

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

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Avid Technology, Inc.

(Exact Name of Registrant as Specified in Its Charter)

<p>Delaware (State or Other Jurisdiction of Incorporation or Organization)</p> <p>Avid Technology Park, One Park West Tewksbury, Massachusetts (Address of Principal Executive Offices)</p>	<p>04-2977748 (I.R.S. Employer Identification No.)</p> <p>01876 (Zip Code)</p>
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Second Amended and Restated 1996 Employee Stock Purchase Plan
Amended and Restated 2005 Stock Incentive Plan
(Full Title of the Plan)

Gary G. Greenfield
Chairman of the Board and Chief Executive Officer
Avid Technology, Inc.
Avid Technology Park, One Park West
Tewksbury, Massachusetts 01876
(Name and Address of Agent for Service)
(978) 640-6789
(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 definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

<p>Large Accelerated Filer <input checked="" type="checkbox"/> X</p> <p>Non-accelerated Filer <input type="checkbox"/> O</p> <p>(Do not check if smaller reporting company)</p>	<p>Accelerated Filer <input type="checkbox"/> O</p> <p>Smaller Reporting Company <input type="checkbox"/> O</p>
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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	7,487,580 shares (2)	\$21.70(3)	\$162,480,486(3)	\$6,386

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
 - (2) Consists of (i) 800,000 shares issuable under the registrant’s Second Amended and Restated 1996 Employee Stock Purchase Plan and (ii) 6,687,580 shares issuable under the registrant’s Amended and Restated 2005 Stock Incentive Plan.
 - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the registrant’s common stock as reported on the NASDAQ Global Select Market on May 23, 2008.
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STATEMENT OF INCORPORATION BY REFERENCE

In accordance with General Instruction E of Form S-8, this registration statement is registering additional securities of the same class as registered under the registrant's effective registration statements on Form S-8 listed below (the "Earlier Registration Statements"). The contents of the Earlier Registration Statements are hereby incorporated by reference.

- (i) File Nos. 333-08823, 333-60191, 333-41750 and 333-102772 filed by the registrant on July 25, 1996, July 30, 1998, July 19, 2000 and January 28, 2003, respectively, relating to the registrant's Second Amended and Restated 1996 Employee Stock Purchase Plan; and
- (ii) File No. 333-128320 filed by the Registrant on September 14, 2005 relating to the registrant's Amended and Restated 2005 Stock Incentive Plan.

Item 5. Interests of Named Experts and Counsel.

Wilmer Cutler Pickering Hale and Dorr LLP has opined as to the legality of the securities being offered by this registration statement.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Tewksbury, Massachusetts, on this 27th day of May 2008.

AVID TECHNOLOGY, INC.
(Registrant)

By: /s/ Gary G. Greenfield
Gary G. Greenfield
Chairman and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Avid Technology, Inc., hereby severally constitute and appoint Gary G. Greenfield and Joel E. Legon, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Avid Technology, Inc. to comply with the provisions of the Securities Act, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gary G. Greenfield</u> Gary G. Greenfield	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 21, 2008
<u>/s/ Joel E. Legon</u> Joel E. Legon	Vice President and Chief Financial Officer (Principal Financial Officer)	May 27, 2008
<u>/s/ Nancy A. Grant</u> Nancy A. Grant	Vice President and Corporate Controller (Principal Accounting Officer)	May 27, 2008
<u>/s/ George H. Billings</u> George H. Billings	Director	May 21, 2008
<u>/s/ Elizabeth M. Daley</u> Elizabeth M. Daley	Director	May 21, 2008
<u>/s/ Nancy Hawthorne</u> Nancy Hawthorne	Director	May 21, 2008
<u>/s/ Louis Hernandez, Jr.</u> Louis Hernandez, Jr.	Director	May 21, 2008

/s/ Youngme E. Moon
Youngme E. Moon

Director

May 21, 2008

/s/ John H. Park
John H. Park

Director

May 21, 2008

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
5	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP
23.3	Consent of PricewaterhouseCoopers LLP
24	Power of attorney (included on the signature pages of this registration statement)

WILMERHALE

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May 27, 2008

Avid Technology, Inc.
Avid Technology Park
One Park West
Tewksbury, Massachusetts 01876

Re: Amended and Restated 2005 Stock Incentive Plan
Second Amended and Restated 1996 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 7,487,580 shares of common stock, \$0.01 par value per share (the "Shares"), of Avid Technology, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 2005 Stock Incentive Plan and Second Amended and Restated 1996 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels London Los Angeles New York Oxford Palo Alto Waltham Washington

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Mark G. Borden
Mark G. Borden, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Second Amended and Restated 1996 Employee Stock Purchase Plan and the Amended and Restated 2005 Stock Incentive Plan of Avid Technology, Inc. of our reports dated February 27, 2008, with respect to the consolidated financial statements and schedule of Avid Technology, Inc. and the effectiveness of internal control over financial reporting of Avid Technology, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2007, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
May 27, 2008

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 7, 2006 relating to the consolidated financial statements and financial statement schedule, which appears in Avid Technology, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

May 27, 2008