

ARROW ELECTRONICS INC

Form S-8

October 23, 2008

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As filed with the Securities and Exchange Commission on October 23, 2008.

Registration No.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
ARROW ELECTRONICS, INC.  
(Exact name of issuer as specified in its charter)**

New York  
(State of Incorporation)

11-1806155  
(I.R.S. Employer  
Identification No.)

50 Marcus Drive  
Melville, New York 11747  
(631) 847-2000

(Address and telephone number of principal executive offices)

Arrow Electronics, Inc. 2004 Omnibus Incentive Plan  
(Full Title of the Plan)

Peter S. Brown, Esq.  
Senior Vice President  
Arrow Electronics, Inc.

50 Marcus Drive  
Melville, New York 11747  
(631) 847-2000

(Name, address and telephone number of agent for service)

Copy to:

Milbank, Tweed, Hadley & McCloy LLP  
One Chase Manhattan Plaza  
New York, New York 10005  
(212) 530-5000

Attention: Howard S. Kelberg, Esq.

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)

**CALCULATION OF REGISTRATION FEE**

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (2) |
|--------------------------------------|-----------------------------|---|---|--------------------------------|
|--------------------------------------|-----------------------------|---|---|--------------------------------|

|   |                  |         |              |            |
|---|------------------|---------|--------------|------------|
| Common Stock (par value \$1.00 per share), newly reserved under the 2004 Omnibus Incentive Plan | 5,000,000 shares | \$16.62 | \$83,100,000 | \$3,265.83 |
|---|------------------|---------|--------------|------------|

(1) This Registration Statement shall also cover any of the Company's shares of Common Stock which become issuable under the Company's 2004 Omnibus Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of Company's outstanding Common Stock.

(2) Estimated pursuant to Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, solely for the purpose of computing the registration fee, based on the average of the high and low price of Common Stock on the New York Stock Exchange on

October 22,  
2008.

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EXPLANATORY NOTE

This Registration Statement relates to the registration of 5,000,000 additional shares of the common stock, par value \$1.00 per share, of Arrow Electronics, Inc. (the Company ) reserved for issuance pursuant to the Company s 2004 Omnibus Incentive Plan, as amended (the Plan ), and consists of only those items required by General Instruction E to Form S-8.

PART I

ITEM 1. PLAN INFORMATION

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act ), and the Note to Part I of Form S-8.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents which have been filed by the Company with the Securities and Exchange Commission (the SEC ) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), are incorporated by reference herein and shall be deemed to be a part hereof:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2007 (File No. 001-04482);
2. Quarterly Report on Form 10-Q for the quarter ended March 31, 3008 (File No. 001-04482);
3. Quarterly Report on Form 10-Q for the quarter ended June 30, 3008 (File No. 001-04482);
4. Quarterly Report on Form 10-Q for the quarter ended September 30, 3008 (File No. 001-04482);
5. Current Reports on Form 8-K, filed July 23, 2008, June 6, 2008, May 8, 2008, April 23, 2008, April 17, 2008, March 4, 2008, February 26, 2008, February 12, 2008 and February 7, 2008 (each, File No. 001-04482);
6. Registration Statement on Form S-8 dated August 25, 2004 (File No. 333-118563); and

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7. The description of the Company's Capital Stock contained in the registration statement relating thereto filed with the Commission pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement 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 the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in an Incorporated Document 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 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 of this Registration Statement.

**ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL**

Not applicable.

**ITEM 8. EXHIBITS**

The documents listed hereunder are filed as exhibits hereto.

| Exhibit No. | Description  |
|-------------|--|
| 4           | Arrow Electronics, Inc. 2004 Omnibus Incentive Plan (as amended) (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the Commission on May 8, 2008, Commission File No. 001-04482) |
| 5           | Opinion of Milbank, Tweed, Hadley & McCloy LLP as to the legality of the Company's Common Stock.   |
| 23(a)       | Consent of Milbank, Tweed, Hadley & McCloy LLP (included in the Opinion filed as Exhibit 5 hereto).  |
| 23(b)       | Consent of Ernst & Young LLP, independent registered public accounting firm.   |
| 24          | Power of Attorney (set forth on the signature page hereof).  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Melville, State of New York, on October 23, 2008.

ARROW ELECTRONICS, INC.

By: /s/ Peter S. Brown  
 Peter S. Brown  
 Senior Vice President

**POWER OF ATTORNEY**

Each person whose signature appears below hereby severally constitutes and appoints William E. Mitchell, Michael J. Long, Daniel W. Duval and Peter S. Brown and each of them acting singly, as his or her true and lawful attorney-in-fact and agent, with full and several power of substitution and resubstitution, to sign for him or her and in his or her name, place and stead in any and all capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all post-effective amendments and supplements to the said Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Registration Statement or amendment thereto has been signed below by the following persons in the capacities and on the date indicated below.

| SIGNATURE                                      | TITLE  | DATE             |
|--|--|------------------|
| /s/ William E. Mitchell<br>William E. Mitchell | Chairman and Chief Executive Officer                     | October 23, 2008 |
| /s/ Michael J. Long<br>Michael J. Long         | President and Chief Operating Officer<br>and<br>Director | October 23, 2008 |
| /s/ Paul J. Reilly<br>Paul J. Reilly           | Senior Vice President and Chief<br>Financial<br>Officer  | October 23, 2008 |
| /s/ Michael A. Sauro<br>Michael A. Sauro       | Vice President and Corporate Controller                  | October 23, 2008 |
| /s/ Daniel W. Duval<br>Daniel W. Duval         | Lead Director  | October 23, 2008 |
| /s/ Gail E. Hamilton                           | Director   | October 23, 2008 |



Gail E. Hamilton

/s/ John Nils Hanson

Director

October 23, 2008

John N. Hanson

/s/ Richard S. Hill

Director

October 23, 2008

Richard S. Hill

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| SIGNATURE              | TITLE    | DATE             |
|------------------------|----------|------------------|
| M. Frances Keeth       | Director | October , 2008   |
| /s/ Roger King         | Director | October 23, 2008 |
| Roger King             |          |                  |
| /s/ Karen G. Mills     | Director | October 23, 2008 |
| Karen Gordon Mills     |          |                  |
| /s/ Stephen C. Patrick | Director | October 23, 2008 |
| Stephen C. Patrick     |          |                  |
| /s/ Barry W. Perry     | Director | October 23, 2008 |
| Barry W. Perry         |          |                  |
| /s/ John C. Waddell    | Director | October 23, 2008 |
| John C. Waddell        |          |                  |

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