

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 issuer as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

04-2977748
(I.R.S. Employer
Identification Number)

METROPOLITAN TECHNOLOGY PARK, ONE PARK WEST, TEWKSBURY, MA
(Address of Principal Executive Offices)

01876
(Zip Code)

1997 STOCK INCENTIVE PLAN
(Full title of the Plan)

WILLIAM J. MILLER
CHIEF EXECUTIVE OFFICER
AVID TECHNOLOGY, INC.
METROPOLITAN TECHNOLOGY PARK, ONE PARK WEST
TEWKSBURY, MA 01876
(Name and address of agent for service)

(978) 640-6789
(Telephone number, including area code, of agent for service)

Title of securities to be registered	Amount to be Registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock \$.01 par value	500,000 shares	\$33.8125(1)	\$16,906,250(1)	\$4,987.35

- (1) Estimated solely for the purpose of calculating the registration fee, and based upon the average of the high and low prices of the Common Stock on the Nasdaq National Market on July 27, 1998 in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933, as amended.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 033-30367) filed by the Registrant on June 30, 1997, relating to the Registrant's 1997 Stock Incentive Plan.

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 the City of Tewksbury, Commonwealth of Massachusetts, on the 23rd day of July, 1998.

AVID TECHNOLOGY, INC.

By: /s/ William J. Miller

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

POWER OF ATTORNEY

We, the undersigned officers and directors of Avid Technology, Inc., hereby severally constitute William J. Miller, William L. Flaherty and Frederic G. Hammond, 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 behalf in our capacities as officers and directors to enable Avid Technology, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by 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 below by the following persons in the capacities and on the dates indicated.

Signature - - - - -	Title - - - - -	Date - - - -
/s/ William J. Miller - - - - - William J. Miller	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 23, 1998
/s/ William L. Flaherty - - - - - William L. Flaherty	Senior Vice President of Finance and Chief Financial Officer (Principal Financial Officer)	July 24, 1998
/s/ Charles T. Brumback - - - - - Charles T. Brumback	Director	July 23, 1998
- - - - - William E. Foster	Director	____ __, 1998
/s/ Peter C. Gotcher - - - - - Peter C. Gotcher	Director	July 24, 1998
/s/ Robert M. Halperin - - - - - Robert M. Halperin	Director	July 24, 1998
- - - - - Nancy Hawthorne	Director	____ __, 1998
/s/ Roger J. Heinen - - - - - Roger J. Heinen, Jr.	Director	July 23, 1998
/s/ Lucille S. Salhany - - - - - Lucille S. Salhany	Director	July 24, 1998
- - - - - William J. Warner	Director	____ __, 1998

Exhibit Index

Exhibit Number	Description

4.1 (1)	Third Amended and Restated Certificate of Incorporation of the Registrant.
4.2 (2)	Amended and Restated By-Laws of the Registrant.
4.3 (3)	Certificate of Designation establishing Series A Junior Participating Preferred Stock and Certificate of Correction.
4.4 (4)	Rights Agreement, dated as of February 29, 1996 between the Registrant and BankBoston, as Rights Agent.
5	Opinion of Hale and Dorr LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Hale and Dorr LLP (included in Exhibit 5).
24	Power of Attorney (included on the signature page of this Registration Statement).

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- (1) Incorporated herein by reference from Exhibits 3.1 and 3.2 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 1995.
 - (2) Incorporated herein by reference from the Registrant's Registration Statement on Form S-1 (File No. 33-57796) as declared effective by the Commission on March 11, 1993.
 - (3) Incorporated herein by reference from Exhibits 3.4 and 3.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1995 as filed with the Commission on April 1, 1996.
 - (4) Incorporated herein by reference from the Registrant's Current Report on Form 8-K, as filed with the Commission on March 8, 1996

Hale and Dorr LLP
Counsellors at Law
60 State Street, Boston, Massachusetts 02109
617-526-6000 * FAX 617-526-5000

July 30, 1998

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 500,000 shares of Common Stock, \$.01 par value per share (the "Shares"), of Avid Technology, Inc., a Delaware corporation (the "Company"), issuable under the Company's 1997 Stock Incentive Plan (the "Plan").

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 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 copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

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 Delaware General Corporation Law statute and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and the Shares, when issued and paid for in

accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

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.

We hereby consent to the filing of this opinion with the Commission as an exhibit to 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,

/s/ Hale and Dorr LLP

HALE AND DORR LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of Avid Technology, Inc. (the "Company") on Form S-8 of our report dated February 4, 1998, on our audits of the consolidated financial statements and financial statement schedule of the Company as of December 31, 1997 and 1996, and for each of the three years in the period ended December 31, 1997, which report is included in the Company's Annual Report on Form 10-K for the year ended December 31, 1997.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
July 29, 1998