

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

**FORM S-8  
REGISTRATION STATEMENT**

UNDER  
THE SECURITIES ACT OF 1933

**BROCADE COMMUNICATIONS SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0409517**  
(I.R.S. Employer  
Identification No.)

**130 Holger Way**  
**San Jose, CA 95134**  
(Address of Principal Executive Offices) (Zip Code)

**Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan**  
**Brocade Communications Systems, Inc. 2009 Employee Stock Purchase Plan (as amended and restated on April 7, 2016)**  
(Full titles of the plans)

**Ellen A. O'Donnell**  
**Senior Vice President, General Counsel and Corporate Secretary**  
**Brocade Communications Systems, Inc.**  
**130 Holger Way**  
**San Jose, California 95134**  
**(408) 333-8000**  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*  
Rob R. Carlson, Esq.  
Paul Hastings LLP  
1117 S. California Avenue  
Palo Alto, California 94304

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

**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
Common Stock, par value \$0.00001 per share				
- Issuable under the Amended and Restated Inducement Award Plan	13,795,761(3)	\$8.615	\$118,850,481.02	\$11,968.25
- Issuable under the 2009 Employee Stock Purchase Plan (as amended and restated on April 7, 2016)	20,000,000(4)	\$8.615	\$172,300,000.00	\$17,350.61
<b>Total</b>	33,795,761	—	\$291,150,481.02	\$29,318.86(5)

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (this "Registration Statement")

shall also cover any additional shares of the common stock, \$0.001 par value per share (the "Common Stock"), of Brocade Communications Systems, Inc. (the "Registrant") that become issuable under the Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan (the "Inducement Plan") and the Brocade Communications Systems, Inc. 2009 Employee Stock Purchase Plan (as amended and restated on April 7, 2016) (the "ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price with respect to the shares are calculated based on \$8.615 per share, the average of the high and low prices of the Common Stock, as reported on the Nasdaq Global Select Market on May 27, 2016, a date within five business days prior to the filing of this Registration Statement.
  - (3) 22,000,000 additional shares of Common Stock were reserved for issuance under the Inducement Plan, including 2,400,000 shares that were assumed by the Registrant under pre-existing plans of Ruckus Wireless, Inc. ("Ruckus") pursuant to that certain Agreement and Plan of Merger by and among the Registrant, Stallion Merger Sub Inc. and Ruckus, dated April 3, 2016, 8,204,239 shares of Common Stock of which were registered pursuant to the Post-Effective Amendment No. 1 to Form S-4 on Form S-8 Registration Statement (File No. 333-211039) filed by the Registrant with the Commission on June 3, 2016 (the "2016 Registration Statement").
  - (4) Represents 20,000,000 additional shares of Common Stock reserved for issuance under the ESPP on April 7, 2016.
  - (5) Pursuant to Rule 457(p) under the Securities Act, the total registration fee due is offset by an aggregate of \$29,318.86, comprised of: (a) \$5,795.00, the filing fee previously paid by Ruckus, a wholly-owned subsidiary of the Registrant, that corresponds to 6,254,179 unissued and unsold shares of Ruckus' common stock ("Ruckus Stock") registered pursuant to the Registration Statement on Form S-8 (File No. 333-209670) filed by Ruckus with the Securities and Exchange Commission (the "Commission") on February 24, 2016 (the "2016 Ruckus Registration Statement"), (b) \$7,400.59, the filing fee previously paid by Ruckus that corresponds to 5,957,753 unissued and unsold shares of Ruckus Stock registered pursuant to the Registration Statement on Form S-8 (File No. 333-202285) filed by Ruckus with the Commission on February 25, 2015 (the "2015 Ruckus Registration Statement"), (c) \$10,032.45, the filing fee previously paid by Ruckus that corresponds to 5,648,420 unissued and unsold shares of Ruckus Stock registered pursuant to the Registration Statement on Form S-8 (File No. 333-194286) filed by Ruckus with the Commission on March 3, 2014 (the "2014 Ruckus Registration Statement"), and (d) \$6,090.82, the filing fee previously paid by Ruckus that corresponds to 2,209,506 unissued and unsold shares of Ruckus Stock registered pursuant to the Registration Statement on Form S-8 (File No. 333-187054) filed by Ruckus with the Commission on March 5, 2013 (the "2013 Ruckus Registration Statement" and, together with the 2016 Ruckus Registration Statement, the 2015 Ruckus Registration Statement and the 2014 Ruckus Registration Statement, the "Prior Ruckus Registration Statements"). Accordingly, no registration fee is due. The Registrant is concurrently filing post-effective amendments to the Prior Ruckus Registration Statements to deregister the unissued and unsold shares of Ruckus Stock registered thereunder.
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## REGISTRATION OF ADDITIONAL SECURITIES

The Registrant has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act to register: (1) 13,795,761 additional shares of Common Stock issuable pursuant to the Inducement Plan, and (2) 20,000,000 additional shares of Common Stock issuable pursuant to the ESPP.

