

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 4, 1998  
REGISTRATION NO. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----  
AMKOR TECHNOLOGY, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)  
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DELAWARE  
(STATE OF INCORPORATION)

1345 ENTERPRISE DRIVE  
WEST CHESTER, PA 19380  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

23-1722724  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

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1998 STOCK PLAN  
1998 DIRECTOR OPTION PLAN  
1998 EMPLOYEE STOCK PURCHASE PLAN  
1998 STOCK OPTION PLAN FOR FRENCH EMPLOYEES  
(THE "FRENCH EMPLOYEE PLAN")  
(FULL TITLE OF THE PLANS)  
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FRANK J. MARCUCCI, CHIEF FINANCIAL OFFICER  
AMKOR TECHNOLOGY, INC.  
1345 ENTERPRISE DRIVE  
WEST CHESTER, PA 19380  
(610) 431-9600  
(NAME, ADDRESS, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)  
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COPY TO:  
LARRY W. SONSINI, ESQ.  
BRUCE M. MCNAMARA, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
650 PAGE MILL ROAD, PALO ALTO, CA 94304  
(650) 493-9300

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CALCULATION OF REGISTRATION FEE  
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TITLE OF SECURITIES TO BE REGISTERED	MAXIMUM AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$0.001 issuable pursuant to options:				
To be issued under the 1998 Stock Plan.....	1,906,400 shares	\$ 3.56 (1)	\$ 6,786,784	\$ 2,057
Issued under the 1998 Stock Plan.....	3,093,600 shares	\$10.98 (2)	\$33,967,728	\$10,293
To be issued under the French Employee Plan...	181,400 shares	\$ 3.56 (1)	\$ 645,784	\$ 196
Issued under the French Employee Plan.....	68,600 shares	\$10.99 (3)	\$ 753,914	\$ 228
To be issued under the 1998 Director Option Plan.....	240,000 shares	\$ 3.56 (1)	\$ 854,400	\$ 259
Issued under the 1998 Director Option Plan....	60,000 shares	\$ 9.74 (4)	\$ 584,400	\$ 177
Common Stock to be issued under the 1998 Employee Stock Purchase Plan.....	1,000,000 shares	\$ 3.03 (5)	\$ 3,030,000	\$ 918
TOTAL	6,550,000 shares		\$46,623,010	\$14,128

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- (1) Computed in accordance with Rule 457(c) under the Securities Act of 1933. Such computation is based on \$3.56 per share, the average of the high and low prices of the Company's Common Stock as reported by the Nasdaq National Market for September 3, 1998 (the "Market Price").
  - (2) Computed in accordance with Rule 457(h) and Rule 457(c) under the Securities Act of 1933. Such computation is based on the weighted average exercise price of \$10.98 per share covering outstanding options under the 1998 Stock Plan.
  - (3) Computed in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933. Such computation is based on the weighted average exercise price of \$10.99 per share covering outstanding options under the French Employees Plan.
  - (4) Computed in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933. Such computation is based on the weighted average exercise price of \$9.74 per share covering outstanding options under the 1998 Director Option Plan.
  - (5) Computed in accordance with Rule 457(c) under the Securities Act of 1933. Such computation is based on \$3.03 per share (85% of the Market Price).

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AMKOR TECHNOLOGY, INC.

REGISTRATION STATEMENT ON FORM S-8

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

There are hereby incorporated by reference in this Prospectus the following documents and information previously filed by Amkor Technology Inc. (the "Company" or the "Registrant") with the Securities and Exchange Commission:

(1) The Prospectus filed as part of a Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-49645) filed with the Commission on August 26, 1998.

(2) The Company's Quarterly Reports on Form 10-Q for the periods ended March 31, 1998 and June 30, 1998.

(3) The description of the Registrant's Common Stock as set forth in the Registration Statement filed by the Registrant on Form 8-A on April 29, 1998 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and any amendments or reports thereto filed with the Securities and Exchange Commission for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Prospectus and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Prospectus and to be part hereof from the date of filing such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

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

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law. The Company's Amended and Restated Certificate of Incorporation provides for the indemnification of directors to the fullest extent

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permissible under Delaware law. The Company's Bylaws provide for the indemnification of officers, directors and third parties acting on behalf of the Company if such person acted in good faith and in a manner reasonably believed to be in and not opposed to the best interest of the Company, and with respect to any criminal action or proceeding, the indemnified party had no reason to believe his conduct was unlawful. The Company has entered into indemnification agreements with its directors and executive officers, in addition to indemnification provided for in the Company's Bylaws, and intends to enter into indemnification agreements with any new directors and executive officers in the future.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number	Description
3.1*	Certificate of Incorporation.
3.2**	Certificate of Correction to Certificate of Incorporation
3.3**	Restated Bylaws.
4.1*	1998 Stock Plan.
4.2*	1998 Director Option Plan.
4.3*	1998 Employee Stock Purchase Plan.
4.4*	1998 French Employee Option Plan.
5.1	Opinion of counsel as to legality of securities being registered.
23.1	Consent of Arthur Andersen LLP, Independent Accountants.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (contained in Exhibit 5.1).
23.3	Consent of Samil Accounting Corporation.
23.4	Consent of Chong Un & Company.
23.5	Consent of SyCip Gorres Velayo & Co.
23.6	Consent of Sciana Carr & O'Connor, LLP.
24.1	Power of Attorney (see page II-1).

