

CISCO SYSTEMS, INC.  
Form S-8 POS  
June 08, 2012

As filed with the Securities and Exchange Commission on June 8, 2012

Registration No. 333-135688

**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*

**CISCO SYSTEMS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**California**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**77-0059951**  
(I.R.S. Employer  
Identification No.)

**170 West Tasman Drive**

**San Jose, California 95134-1706**

(Address of Principal Executive Offices) (Zip Code)

**Options to purchase common stock granted under the Phone2Networks, Inc. 2000 Stock Option and  
Restricted Stock**

**Plan, as amended, and assumed by the Registrant**

(Full Title of the Plan)

**John T. Chambers**

**Chairman and Chief Executive Officer**

**Cisco Systems, Inc.**

**300 East Tasman Drive**

**San Jose, California 95134-1706**

(Name and Address of Agent For Service)

**(408) 526-4000**

(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 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  (Do not check if a smaller reporting company)

Smaller reporting company



**EXPLANATORY NOTE:**

**REMOVAL OF SECURITIES FROM REGISTRATION**

The offering contemplated by this Registration Statement on Form S-8 (the Registration Statement ) has terminated. Pursuant to the undertakings contained in Part II of the Registration Statement, the Registrant is removing from registration, by means of a post-effective amendment to the Registration Statement (the Post-Effective Amendment ), 3,425 shares of Common Stock, par value \$0.001 per share, registered under the Registration Statement which remained unsold at the termination of the offering.

**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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on June 8, 2012.

**Cisco Systems, Inc.**

By: /s/ Mark Chandler  
Mark Chandler,  
Senior Vice President,

General Counsel and Secretary