

SILICON GRAPHICS INC  
Form S-8 POS  
May 14, 2009

As filed with the Securities and Exchange Commission on May 14, 2009

Registration No. 333-149128

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

Post-Effective Amendment No. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

---

SILICON GRAPHICS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

94-2789662  
(IRS Employer Identification No.)

1140 EAST ARQUES AVENUE  
SUNNYVALE, CA 94085-4602  
(Address of principal executive offices) (Zip Code)

---

SILICON GRAPHICS, INC. MANAGEMENT INCENTIVE PLAN  
SILICON GRAPHICS, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the Plan)

BARRY WEINERT

CHIEF RESTRUCTURING OFFICER  
1140 EAST ARQUES AVENUE  
SUNNYVALE, CA 94085-4602  
(408) 524-1980  
(Name, address including zip code, and telephone number,  
including area code, of agent for service)

---

Copies to:  
William M. Kelly  
Davis Polk & Wardwell  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000

---

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. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

(Do not check if a smaller reporting company)

---

---

DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 1 to this Registration Statement deregisters all shares of Common Stock, par value \$0.01 per share, of Silicon Graphics, Inc. (the "Company") issuable by the Company pursuant to the Company's Management and Incentive Plan and 2007 Employee Stock Purchase Plan that remain unissued.

This Registration Statement became effective on February 2, 2008.

---

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on May 8, 2009.

SILICON GRAPHICS, INC.

By: /s/ Robert H. Ewald  
 Name: Robert H. Ewald  
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert H. Ewald Robert H. Ewald	Chief Executive Officer and Director (Principal Executive Officer)	May 8, 2009
/s/ Gregory S. Wood Gregory S. Wood	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 8, 2009
/s/ Timothy L. Pebworth Timothy L. Pebworth	Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	May 8, 2009
Anthony Grillo	Director	May 8, 2009
/s/ Eugene I. Davis Eugene I. Davis	Director	May 8, 2009
Joanne O. Isham	Director	May 8, 2009
/s/ James A. McDivitt James A. McDivitt	Director	May 8, 2009