

DELL INC  
Form S-8  
March 26, 2009

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**As filed with the Securities and Exchange Commission on March 26, 2009**

Registration No. 333-\_\_\_\_\_

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**  
**DELL INC.**

(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| <p style="text-align: center;"><b>Delaware</b><br/>(State or other<br/>jurisdiction of<br/>incorporation or<br/>organization)</p> | <p style="text-align: center;"><b>74-2487834</b><br/>(I.R.S. Employer<br/>Identification No.)</p> |
|---|---|

**One Dell Way**  
**Round Rock, Texas 78682**  
(Address of Principal Executive Offices) (Zip Code)  
**DELL INC. 401(k) PLAN**  
(Full title of the plan)

Lawrence P. Tu  
Senior Vice President and General Counsel  
Dell Inc.  
One Dell Way  
Round Rock, Texas 78682  
(Name and address of agent for service)

*Copies to:*  
Janet Wright  
Director Corporate Legal  
Dell Inc.  
One Dell Way  
Round Rock, Texas 78682

(512) 338-4400

(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 definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|   |  |
|---|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/>         |
| Non-Accelerated filer <input type="checkbox"/>              | Smaller reporting company <input type="checkbox"/> |

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered     | Amount to be registered  | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price | Amount of registration fee |
|--|--------------------------|---|---|----------------------------|
| Common Stock, par value \$0.01 per share | 50,000,000 shares (2)(3) | \$9.88  | \$494,000,000                             | \$27,566                   |

- (1) Estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h) under the Securities Act of 1933, on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c) under the Securities Act of 1933, using the average of the high and low prices for the Common Stock as reported on The NASDAQ Stock Market on March 19, 2009.
  
- (2) Represents additional shares of Common Stock issuable pursuant to the Dell Inc. 401(k) Plan (the Plan ) being registered hereby.
  
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, there are also being registered such additional shares of Common Stock as may become issuable pursuant to the

antidilution provisions of the Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

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**EX-23.1**

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 (this Registration Statement ) relating to the Dell Inc. 401(k) Plan (the Plan ) is being filed to register additional securities of the same class as other securities for which a previously filed registration statement on Form S-8 relating to the Plan is effective.

Pursuant to General Instruction E of Form S-8, this Registration Statement incorporates by reference the content of the Registration Statement on Form S-8 (Registration No. 333-147882) filed by Dell Inc. ( Dell or the Company ) with the Securities and Exchange Commission (the SEC ) with respect to the Plan on December 7, 2007, including all attachments and exhibits thereto, with the exception of Item 3 of Part II of such prior registration statement, which is amended and restated in its entirety herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. Incorporation of Certain Documents by Reference.**

The following documents have been filed with the SEC pursuant to the Securities Exchange Act of 1934 (the Exchange Act ), by the Company, or by the Plan, and, except to the extent that information therein is deemed furnished and not filed pursuant to the Exchange Act, are incorporated herein by reference and made a part hereof:

- (a) The Company s Annual Report on Form 10-K for the fiscal year ended January 30, 2009;
- (b) The Company s Current Reports on Form 8-K filed on February 19, 2009, March 9, 2009, and;
- (c) The description of the Company s Common Stock contained in the Registration Statement on Form 8-A dated November 30, 1995, including any amendment or report filed to update such description; and
- (d) The Plan s Annual Report on Form 11-K for the year ended December 31, 2007.

Except to the extent that information therein is deemed furnished and not filed pursuant to the Exchange Act, all documents filed by the Company or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this registration statement and prior to the filing of a post-effective amendment to this registration statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein 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 document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this registration statement, except as so modified or superseded.