\* Incorporated by reference to the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-37235).

\*\* Incorporated by reference to the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-49645).

ITEM 9. UNDERTAKINGS.

a. The 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 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.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each post-effective amendment shall be deemed to be a new registration statement relating to the

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

c. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to law, the Registrant's Certificate of Incorporation, Bylaws or indemnification agreements, 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 Securities 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 a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, 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 of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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#### 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 West Chester, Commonwealth of Pennsylvania, on this 31st day of August, 1998.

AMKOR TECHNOLOGY, INC.

/s/ James J. Kim

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James J. Kim  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James J. Kim and Frank J. Marcucci, and each of them, as his attorney-in-fact, with full power of substitution in each, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

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.

Signature	Title	Date
/s/ James J. Kim ----- James J. Kim	Chief Executive Officer and Chairman (Principal Executive Officer)	August 31, 1998
/s/ Frank J. Marcucci ----- Frank J. Marcucci	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	August 31, 1998
/s/ John N. Boruch ----- John N. Boruch	President and Director	August 31, 1998
----- Thomas D. George	Director	
/s/ Gregory K. Hinckley ----- Gregory K. Hinckley	Director	August 31, 1998
/s/ Winston J. Churchill ----- Winston J. Churchill	Director	August 31, 1998
/s/ Robert E. Denham ----- Robert E. Denham	Director	August 31, 1998

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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EXHIBITS  
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AMKOR TECHNOLOGY, INC.

September 4, 1998

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INDEX TO EXHIBITS

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September 4, 1998

Amkor Technology, Inc.  
1345 Enterprise Drive  
West Chester, PA 19380

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about September 4, 1998 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 6,550,000 shares of Common Stock, par value \$0.001 (the "Shares"), reserved for issuance pursuant to the Company's 1998 Stock Plan, the 1998 Director Option Plan, 1998 Stock Option Plan for French Employees and the 1998 Employee Stock Purchase Plan (together, the "Plans"). As your legal counsel, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares under the Plans.

It is our opinion that the Shares will be, when issued and sold in the manner referred to in the Plans, legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any subsequent amendment thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 3, 1998 (except with respect to the sale of the investment in Anam Semiconductor, Inc. common stock discussed in Note 6, as to which the date is February 16, 1998, the Reorganization discussed in Note 1, as to which the date is April 29, 1998, and the Initial Public Offering discussed in Note 2, as to which the date is May 8 1998) included in Amkor Technology, Inc.'s Post-Effective Amendment No. 2 to the Registration Statement (no. 333-49645) on Form S-1 and to all references to our Firm included in or made a part of this Registration Statement.

/s/ ARTHUR ANDERSEN LLP

Philadelphia, Pa.  
September 2, 1998



[COOPERS & LYBRAND LETTERHEAD]

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the inclusion in the Registration Statement on Form S-8 of Amkor Technology, Inc. relating to the 1998 Stock Plan, 1998 Employee Stock Purchase Plan, 1998 Director Option Plan and the 1998 Stock Option Plan for French Employees, of our report dated March 20, 1998 on our audits of the financial statements of Anam Semiconductor, Inc. (formerly Anam Industrial Co., Ltd.) and its subsidiaries. We also consent to the references to our firm under the caption "Experts".

/s/ SAMIL ACCOUNTING CORPORATION

Seoul, Korea  
August 7, 1998

[CHONG UN & COMPANY LETTERHEAD]

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report and to all references to our Firm included in or made a part of the Amkor Technology, Inc. Registration Statement on Form S-8 relating to the 1998 Stock Plan, 1998 Employee Stock Purchase Plan, 1998 Director Option Plan and the 1998 Stock Option Plan for French Employees.

/s/ CHONG UN & COMPANY

Seoul, Korea  
August 7, 1998

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated January 30, 1998 (except with respect to the Initial Public Offering discussed in Note 1 which is dated May 8, 1998) included in Amkor Technology, Inc.'s Post-Effective Amendment No. 2 to the Registration Statement (no. 333-49645) on Form S-1 and to all references to our Firm included in or made a part of this Registration Statement.

/s/ SyCip Gorres Velayo & Co.

Makati City, Philippines  
August 7, 1998

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report and to all references to our Firm included in or made a part of the Amkor Technology, Inc. Registration Statement on Form S-8 relating to the 1998 Stock Plan, 1998 Employee Stock Purchase Plan, 1998 Director Option Plan and the 1998 Stock Option Plan for French Employees.

/s/ SIANA CARR & O'CONNOR, LLP

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SIANA CARR & O'CONNOR, LLP

Paoli, Pennsylvania  
August 26, 1998