

As filed with the Securities and Exchange Commission on July 25, 1996

Registration No. 333-

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)

Delaware

04-2977748

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

Metropolitan Technology Park, One Park West, Tewksbury, MA 01876

(Address of Principal Executive Offices)

(Zip Code)

1994 STOCK OPTION PLAN, AS AMENDED

(Full Title of the Plan)

William J. Miller
Chief Executive Officer and Chairman of the Board
Avid Technology, Inc.
Metropolitan Technology Park
One Park West
Tewksbury, MA 01876

(Name and Address of Agent for Service)

(508) 640-6789

(Telephone number, including Area Code, of Agent For Service)

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 Regis- tration Fee (1)
---	-------------------------------	---	---	---

Common Stock, \$.01 par value	800,000 shares	\$16.6875	\$13,350,000	\$4,603.45
----------------------------------	----------------	-----------	--------------	------------

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) and based on the average of the high and low prices of the Registrant's Common Stock on the Nasdaq National Market Systems' quotation system on July 22, 1996.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. 33-82478 and 33-98692 relating to the Registrant's 1994 Stock Option Plan.

-2-

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 Tewksbury, Commonwealth of Massachusetts, on July 25, 1996.

AVID TECHNOLOGY, INC.

By: /s/ William J. Miller

 William J. Miller
 Chief Executive Officer and
 Chairman of the Board

-3-

POWER OF ATTORNEY

We, the undersigned officers and directors of Avid Technology, Inc., hereby severally constitute and appoint William J. Miller, C. Edward Hazen, Frederic G. Hammond and Mark G. Borden, and each of them singly, our true and lawful attorneys with full power to them, to sign for us and in our names, in the capacities indicated below, the registration statement filed herewith, and any and all amendments (including post-effective amendments) to said registration statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933) and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Avid Technology, Inc. to comply with the Securities Act of 1933, 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.

Witness our hands and common seal on the date set forth below.

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

Signature -----	Title -----	Date ----
/s/ William J. Miller	Chief Executive Officer	) July 25, 1996
-----	and Chairman of the Board)
William J. Miller	(Principal Executive Officer))
)
/s/ Jonathan H. Cook	Vice President, Finance,	) July 25, 1996
-----	Administration and)
Jonathan H. Cook	Chief Financial Officer)
	(Principal Financial Officer)
	and Principal Accounting)
	Officer))
)
/s/ Charles T. Brumback	Director	) July 22, 1996
-----)
Charles T. Brumback)

/s/ William E. Foster	Director)	
-----		)	July 25, 1996
William E. Foster)	
)	
/s/ Peter C. Gotcher	Director	)	July 22, 1996
-----)	
Peter C. Gotcher)	
)	
/s/ Robert M. Halperin	Director	)	July 25, 1996
-----)	
Robert M. Halperin)	
)	

/s/ William S. Kaiser	Director	)	July 25, 1996
-----)	
William S. Kaiser)	
)	
/s/ Paul A. Maeder	Director	)	July 25, 1996
-----)	
Paul A. Maeder)	
)	
/s/ Curt A. Rawley	Director	)	July 25, 1996
-----)	
Curt A. Rawley)	
)	
/s/ William J. Warner	Director	)	July 25, 1996
-----)	
William J. Warner)	

INDEX TO EXHIBITS

Exhibit Number	Exhibit	Page
-----	-----	----
4.1	Third Amended and Restated Certificate of Incorporation of the Registrant, as amended	*
4.2	By-Laws, as amended, of the Registrant	**
4.3	Certificate of Designation establishing Series A Junior Participating Preferred Stock and Certificate of Correction	***
4.4	Specimen Certificate representing the Registrant's Common Stock	**

- 4.5 Rights Agreement, dated as of February 29, 1996, between the Registrant and The First National Bank of Boston, as Rights Agent ****
- 5.1 Opinion of Hale and Dorr
- 23.1 Consent of Hale and Dorr (included in Exhibit 5.1)
- 23.2 Consent of Coopers & Lybrand L.L.P.
- 23.3 Consent of Ernst & Young LLP
- 24.1 Power of Attorney (included on the signature page of this registration statement)

* Incorporated by reference from Exhibits 3.1 and 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1995 (as filed with the Commission on May 15, 1995).

** Incorporated by reference from Registrant's Registration Statement on Form S-1 (File No. 33-57796) as declared effective by the Commission on March 11, 1993.

*** Incorporated by reference from Exhibits 3.4 and 3.5 to the Registrant's Annual Report on Form 10-K (File No. 0-21174) for the year ended December 31, 1995, as filed with the Commission on April 1, 1996.

**** Incorporated by reference from the Registrant's Current Report on Form 8-K (File No. 0-21174), as filed with the Commission on March 8, 1996.

July 25, 1996

Avid Technology, Inc.
Metropolitan Technology Park
One Park West
Tewksbury, MA 01876

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, relating to 800,000 shares of common stock, \$.01 par value per share (the "Shares") of Avid Technology, Inc. (the "Company"), issuable under the Company's 1994 Stock Option Plan, as amended (the "Plan").

We have examined the Third Amended and Restated Certificate of Incorporation and the By-Laws of the Company and all amendments thereto, the Registration Statement and originals, or copies certified to our satisfaction, of such records of meetings, written actions in lieu of meetings, or resolutions adopted at meetings, of the directors of the Company, documents and such other documents and instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below .

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

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly and validly authorized for issuance under the Plan and the Shares, when issued against payment therefor in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

/s/ HALE AND DORR

HALE AND DORR

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statement of Avid Technology, Inc. on Form S-8 of our report dated February 12, 1996, on our audits of the consolidated financial statements and financial statement schedules of Avid Technology, Inc., as of December 31, 1995 and 1994, and for each of the three years in the period ended December 31, 1995, which report is included in the Company's Annual Report in Form 10-K for the year ended December 31, 1995.

/s/ COOPERS & LYBRAND L.L.P.

COOPERS & LYBRAND L.L.P.

Boston, Massachusetts

July 25, 1996

CONSENT OF ERNST & YOUNG LLP INDEPENDENT AUDITORS

We consent to the incorporation by reference in the registration statement of Avid Technology, Inc. on Form S-8 to register 800,000 shares of Common Stock to be issued by Avid Technology, Inc. of our report dated April 21, 1994, with respect to the consolidated financial statements and schedules of Digidesign, Inc. referred to in both of the Avid Technology, Inc.'s Current Reports on Form 8-K dated January 6, 1995 and June 13, 1995, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

ERNST & YOUNG LLP

San Jose, California
July 25, 1996