

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

COHU, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE

95-1934119

-----  
(State or other jurisdiction  
of incorporation or organization)

-----  
(I.R.S. employer identification no.)

5755 KEARNY VILLA ROAD  
SAN DIEGO, CA 92123

-----  
(Address of principal executive offices) (Zip code)

COHU, INC.  
1994 STOCK OPTION PLAN  
-----  
(Full title of the plan)

CHARLES A. SCHWAN  
VICE PRESIDENT - FINANCE, SECRETARY  
COHU, INC.  
5755 KEARNY VILLA ROAD  
SAN DIEGO, CA 92123

-----  
(Name and address of agent for service)

Telephone number, including area code, of agent for service: 619/235-5000

This registration statement, including all exhibits and attachments, contains 14 pages. The exhibit index may be found on page 9 of the consecutively numbered pages of the registration statement.

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.

## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
1994 Stock Option Plan				
Common Stock	94,000	\$22.63	\$2,127,220	
Par Value \$1.00	325,000	\$8.06	\$2,619,500	
	6,000	\$9.69	\$58,140	
	15,000	\$19.50	\$292,500	
TOTAL	440,000		\$5,097,360	\$1,757.71

(1) Estimated pursuant to Rule 457 solely for purposes of calculating the registration fee and subject to the minimum registration fee of \$100 pursuant to Section 6(b) of the Securities Act of 1993, as amended. As to shares subject to outstanding but unexercised options, the price is computed on the basis of the exercise price. As to the remaining shares, the price is based upon the average of the high and low prices of the Common Stock on June 26, 1995, as reported on the National Association of Securities Dealers Automated Quotations system.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## Item 3. Incorporation of Documents by Reference

Cohu, Inc. (the "Company") hereby incorporates by reference in this registration statement the following documents:

(a) The Company's latest annual report on Form 10-K filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), containing audited financial statements for the Company's latest fiscal year ended December 31, 1994.

(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 document referred to in (a) above.

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 10 filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company 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 hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

## Item 4. Description of Securities

The class of securities to be offered is registered under Section 12 of the Exchange Act.

## Item 5. Interests of Named Experts and Counsel

Inapplicable.

## Item 6. Indemnification of Directors and Officers

The bylaws of the Company provide that any 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, by reason of the fact

that such person is or was a director, officer or employee of the Company or is or was serving at the request of the Company as a director, officer, or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Company to the fullest extent authorized by the Delaware General Corporation Law and may be indemnified and held harmless by the Company to the fullest extent authorized by the Delaware General Corporation Law against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, amounts paid or to be paid in settlement and amounts expended in seeking indemnification) reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer or employee and inure to the benefits of his or her heirs, executors and administrators.

The Board of Directors is authorized to, and has entered into contracts with its directors and executive officers, and may in the future continue to do so, to provide for indemnification rights equivalent to, or if the Board of Directors approves, greater than those provided for in the corporate bylaws.

Section 145 of the Delaware General Corporation Law provides that the Company may indemnify its agents, including directors, officers, and employees, against expenses (including attorneys' fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any proceeding other than an action by or in the right of the Company, provided such agent acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Company, and in the case of a criminal proceedings, had no reasonable cause to believe the conduct was unlawful. In actions by or in the right of the company, the Company may indemnify an agent for expenses actually and reasonably incurred in connection with the defense or settlement of such action if that agent acted in good faith in a manner he or she reasonably believed to be in or not opposed to the best interest of the Company. However, no indemnification shall be made for any action for which the agent was adjudged to be liable to the Company or for amounts paid in settlement to the Company unless a court determines that the agent is entitled to indemnity. To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Company against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such defense.

Item 7. Exemption From Registration Claimed

Inapplicable.

Item 8. Exhibits

See Exhibit Index.

## Item 9. Undertakings

## (a) Rule 415 Offering

The undersigned registrant 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 of 1933;

(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;

(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 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 the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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) Filing incorporating subsequent Exchange Act documents by reference

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, 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 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.

(h) Request for acceleration of effective date or filing of registration statement on Form S-8

Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

## SIGNATURE

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on June 29, 1995.

