

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1996-12-30**
SEC Accession No. **0000950123-96-007637**

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FILER

LUCENT TECHNOLOGIES INC

CIK: **1006240** | IRS No.: **223408857** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-18977** | Film No.: **96688035**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address
600 MOUNTAIN AVE
MURRAY HILL NJ 07974

Business Address
600 MOUNTAIN AVE
MURRAY HILL NJ 07974
9085828500

SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549
 FORM S-8
 Registration Statement
 Under
 The Securities Act of 1933

LUCENT TECHNOLOGIES INC.
 A Delaware Corporation I.R.S. Employer
 No. 22-3408857
 600 Mountain Ave., Murray Hill, New Jersey 07974

LUCENT TECHNOLOGIES INC.
 GLOBAL FOUNDERS GRANT STOCK OPTION PLAN

Agent for Service
 Florence L. Walsh, Vice President and Treasurer
 600 Mountain Ave., Murray Hill, New Jersey 07974
 (908) 582-8500

Please send copies of all communications to:
 Richard J. Rawson, Senior Vice President, General Counsel and Secretary
 600 Mountain Avenue, Murray Hill, New Jersey 07974

CALCULATION OF REGISTRATION FEE

<TABLE>
 <CAPTION>

	+	+	+	+	+
Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed aggregate offering price(2)	Amount of registration fee	
Common Stock, par value \$.01 per share	15,000,000	\$46.375	\$695,625,000	\$210,795.45	
Preferred Share	+	+	+	+	
Purchase Rights(3)	+	+	+	+	
Total	+	+	\$695,625,000	\$210,795.45	

</TABLE>

- (1) Represents the maximum number of shares that may be acquired under the Lucent Technologies Inc. Global Founders Grant Stock Option Plan (the

"Plan") pursuant to this Registration Statement.

- (2) Estimated solely for the purpose of calculating the registration fee and, pursuant to Rule 457(c) of the Securities Act of 1933, based upon the average of the high and low sale prices of the common stock, par value \$.01 per share, of Lucent Technologies Inc. on the New York

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Stock Exchange on December 24, 1996.

- (3) Rights initially will trade together with the Common Stock. The value attributable to the Rights, if any, is reflected in the market price of the Common Stock.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by Lucent Technologies Inc. (the "Company" or "Lucent Technologies") with the Securities and Exchange Commission (the "SEC") and are incorporated herein by reference:

(1) Lucent Technologies' Annual Report on Form 10-K dated December 30, 1996.

(2) The "Description Of Capital Stock" section of the Lucent Technologies Registration Statement on Form 10 filed with the SEC on February 26, 1996, as amended by Amendment No.1 thereto filed on Form 10/A on March 12, 1996, Amendment No. 2 thereto filed on Form 10/A on March 22, 1996 and Amendment No.3 thereto filed on Form 10/A on April 1, 1996.

All documents, filed subsequent to the date hereof by Lucent Technologies with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and prior to the filing of a post-effective amendment hereto which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and made a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents"); PROVIDED, HOWEVER, that the documents enumerated above or subsequently filed by Lucent Technologies pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made hereby is in effect prior to the filing with the SEC of Lucent Technologies' Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference herein or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in an Incorporated Document or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

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The Certificate of Incorporation (the "Certificate") of the Company provides that a director of the Company will not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except, if required by the Delaware General Corporation Law (the "DGCL") as amended from time to time, for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, which concerns unlawful payments of dividends, stock purchases or redemptions, or (iv) for any transaction from which the director derived an improper personal benefit. Neither the amendment nor repeal of such provision will eliminate or reduce the effect of such provision in respect of any matter occurring, or any cause of action, suit or claim that, but for such provision, would accrue or arise prior to such amendment or repeal.

While the Certificate provides directors with protection from awards for monetary damages for breach of their duty of care, it does not eliminate such duty. Accordingly, the Certificate will have no effect on the availability of equitable remedies such as an injunction or rescission based on a director's breach of his or her duty of care.

The Certificate provides that each person who was or is made a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, (hereinafter a "proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, will be indemnified and held harmless by the Company to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than said law permitted the Company to provide prior to such amendment), against all expense, liability and loss reasonably incurred or suffered by such person in connection therewith. Such right to indemnification includes the right to have the Company pay the expenses incurred in defending any such proceeding in advance of its final disposition, subject to the provisions of the DGCL. Such rights are not exclusive of any other right which any person may have or thereafter acquire under any statute, provision of the Certificate, Bylaws, agreement, vote of stockholders or disinterested directors or otherwise. No repeal or modification of such provision will in any way diminish or adversely affect the rights of any director, officer, employee or agent of the Company thereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

The Certificate also specifically authorizes the Company to maintain insurance and to grant similar indemnification rights to employees or agents of the Company. The directors and officers of Lucent Technologies are covered by insurance policies indemnifying against certain liabilities, including certain liabilities arising under the Securities Act of 1933 (the "1933 Act"), which might be incurred by them in such capacities.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Exhibits identified in parenthesis below, on file with the SEC, are incorporated herein by reference as exhibits hereto.

Exhibit
Number

- | | |
|----|---|
| 4 | Restated Certificate of Incorporation, as amended.
(Exhibit 3(i) of the Current Report on Form 8-K dated July 18, 1996.) |
| 5 | Opinion of Pamela F. Craven, Vice President - Law of the registrant, as to the legality of the securities to be issued. |
| 23 | Consent of Pamela F. Craven is contained in the opinion of counsel filed as Exhibit 5. |
| 24 | Powers of Attorney executed by officers and directors who signed this registration statement. |

Item 9. Undertakings.

