

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933



MICRON TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-1618004
(I.R.S. Employer
Identification Number)

8000 S. Federal Way
Boise, Idaho 83716-9632
(Address of principal executive offices)

Micron Technology, Inc.
Deferred Compensation Plan

(Full title of the plan)

Sanjay Mehrotra
President and Chief Executive Officer and Director
Micron Technology, Inc.
8000 S. Federal Way
Boise, Idaho 83716-9632
(Name and address of agent for service)

208-368-4000
(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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

- Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum aggregate | Proposed maximum aggregate | Amount of registration fee |
|---|--------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Deferred Compensation Obligations | \$60,000,000 ⁽¹⁾ | 100% | \$60,000,000 | \$7,788 ⁽²⁾ |

- (1) The deferred compensation obligations are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Micron Technology, Inc. Deferred Compensation Plan (the "Deferred Compensation Plan").
- (2) Estimated in accordance with Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee based on an estimate of the amount of compensation participants may defer under the Deferred Compensation Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 are not required to be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as a prospectus or prospectus supplements pursuant to the Note to Part I of Form S-8 and Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Micron Technology, Inc. (the "Company") with the Commission are incorporated by reference in this Registration Statement:

(a) The Company's Annual Report on Form 10-K for the year ended August 29, 2019 (the "Annual Report") filed with the Commission pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (File No. 1-10658), on October 17, 2019.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment 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 to be part hereof from the date of filing such documents.

Item 4. Description of Securities.

The description under the heading "Micron Technology, Inc. Deferred Compensation Plan Obligations" in Item 4 of the Registration Statement on Form S-8 (Registration No. 333-217314) is incorporated by reference in this Item 4.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors or stockholders to grant, indemnification to directors, officers, employees and agents in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act and for liabilities arising from other state and federal causes of action. Section 10 of the Company's Certificate of Incorporation and Article VIII of the Company's Bylaws provide for the mandatory indemnification of its officers, directors, employees and agents to the extent permitted by Delaware General Corporation Law. The Company has entered into agreements with its officers, directors, and certain key employees implementing such indemnification.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit Number | Description |
|-----------------------|--|
| 4.1* | Deferred Compensation Plan |
| 5.1 | Opinion of Counsel |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Counsel (contained in Exhibit 5.1) |
| 24.1 | Power of Attorney (included on signature page) |

* Incorporated by reference to Exhibit 10.64 to the Company's Quarterly Report on Form 10-Q for quarterly period ended March 2, 2017 filed with the Commission on March 28, 2017.

Item 9. Undertakings.

(a) The undersigned Company hereby undertakes:

(1) 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 Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the 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 the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

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

(3) 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.

(b) The undersigned Company hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Company'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 the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Boise, State of Idaho, on this 28th day of October 2019.

MICRON TECHNOLOGY, INC.

/s/ Sanjay Mehrotra

By: Sanjay Mehrotra

President and Chief Executive Officer and Director

/s/ David A. Zinsner

By: David A. Zinsner

Senior Vice President and Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Sanjay Mehrotra and David A. Zinsner, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|------------------|
| <u>/s/ Sanjay Mehrotra</u> Sanjay Mehrotra | President and Chief Executive Officer and Director (Principal Executive Officer) | October 28, 2019 |
| <u>/s/ David A. Zinsner</u> David A. Zinsner | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | October 28, 2019 |
| <u>/s/ Paul Marosvari</u> Paul Marosvari | Vice President and Chief Accounting Officer (Principal Accounting Officer) | October 28, 2019 |
| <u>/s/ Robert E. Switz</u> Robert E. Switz | Chairman of the Board | October 28, 2019 |
| <u>/s/ Robert L. Bailey</u> Robert L. Bailey | Director | October 28, 2019 |
| <u>/s/ Richard M. Beyer</u> Richard M. Beyer | Director | October 28, 2019 |
| <u>/s/ Patrick J. Byrne</u> Patrick J. Byrne | Director | October 28, 2019 |
| <u>/s/ Steven J. Gomo</u> Steven J. Gomo | Director | October 28, 2019 |
| <u>/s/ Mary Pat McCarthy</u> Mary Pat McCarthy | Director | October 28, 2019 |
| <u>/s/ MaryAnn Wright</u> MaryAnn Wright | Director | October 28, 2019 |

EXHIBIT INDEX

| Exhibit Number | Description of Exhibit | Filed Herewith | Form | Period Ending | Exhibit/Appendix | Filing Date |
|----------------|--|----------------|------|---------------|------------------|-------------|
| 4.1 | Deferred Compensation Plan | | 10-Q | 3/2/17 | 10.64 | 3/28/17 |
| 5.1 | Opinion of Counsel | ü | | | | |
| 23.1 | Consent of Independent Registered Public Accounting Firm | ü | | | | |
| 23.2 | Consent of Counsel (contained in Exhibit 5.1) | ü | | | | |
| 24.1 | Power of Attorney (included on signature page) | ü | | | | |

October 25, 2019

Micron Technology, Inc.
8000 S. Federal Way
Boise, ID 83716-9632

Re: Micron Technology, Inc.

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about October 28, 2019 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of \$60,000,000 of deferred compensation obligations (the "Obligations") of Micron Technology, Inc. (the "Company") to be issued pursuant to the Micron Technology, Inc. Deferred Compensation Plan ("Deferred Compensation Plan"). The Obligations will be issued from time to time to participants in the Deferred Compensation Plan (the "Participants") in accordance with the terms of the Deferred Compensation Plan. As your legal counsel, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance of the Obligations under the Deferred Compensation Plan.

It is our opinion that, upon completion of the proceedings to be taken, or contemplated by us as your counsel to be taken by you, prior to issuance of the Obligations pursuant to the Registration Statement and the Deferred Compensation Plan, and upon completion of the proceedings being taken in order to permit such transactions to be carried out in accordance with the securities laws of the various states where required, the Obligations, when incurred in the manner referred to in the Deferred Compensation Plan, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

We express no opinion as to any matter relating to laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as such is in effect on the date hereof.

We express no opinion as to (i) the effect of any bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium or other similar laws relating to or affecting the rights of creditors generally, (ii) rights to indemnification and contribution which may be limited by applicable law or equitable principles, or (iii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, the effect of judicial discretion and the possible unavailability of specific performance, injunctive relief or other equitable relief, and limitations on rights of acceleration, whether considered in a proceeding in equity or at law.

With your consent, we have assumed (a) that each of the election forms to be delivered by the Participants pursuant to the Deferred Compensation Plan (the "Election Forms") will be in the form examined by us, (b) that each of the Deferred Compensation Plan and the Election Forms constitutes or will constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance with their respective terms, and (c) that the status of each of the Deferred Compensation Plan and the Election Forms as legally valid and binding obligations of the parties will not be affected by any (i) breaches of, or defaults under, agreements or instruments, (ii) violations of statutes, rules, regulations or court or governmental orders, or (iii) failures to obtain required consents, approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI,
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Micron Technology, Inc. of our report dated October 17, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Micron Technology, Inc.'s Annual Report on Form 10-K for the year ended August 29, 2019.

/s/ PricewaterhouseCoopers LLP
San Jose, California
October 28, 2019