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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Analog Devices, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts
(State or Other Jurisdiction of
Incorporation or Organization)

04-2348234
(I.R.S. Employer
Identification No.)

One Technology Way, Norwood, MA
(Address of Principal Executive Offices)

02062-9106
(Zip Code)

Analog Devices, Inc.
Amended and Restated 2006 Stock Incentive Plan
(Full Title of the Plan)

Margaret K. Seif
Vice President, General Counsel and Secretary
One Technology Way
Norwood, MA 02062
(Name and Address of Agent For Service)

(781) 329-4700
(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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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, \$0.16 2/3 par value per share | 19,000,000 shares | \$51.43(2) | \$977,170,000(2) | \$125,860 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Select Market on March 12, 2014.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 19,000,000 shares of the registrant's common stock, \$0.16 2/3 par value per share, to be issued under the registrant's Amended and Restated 2006 Stock Incentive Plan (the "Plan"). In accordance with General Instruction E to Form S-8, except for Item 8 "Exhibits," this registration statement incorporates by reference the contents of (i) the registration statement on Form S-8, File No. 333-181951, filed with the Securities and Exchange Commission (the "Commission") on June 6, 2012, (ii) the registration statement on Form S-8, File No. 333-163653, filed with the Commission on December 11, 2009, (iii) the registration statement on Form S-8, File No. 333-156309, filed with the Commission on December 19, 2008 and (iv) the registration statement on Form S-8, File No. 333-132409, filed with the Commission on March 14, 2006.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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 Norwood, Commonwealth of Massachusetts, on this 14th day of March, 2014.

ANALOG DEVICES, INC.

By: /s/ Vincent T. Roche
Vincent T. Roche
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Vincent T. Roche, David A. Zinsner and Margaret K. Seif, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|----------------|
| <u>/s/ Ray Stata</u> Ray Stata | Chairman of the Board of Directors | March 14, 2014 |
| <u>/s/ Vincent T. Roche</u> Vincent T. Roche | President, Chief Executive Officer and Director (Principal Executive Officer) | March 14, 2014 |
| <u>/s/ David A. Zinsner</u> David A. Zinsner | Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | March 14, 2014 |

| | | |
|---|--|----------------|
| <u>/s/ Eileen Wynne</u> Eileen Wynne | Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer) | March 14, 2014 |
| <u>/s/ Richard M. Beyer</u> Richard M. Beyer | Director | March 14, 2014 |
| <u>/s/ James A. Champy</u> James A. Champy | Director | March 14, 2014 |
| <u>/s/ John C. Hodgson</u> John C. Hodgson | Director | March 14, 2014 |
| <u>/s/ Yves-Andre Istel</u> Yves-Andre Istel | Director | March 14, 2014 |
| <u>/s/ Neil Novich</u> Neil Novich | Director | March 12, 2014 |
| <u>/s/ F. Grant Saviers</u> F. Grant Saviers | Director | March 12, 2014 |
| <u>/s/ Kenton J. Sicchitano</u> Kenton J. Sicchitano | Director | March 14, 2014 |
| <u>/s/ Lisa Su</u> Lisa Su | Director | March 14, 2014 |

INDEX TO EXHIBITS

| <u>Number</u> | <u>Description</u> |
|---------------|---|
| 4.1 | Restated Articles of Organization of the Registrant, filed with the Commission on May 20, 2008 as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2008 (File No. 1-7819) and incorporated herein by reference, |
| 4.2 | Amendment to Restated Articles of Organization of the Registrant, filed with the Commission on December 8, 2008 as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-7819) and incorporated herein by reference. |
| 4.3 | Amended and Restated By-Laws of the Registrant, filed with the Commission on January 28, 2010 as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-7819) and incorporated herein by reference. |
| 5 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant |
| 23.1 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5) |
| 23.2 | Consent of Ernst & Young LLP |
| 24 | Power of attorney (included on the signature pages of this registration statement) |
| 99.1 | Analog Devices, Inc. Amended and Restated 2006 Stock Incentive Plan, filed with the Commission on February 18, 2014 as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended February 1, 2014 (File No. 1-7819) and incorporated herein by reference. |

March 14, 2014

Analog Devices, Inc.
One Technology Way
Norwood, MA 02062-9106

Re: Analog Devices, Inc. Amended and Restated 2006 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 19,000,000 shares of common stock, \$0.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc., a Massachusetts corporation (the "Company"), issuable under the Company's Amended and Restated 2006 Stock Incentive Plan (the "Plan").

We have examined the Articles of Organization and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts and the federal laws of the United States of America.



Analog Devices, Inc.

March 14, 2014

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It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND
DORR LLP

By: /s/ Jason L. Kropp

Jason L. Kropp, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2006 Stock Incentive Plan of Analog Devices, Inc. of our reports dated November 26, 2013, with respect to the consolidated financial statements and schedule of Analog Devices, Inc., and the effectiveness of internal control over financial reporting of Analog Devices, Inc., included in its Annual Report (Form 10-K) for the year ended November 2, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 14, 2014