(1) The undersigned registrant hereby undertakes to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the 1933 Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

Provided, however, that paragraphs 1(i) and 1(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs

is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) The undersigned registrant hereby undertakes that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) The undersigned registrant hereby undertakes to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

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SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in Murray Hill, New Jersey, on the 30th day of December, 1996.

LUCENT TECHNOLOGIES INC.

By: James S. Lusk
Title: Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement or amendment thereto has been signed below by the following persons in the capacities and on the date indicated.

	#	
Principal Executive Officer:	#	
	#	
Henry B. Schacht	Chairman of the Board	#
	and Chief Executive	#
	Officer	#
Principal Financial Officer:	#	
	#	
Donald K. Peterson	Executive Vice President	#
	and Chief Financial	#
	Officer	#
	#	
Principal Accounting Officer:	#	
	#	
James S. Lusk	Vice President and	###By: /s/ James S. Lusk
	Controller	# -----
Directors:	#	(James S. Lusk
	#	attorney-in-fact)*
	#	
Paul A. Allaire	#	
Carla A. Hills	#	
Drew Lewis	#	December 30, 1996
Richard A. McGinn	#	
Paul H. O'Neill	#	
Donald S. Perkins	#	
Henry B. Schacht	#	
Franklin A. Thomas	#	*as Principal Accounting
John A. Young	#	Officer and
	#	by power of attorney

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SIGNATURES

The Plan

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Morristown, State of New Jersey, on the 30th day of December, 1996.

Lucent Technologies Inc.
Global Founders Grant Stock Option Plan

By: Anthony P. D'Andrea
Title: Administrator

EXHIBIT INDEX

Exhibit
Number

- 4 Restated Certificate of Incorporation, as amended.
(Exhibit 3(i) of the Current Report on Form 8-K dated
July 18, 1996.)
- 5 Opinion of Pamela F. Craven, Vice President - Law of the
registrant, as to the legality of the securities to be issued.
- 23 Consent of Pamela F. Craven is contained in the opinion of
counsel filed as Exhibit 5.
- 24 Powers of Attorney executed by officers and directors who
signed this registration statement.

Pamela F. Craven
Vice President - Law

LUCENT TECHNOLOGIES LOGO
600 Mountain Avenue
Murray Hill, NJ 07974
908 582-8500

December 30, 1996

Lucent Technologies Inc.
600 Mountain Avenue
Murray Hill, NJ 07974

Dear Sirs:

With reference to the registration statement on Form S-8 which Lucent Technologies Inc. (the "Company") proposes to file with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended, registering 15,000,000 common shares, par value \$.01 per share, (including a equal number of Preferred Stock Purchase Rights that initially trade with the common shares) of the Company (the "Shares") which may be offered and sold by the Company under the Lucent Technologies Inc. Global Founders Grant Stock Option Plan (the "Plan"), which Shares, under the terms of the Plan may be authorized and unissued shares, treasury shares, or shares purchased on the open market or otherwise, I am of the opinion that:

1. the Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware, and

2. all proper corporate proceedings have been taken so that any Shares to be offered and sold which are of original issuance, upon sale and payment therefor in accordance with the Plan and the resolutions of the Board of Directors relating to the offering and sale of common shares thereunder, will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the SEC in connection with the registration statement referred to above.

Very truly yours,

Pamela F. Craven

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

Benefit Plan	Common Shares
Lucent Technologies Inc. Global Founders Grant Stock Option Plan	15 million
Lucent Technologies Inc. 1997 Annual Long Term Incentive Plan	15 million

; and

WHEREAS, the undersigned is a director and/or officer of the Company, as indicated below his or her signature:

NOW, THEREFORE, the undersigned hereby constitutes and appoints Donald K. Peterson, Florence L. Walsh, and James S. Lusk and each of them, as attorneys for and in the name, place and stead of the undersigned, and in the capacity of the undersigned as a director and/or officer of the Company, to execute and file any such registration statement with respect to the above-described common shares and thereafter to execute and file any amended registration statement or statements with respect thereto or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Henry B. Schacht

Name: Henry B. Schacht

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Paul A. Allaire

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Carla A. Hills

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Drew Lewis

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Richard A. McGinn

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Paul H. O'Neill

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Donald S. Perkins

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Franklin A. Thomas

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ John A. Young

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Lucent Technologies Inc., a Delaware corporation (hereinafter referred to as the "Company"), proposes to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, a registration statement or registration statements with respect to the issuance of up to the following number of common shares, par value \$.01 per share (including a equal number of Preferred Stock Purchase Rights) set opposite each of the plans listed below:

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; and

WHEREAS, the undersigned is a director and/or officer of the Company, as indicated below his or her signature:

NOW, THEREFORE, the undersigned hereby constitutes and appoints Florence L. Walsh, and James S. Lusk and each of them, as attorneys for and in the name, place and stead of the undersigned, and in the capacity of the undersigned as a director and/or officer of the Company, to execute and file any such registration statement with respect to the above-described common shares and thereafter to execute and file any amended registration statement or statements with respect thereto or amendments or supplements to any of the foregoing, hereby giving and granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as the undersigned might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorneys may or shall lawfully do, or cause to be done, by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 13th day of December, 1996.

By: /s/ Donald K. Peterson

Name: Donald K. Peterson

Title: Executive Vice President and
Chief Financial Officer