COHU, INC.

By: /s/ CHARLES A. SCHWAN

-----  
CHARLES A. SCHWAN  
Vice President-Finance and  
Secretary

## POWER OF ATTORNEY

The officers and directors of Cohu, Inc. whose signatures appear below, hereby constitute and appoint J.W. Barnes and Charles A. Schwan, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any amendment or amendments to this registration statement on Form S-8, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall 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 indicated on June 29, 1995.

Signature	Title
/s/ J.W. BARNES ----- J.W. BARNES	President, Director and Chief Executive Officer (Principal Executive Officer)
/s/ CHARLES A. SCHWAN ----- CHARLES A. SCHWAN	Vice President-Finance, Secretary, Chief Accounting Officer and Director (Principal Financial and Accounting Officer)
/s/ WILLIAM S. IVANS ----- WILLIAM S. IVANS	Director and Chairman of the Board
/s/ GENE E. LEARY ----- GENE E. LEARY	Director
/s/ FRANK W. DAVIS ----- FRANK W. DAVIS	Director
/s/ HARRY L. CASARI ----- HARRY L. CASARI	Director



## EXHIBIT INDEX

	Sequentially Numbered Page -----
4.1 Certificate of Incorporation of the Company is incorporated by reference to Exhibit 3 to the Company's 1981 Form 10-K filed with the Securities and Exchange Commission on April 2, 1982	--
4.2 The Amendments of the Certificate of Incorporation of the Company are incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 28, 1994 (File No. 33-85742)	--
4.3 The Bylaws of the Company, as amended, are incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 28, 1994 (File No. 33-85742)	--
5 Opinion re legality	10
23.1 Consent of Counsel (included in Exhibit 5)	--
23.2 Consent of Independent Auditors	13
24 Power of Attorney (included in signature pages to this registration statement)	--

EXHIBIT 5  
OPINION RE LEGALITY

Gray Cary Ware & Freidenrich  
ATTORNEYS AT LAW  
400 HAMILTON AVENUE  
PALO ALTO, CA 94301-1825  
TEL (415) 328-6561  
FAX (415) 327-3699

OUR FILE NO.  
8203-92001

June 29, 1995

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

RE: COHU, INC.  
REGISTRATION STATEMENT ON FORM S-8 REGISTERING SHARES  
ISSUABLE UNDER THE 1994 STOCK OPTION PLAN

Ladies and Gentlemen:

As legal counsel for Cohu, Inc., a Delaware corporation (the "Company"), we are rendering this opinion in connection with the registration under the Securities Act of 1933, as amended, of up to 440,000 shares of the Common Stock, \$1.00 par value, of the Company which may be issued pursuant to the exercise of options granted under the Cohu, Inc. 1994 Stock Option Plan (the "Plan").

We have examined all instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies.

We are admitted to practice only in the State of California and we express no opinion concerning any law other than the law of the State of California, the corporation laws of the State of Delaware and the federal law of the United States.

As to matters of Delaware corporation law, we have based our opinion solely upon our examination of such laws and the rules and regulations of the authorities administering such laws, all as reported in standard, unofficial compilations. We have not obtained opinions of counsel licensed to practice in jurisdictions other than the State of California.

Based on such examination, we are of the opinion that the 440,000 shares of Common Stock which may be issued upon exercise of options granted under the Plans are duly authorized shares of the Company's Common Stock, and, when issued against payment of the purchase price therefor in accordance with the provisions of the Plans, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement referred to above and the use of our name wherever it appears in said Registration Statement.

Respectfully submitted,

/s/ GRAY CARY WARE & FREIDENRICH

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GRAY CARY WARE & FREIDENRICH  
A Professional Corporation

EXHIBIT 23.2

CONSENT OF INDEPENDENT AUDITORS

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Cohu, Inc. 1994 Stock Option Plan of our report dated February 10, 1995, with respect to the consolidated financial statements of Cohu, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1994, filed with the Securities and Exchange Commission.

San Diego, California  
June 29, 1995

/s/ ERNST & YOUNG LLP  
-----  
ERNST & YOUNG LLP