

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SILICON LABORATORIES INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

74-2793174
(IRS Employer Identification No.)

4635 BOSTON LANE
AUSTIN, TEXAS 78735
(Address of principal executive offices) (Zip Code)

SILICON LABORATORIES INC.
2000 STOCK INCENTIVE PLAN
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan(s))

NAVDEEP S. SOOCH
CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE BOARD
SILICON LABORATORIES INC.
4635 BOSTON LANE
AUSTIN, TEXAS 78735
(Name and address of agent for service)
(512) 416-8500
(Telephone Number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Proposed Maximum Amount to be Offered	Proposed Maximum Amount of Title of Securities to be Registered	Registered(1) Share(2) Aggregate Offering Price(2)	Registration Fee
2000 STOCK INCENTIVE PLAN	Common Stock, \$0.0001 par value	2,432,003 shares \$26.52	\$64,484,559.55
EMPLOYEE STOCK PURCHASE PLAN	Common Stock, \$0.0001 par value	243,200 shares \$26.52	\$6,448,448.00
			\$593.26
			\$6,525.84
		2,675,203 shares Aggregate	

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Registrant's 2000 Stock Incentive Plan and Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's Common Stock.
- (2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling price per share of the Registrant's Common Stock on February 28, 2002, as reported by the Nasdaq National Market.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 registers the offer and sale of an additional 2,675,203 shares of Common Stock of the Registrant for issuance under the Registrant's 2000 Stock Incentive Plan and Employee Stock Purchase Plan. The contents of the prior Registration Statement relating to the Plans, Filing No. 333-60794 and 333-39528, respectively, are incorporated herein by reference.

PART II

Information Required in the Registration Statement

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

Silicon Laboratories Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 29, 2001 filed with the Commission on January 22, 2002;
- (b) The Registrant's Registration Statement No. 000-29823 on Form

8-A12G filed with the Commission on March 7, 2000, in which there is described the terms, rights and provisions applicable to the Registrant's outstanding Common Stock.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act") after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also 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.

Item 8. EXHIBITS

Exhibit
Number
Exhibit ---

----- 5
Opinion and
consent of
Brobeck,
Phleger &
Harrison
LLP. 23.1
Consent of
Ernst &
Young LLP,
Independent
Auditors.
23.2
Consent of
Brobeck,
Phleger &
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LLP is
contained
in Exhibit
5. 24 Power
of
Attorney.
Reference
is made to
pages II-2
and II-3 of
this
Registration
Statement.
99.1*
Silicon
Laboratories
Inc. 2000
Stock
Incentive
Plan.
99.2**
Silicon
Laboratories
Inc.
Employee
Stock
Purchase
Plan.

* Exhibit 99.1 is incorporated herein by reference to Exhibits 99.1 to Registrant's Registration Statement No. 333-60794 on Form S-8 filed with the SEC on May 11, 2001.

** Exhibit 99.2 is incorporated herein by reference to Exhibits 99.2 to Registrant's Registration Statement No. 333-39528 on Form S-8 filed with the SEC on June 16, 2000.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Austin, State of Texas on this 6th day of March, 2002.

SILICON LABORATORIES INC.

By: /s/ Navdeep S. Sooch

Navdeep S. Sooch
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Silicon Laboratories Inc., a Delaware corporation, do hereby constitute and appoint Navdeep S. Sooch and John W. McGovern and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

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

Signature
Title Date

-- Chief
Executive
Officer
and
Chairman
/s/
Navdeep S.
Sooch of
the Board
of
Directors
(principal
March 6,
2002 - ---

executive
officer)
Navdeep S.
Sooch Vice
President
and Chief
Financial
/s/ John
W.
McGovern
Officer
(principal
financial
and March
6, 2002 -

accounting
officer)
John W.
McGovern
II-2 /s/
Jeffrey W.
Scott Vice
President
of
Engineering
and March
6, 2002 -

Director
Jeffrey W.
Scott /s/
David R.

Welland
Vice
President
of
Technology
and March
6, 2002 -

Director
David R.
Welland
/s/
William P.
Wood
Director
March 6,
2002 - ---

William P.
Wood /s/
H. Berry
Cash
Director
March 6,
2002 - ---

----- H.
Berry Cash
/s/
William G.
Bock
Director
March 6,
2002 - ---

William G.
Bock

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EXHIBIT INDEX

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EXHIBIT 5

OPINION AND CONSENT OF BROBECK, PHLEGER & HARRISON LLP

March 6, 2002

Silicon Laboratories Inc.
4635 Boston Lane
Austin, Texas 78735

Re: SILICON LABORATORIES INC. - REGISTRATION STATEMENT FOR OFFERING OF AN
AGGREGATE OF 2,675,203 SHARES OF COMMON STOCK

Ladies and Gentlemen:

We have acted as counsel to Silicon Laboratories Inc., a Delaware corporation (the "Company"), in connection with the registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, of 2,675,203 additional shares of the Company's common stock (the "Shares") for issuance under the Company's 2000 Stock Incentive Plan and the Employee Stock Purchase Plan (the "Plans").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company's charter documents and the corporate proceedings taken by the Company in connection with the establishment and implementation of the Plans. Based on such review, we are of the opinion that, if, as and when the Shares have been issued and sold (and the consideration therefor received) pursuant to the (a) provisions of stock option agreements duly authorized under the 2000 Stock Incentive Plan and in accordance with the Registration Statement, (b) duly authorized direct stock issuances under the 2000 Stock Incentive Plan and in accordance with the Registration Statement or (c) duly authorized stock purchase rights issued under the Employee Stock Purchase Plan effected in accordance with the Registration Statement, such Shares will be duly authorized, legally issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5 to the Registration Statement.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Plans or the Shares.

Very truly yours,

/S/ BROBECK, PHLEGER & HARRISON LLP

BROBECK, PHLEGER & HARRISON LLP

EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Stock Incentive Plan and the Employee Stock Purchase Plan of Silicon Laboratories Inc. of our report dated January 16, 2002, with respect to the consolidated financial statements of Silicon Laboratories Inc. included in its Annual Report (Form 10-K) for the year ended December 29, 2001, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Austin, Texas
March 4, 2002