Pursuant to: (a) the Registration Statement on Form S-8 (File No. 333-192886) filed by the Registrant with the Commission on December 16, 2013 (the "2013 Registration Statement"), the Registrant previously registered 2,400,000 shares of Common Stock issuable pursuant to the Inducement Plan; and (b) the 2016 Registration Statement, the Registrant previously registered 8,204,239 shares of Common Stock issuable pursuant to the Inducement Plan. The Registrant also filed: (i) a Registration Statement on Form S-8 (File No. 333-158874) with the Commission on April 29, 2009, pursuant to which the Registrant registered 35,000,000 shares of Common Stock issuable pursuant to the ESPP (the "2009 Registration Statement"); and (ii) a Registration Statement on Form S-8 (File No. 333-181851) with the Commission on June 1, 2012, pursuant to which the Registrant registered 30,000,000 additional shares of Common Stock issuable pursuant to the ESPP (the "2012 Registration Statement" and, together with the 2013 Registration Statement, the 2016 Registration Statement and the 2009 Registration Statement, the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference, except as amended hereby.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Commission are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 2015 filed with the Commission on December 22, 2015;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended January 30, 2016 filed with the Commission on March 4, 2016;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended April 30, 2016 filed with the Commission on June 3, 2016;
- (d) The Registrant's Current Report on Form 8-K filed with the Commission on January 29, 2016;
- (e) The Registrant's Current Report on Form 8-K filed with the Commission on February 9, 2016;
- (f) The Registrant's Current Report on Form 8-K filed with the Commission on April 4, 2016;
- (g) The Registrant's Current Report on Form 8-K filed with the Commission on April 13, 2016;
- (h) The Registrant's Current Report on Form 8-K filed with the Commission on May 2, 2016 (only with respect to the information filed under Item 8.01 thereof);
- (i) The Registrant's Current Report on Form 8-K filed with the Commission on May 19, 2016 (only with respect to the information filed under Item 8.01 thereof);
- (j) The Registrant's Current Report on Form 8-K filed with the Commission on May 27, 2016; and
- (k) The description of the Registrant's common stock set forth in the Registration Statement on Form 8-A filed with the Commission on March 19, 1999 (File No. 000-25601) pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendments or reports filed for the purpose of updating such description.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment 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 into this Registration Statement and to be a part of this Registration Statement from the

date of the filing of such reports and documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under Items 2.02, 7.01 or 9.01 of Form 8-K that is not deemed filed under such provisions.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein 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.

You may contact the Registrant in writing or orally to request copies of the above-referenced filings, without charge (excluding exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated into this Registration Statement). Requests for such information should be directed to:

Brocade Communications Systems, Inc.  
130 Holger Way  
San Jose, California 95134  
(408) 333-8000  
Attn: Corporate Secretary

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Jose, State of California, on June 3, 2016.

### BROCADE COMMUNICATIONS SYSTEMS, INC.

By: /s/ Daniel W. Fairfax  
Name: Daniel W. Fairfax  
Title: Senior Vice President and Chief Financial Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Lloyd A. Carney and Daniel W. Fairfax, and each or any one of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

SIGNATURE	TITLE	DATE
<u>/s/ Lloyd A. Carney</u> Lloyd A. Carney	Director and Chief Executive Officer (Principal Executive Officer)	June 3, 2016
<u>/s/ Daniel W. Fairfax</u> Daniel W. Fairfax	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 3, 2016
<u>/s/ David L. House</u> David L. House	Chairman of the Board of Directors	June 3, 2016
<u>/s/ Judy Bruner</u> Judy Bruner	Director	June 3, 2016
<u>/s/ Renato A. DiPentima</u> Renato A. DiPentima	Director	June 3, 2016
<u>/s/ Alan L. Earhart</u> Alan L. Earhart	Director	June 3, 2016
<u>/s/ John W. Gerdelman</u> John W. Gerdelman	Director	June 3, 2016
<u>/s/ Kim C. Goodman</u> Kim C. Goodman	Director	June 3, 2016
<u>/s/ L. William Krause</u> L. William Krause	Director	June 3, 2016
<u>/s/ David E. Roberson</u> David E. Roberson	Director	June 3, 2016
<u>/s/ Sanjay Vaswani</u> Sanjay Vaswani	Director	June 3, 2016