**ITEM 8. Exhibits.**

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the SEC, each of the following exhibits is filed herewith:

| Exhibit Number | Description   |
|----------------|---|
| 5.1            | Copy of Internal Revenue Service determination that the plan is qualified under Section 401 of the Internal Revenue Code of 1986 (incorporated by reference to Exhibit 5 of Dell s Registration Statement on Form S-8 filed on September 20, 2001, SEC File No. 333-69726). |
| 23.1*          | Consent of Independent Registered Public Accounting Firm.   |
| 24.1*          | Power of Attorney (set forth on signature page).  |

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- 99.1 Amended and Restated Dell Inc. 401(k) Plan, adopted on December 13, 2007 (incorporated by reference to Exhibit 10.5 to Dell's Annual Report on Form 10-K for the fiscal year ended February 1, 2008, SEC File No. 0-17017).
- 99.2 Amendment No. 1 to Amended and Restated Dell Inc. 401(k) Plan, dated December 10, 2008 (incorporated by reference to Exhibit 10.6 to Dell's Annual Report on Form 10-K for the fiscal year ended January 30, 2009, SEC File No. 0-17017).

\* Filed herewith.

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**The Registrant.** 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 Round Rock, State of Texas, on the 26<sup>th</sup> day of March, 2009.

DELL INC.

By:       /s/ MICHAEL S. DELL

Michael S. Dell

*Chairman of the Board of Directors and  
Chief Executive Officer*

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 dates indicated. Each person whose signature appears below hereby authorizes and appoints each of Michael S. Dell and Lawrence P. Tu as his or her attorney-in-fact to sign on his or her behalf individually and in the capacity stated below all amendments and post-effective amendments to this registration statement as that attorney-in-fact may deem necessary or appropriate.

| <b><u>Name</u></b>                                      | <b><u>Title</u></b>  | <b><u>Date</u></b> |
|---|--|--------------------|
| <u>/s/ MICHAEL S. DELL</u><br>Michael S. Dell           | Chairman of the Board of Directors<br>and Chief Executive Officer<br>(principal executive officer) | March 26, 2009     |
| <u>/s/ DONALD J. CARTY</u><br>Donald J. Carty           | Director   | March 26, 2009     |
| <u>/s/ WILLIAM H. GRAY, III</u><br>William H. Gray, III | Director   | March 26, 2009     |
| <u>/s/ SALLIE L. KRAWCHECK</u><br>Sallie L. Krawcheck   | Director   | March 26, 2009     |
| <u>/s/ ALAN G. LAFLEY</u><br>Alan G. Lafley             | Director   | March 26, 2009     |
| <u>/s/ JUDY C. LEWENT</u><br>Judy C. Lewent             | Director   | March 26, 2009     |
| <u>/s/ THOMAS W. LUCE III</u><br>Thomas W. Luce III     | Director   | March 26, 2009     |
| <u>/s/ KLAUS S. LUFT</u><br>Klaus S. Luft               | Director   | March 26, 2009     |
| <u>/s/ ALEX J. MANDL</u><br>Alex J. Mandl               | Director   | March 26, 2009     |



/s/ MICHAEL A. MILES  
Michael A. Miles

Director

March 26, 2009

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|   |  |                |
|---|--|----------------|
| <u>/s/ SAMUEL A. NUNN, JR.</u><br>Samuel A. Nunn, Jr. | Director   | March 26, 2009 |
| <u>/s/ BRIAN T. GLADDEN</u><br>Brian T. Gladden       | Senior Vice President,<br>Chief Financial Officer<br>(principal financial officer) | March 26, 2009 |
| <u>/s/ THOMAS W. SWEET</u><br>Thomas W. Sweet         | Vice President, Corporate Finance<br>(principal accounting officer)                | March 26, 2009 |

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the Dell Inc. 401(k) Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Round Rock, State of Texas, on this 26<sup>th</sup> day of March, 2009.

DELL INC. 401(k) PLAN

By: Benefits Administration Committee of the Dell  
Inc. 401(k)  
Plan

By: /s/ Janet Wright

Janet Wright  
On behalf of the Benefits Administration  
Committee

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\* Filed herewith.