

VMWARE, INC.

FORM S-4/A

(Registration Statement for securities to be issued in business combination transactions)

Filed 08/03/07

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
SIC Code	7372 - Services-Prepackaged Software
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	01/31

VMWARE, INC.

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Filed 8/3/2007

Address	3401 HILLVIEW AVENUE PALO ALTO, California 94304
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CIK	0001124610
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Amendment No. 3 to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VMWARE, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)

94-3292913
(I.R.S. Employer
Identification No.)

**3401 Hillview Avenue
Palo Alto, CA 94304
(650) 427-5000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Rashmi Garde, Esq.
Vice President and General Counsel
VMware, Inc.
3401 Hillview Avenue
Palo Alto, CA 94304
(650) 427-5000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Margaret A. Brown, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Beacon Street
Boston, Massachusetts 02108
(617) 573-4800**

**Paul T. Dacier, Esq.
EMC Corporation
176 South Street
Hopkinton, Massachusetts 01748
(508) 435-1000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

Explanatory Note

This Amendment No. 3 is being filed solely for the purpose of refiling Exhibit 10.16 to this Registration Statement (Registration No. 333-144424), which Exhibit 10.16 is incorporated by reference to the Registration Statement on Form S-1 of VMware, Inc. (Registration No. 333-142368) filed with the Securities and Exchange Commission on August 3, 2007, and no changes or additions are being made hereby to the Prospectus constituting Part I of this Registration Statement or to Items 20, 21(b) and (c) or 22 of Part II of this Registration Statement. Accordingly, such Prospectus and Items 20, 21(b) and (c) and 22 of Part II have not been included herein.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. *Exhibits and Financial Statement Schedules.*

(a)

<u>Exhibit Number</u>	<u>Description</u>
1.1	Form of Underwriting Agreement(4)
3.1	Amended and Restated Certificate of Incorporation(3)
3.2	Amended and Restated Bylaws(3)
4.1	Form of specimen common stock certificate(5)
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP*
10.1	Form of Master Transaction Agreement between the Registrant and EMC(3)
10.2	Form of Administrative Services Agreement between the Registrant and EMC(3)
10.3	Form of Tax Sharing Agreement between the Registrant and EMC(3)
10.4	Form of Intellectual Property Agreement between the Registrant and EMC(2)
10.5	Form of Employee Benefits Agreement between the Registrant and EMC(3)
10.6	Form of Real Estate License Agreement between the Registrant and EMC(3)
10.7	Letter Agreement between the Registrant and Mark Peek+(2)
10.8	Form of Indemnification Agreement for directors and executive officers+(2)
10.9	2007 Equity and Incentive Plan+(2)
10.10	Promissory Note between the Registrant and EMC Corporation(1)
10.11	Form of Insurance Matters Agreement between the Registrant and EMC(3)
10.12	Form of Option Agreement+(2)
10.13	Form of Restricted Stock Unit Agreement+(2)
10.14	2007 Employee Stock Purchase Plan+(2)
10.15	Letter Agreement between the Registrant and Thomas J. Jurewicz+(2)
10.16	Distribution Agreement between the Registrant and Ingram Micro**(6)
10.17	Form of Real Estate Purchase and Sale Agreement between the Registrant and EMC(3)
10.18	Class A Common Stock Purchase Agreement between the Registrant and Intel Capital(3)
10.19	Investor Rights Agreement between the Registrant and Intel Capital(3)
10.20	Form of Early Exercise Option Agreement+(3)
10.21	Class A Common Stock Purchase Agreement among the Registrant, EMC Corporation and Cisco Systems, Inc.(5)
10.22	Investor Rights Agreement between the Registrant and Cisco Systems, Inc.(5)
10.23	Employment Agreement between the Registrant and Diane Greene+(5)
21.1	List of subsidiaries(1)
23.1	Consent of PricewaterhouseCoopers LLP*
23.2	Consent of PricewaterhouseCoopers LLP*
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereto)
99.1	Form of Letter of Transmittal*
99.2	Form of Notice of Withdrawal*

-
- + Management contract or compensatory plan or arrangement.
 - * Previously filed.
 - ** Confidential treatment requested for certain portions of this Exhibit pursuant to Rule 406 promulgated under the Securities Act, which portions are omitted and filed separately with the Securities and Exchange Commission.
- (1) Incorporated by reference to the Registration Statement on Form S-1 of VMware, Inc. (Registration Statement No. 333-142368) filed with the Commission on April 26, 2007.
 - (2) Incorporated by reference to the Registration Statement on Form S-1 of VMware, Inc. (Registration Statement No. 333-142368) filed with the Commission on June 11, 2007
 - (3) Incorporated by reference to Amendment No. 2 to the Registration Statement on Form S-1 of VMware, Inc. (Registration Statement No. 333-142368) filed with the Commission on July 9, 2007.
 - (4) Incorporated by reference to Amendment No. 3 to the Registration Statement on Form S-1 of VMware, Inc. (Registration Statement No. 333-142368) filed with the Commission on July 24, 2007.
 - (5) Incorporated by reference to Amendment No. 4 to the Registration Statement on Form S-1 of VMware, Inc. (Registration Statement 333-142368) filed with the Commission on July 27, 2007.
 - (6) Incorporated by reference to Amendment No. 5 to the Registration Statement on Form S-1 of VMware, Inc. (Registration Statement 333-142368) filed with the Commission on August 3, 2007.

EXHIBIT INDEX

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