## EXHIBIT INDEX

Exhibit Number	Description
10.1	Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan (incorporated by reference to Exhibit 10.1 from the Registrant's Post-Effective Amendment No. 1 to Form S-4 on Form S-8 Registration Statement (File No. 333-211039) filed with the Commission on June 3, 2016)
10.2	Brocade Communications Systems, Inc. 2009 Employee Stock Purchase Plan, as amended and restated on April 7, 2016 (incorporated by reference to Exhibit 10.2 from the Registrant's Current Report on Form 8-K filed with the Commission on April 13, 2016)
5.1*	Opinion of Paul Hastings LLP
23.1*	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Paul Hastings LLP is contained in Exhibit 5.1 to this Registration Statement
24.1*	Power of Attorney is contained on the signature page

\* Filed herewith.

**PAUL**  
HASTINGS

June 3, 2016

92493.00009

Brocade Communications Systems, Inc.  
130 Holger Way  
San Jose, California 95134

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Brocade Communications Systems, Inc., a Delaware corporation (the "**Company**"), in connection with the registration statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the "**Commission**") on or about the date hereof (the "**Registration Statement**") to effect registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 33,795,761 shares (the "**Shares**") of the Company's common stock, \$0.001 par value per share ("**Common Stock**"), comprised of: (i) 13,795,761 shares of Common Stock issuable upon the vesting and exercise of awards to be granted by the Company pursuant to the Brocade Communications Systems, Inc. Amended and Restated Inducement Award Plan (the "**Inducement Plan**"); and (ii) 20,000,000 shares of Common Stock issuable upon the exercise of purchase rights to be granted by the Company pursuant to the Brocade Communications Systems, Inc. 2009 Employee Stock Purchase Plan, as amended and restated on April 7, 2016 (the "**ESPP**" and, together with the Inducement Plan, the "**Plans**").

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and other instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
- (ii) the Amended and Restated Certificate of Incorporation of the Company, as presently in effect, as certified by the Secretary of State of the State of Delaware on June 3, 2016;
- (iii) the Amended and Restated Bylaws of the Company as presently in effect, as certified by an officer of the Company on June 3, 2016;
- (iv) the Inducement Plan and the forms of award agreements related thereto;
- (v) the ESPP and the forms of instrument evidencing purchase rights related thereto;
- (vi) a certificate, dated as of June 3, 2016, from the Office of the Secretary of State of the State of Delaware, as to the existence and good standing of the Company in the State of Delaware (the "**Good Standing Certificate**");

Brocade Communications Systems, Inc.

June 3, 2016

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- (vii) the resolutions adopted by the board of directors of the Company or the compensation committee of the board of directors of the Company regarding the Inducement Plan and other matters related thereto, as certified by an officer of the Company on June 3, 2016; and
- (viii) the resolutions adopted by the board of directors of the Company or the compensation committee of the board of directors of the Company and by the stockholders of the Company regarding the ESPP and other matters related thereto, as certified by an officer of the Company on June 3, 2016.

In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true, complete and correct; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties; and (x) that where documents have been provided to us in draft form, we have assumed that the final executed versions of such documents will not differ materially from such drafts. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company may employ other independent counsel and, to our knowledge, handles certain legal matters and issues without the assistance of independent counsel. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the Plans will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the Plans and the agreements, forms of instrument, awards and grants duly adopted thereunder.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the Plans and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Brocade Communications Systems, Inc.

June 3, 2016

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Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the issuance and delivery of the Shares as described in the Registration Statement and in accordance with the terms of the Plans and the applicable award agreement or form of instrument evidencing purchase rights thereunder. This opinion letter is rendered as of the date hereof, and we assume no obligation to supplement or revise this opinion letter or to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Brocade Communications Systems, Inc.:

We consent to the use of our reports dated December 22, 2015, with respect to the consolidated balance sheets of Brocade Communications Systems, Inc. as of October 31, 2015 and November 1, 2014, and the related consolidated statements of income, comprehensive income, cash flows, and stockholders' equity for each of the years in the three-year period ended October 31, 2015, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of October 31, 2015, incorporated herein by reference.

/s/ KPMG LLP  
Santa Clara, California  
June 3, 2016