(h) of the Securities Act. The proposed maximum aggregate offering price per share and the proposed maximum aggregate offering price with respect to these shares are calculated based on the weighted average exercise price of the outstanding options.
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EXPLANATORY NOTES

Pursuant to General Instruction E of Form S-8, QUALCOMM Incorporated (the “Registrant” or the “Company”) is filing this registration statement on Form S-8 (the “Registration Statement”) to register an additional 1,002,868 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), issuable under the Amended and Restated QUALCOMM Incorporated 2016 Long-Term Incentive Plan (as amended and restated from time to time, the “Plan”) representing Company shares issuable in exchange for outstanding awards initially granted under the NuVia, Inc. 2019 Stock Incentive Plan (the “NuVia Plan”) and for additional shares under the Plan resulting from shares reserved under the NuVia Plan that were converted into shares reserved under the 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).

Pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated January 12, 2021, among Qualcomm Technologies, Inc., a Delaware corporation and subsidiary of the Registrant (“QTI”), Nile Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of QTI (“Merger Sub”), NuVia, Inc., a Delaware corporation (“NuVia”), and Shareholder Representative Services, LLC (solely in its capacity as securityholders’ agent), on March 16, 2021, Merger Sub merged with and into NuVia, with NuVia surviving the merger as a wholly owned subsidiary of QTI (the “Merger”). Pursuant to the Merger Agreement, upon completion of the Merger, outstanding awards granted under the NuVia Plan were assumed and converted into awards under the Plan. This Registration Statement relates to the shares of Common Stock that may be issuable in respect of such awards and shares of Common Stock issuable in respect to future awards resulting from shares reserved under the NuVia Plan that were converted into shares reserved under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Registrant’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 Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’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 DLA Piper LLP (US) (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP.
24	Power of Attorney (included in signature pages to this Registration Statement).
99.1	Amended and Restated QUALCOMM Incorporated 2016 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.7 of the Registrant’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, 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 30, 2021.

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 Cristiano R. Amon 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 has been signed by the following persons in the capacities and on the date 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)	March 30, 2021
<u>/s/ Akash Palkhiwala</u> Akash Palkhiwala	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 30, 2021
<u>/s/ Erin Polek</u> Erin Polek	Senior Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	March 30, 2021
<u>/s/ Sylvia Acevedo</u> Sylvia Acevedo	Director	March 30, 2021
<u>/s/ Mark Fields</u> Mark Fields	Director	March 30, 2021
<u>/s/ Jeffrey W. Henderson</u> Jeffrey W. Henderson	Director	March 30, 2021
<u>/s/ Gregory N. Johnson</u> Gregory N. Johnson	Director	March 30, 2021
<u>/s/ Ann M. Livermore</u> Ann M. Livermore	Director	March 30, 2021
<u>/s/ Harish Manwani</u> Harish Manwani	Director	March 30, 2021
<u>/s/ Mark D. McLaughlin</u> Mark D. McLaughlin	Chair of the Board	March 30, 2021
<u>/s/ Jamie S. Miller</u> Jamie S. Miller	Director	March 30, 2021
<u>/s/ Clark T. Randt, Jr.</u> Clark T. Randt, Jr.	Director	March 30, 2021
<u>/s/ Irene B. Rosenfeld</u> Irene B. Rosenfeld	Director	March 30, 2021
<u>/s/ Kornelis (Neil) Smit</u> Kornelis (Neil) Smit	Director	March 30, 2021

/s/ Jean-Pascal Tricoire

Jean-Pascal Tricoire

Director

March 30, 2021

/s/ Anthony J. Vinciguerra

Anthony J. Vinciguerra

Director

March 30, 2021

DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121-2133
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T 858.677.1400
F 858.677.1401

March 30, 2021

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 1,002,868 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 1,002,868 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 4, 2020 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 27, 2020.

/s/ PricewaterhouseCoopers LLP

San Diego, California
March 30, 2021