

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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

Silicon Motion Technology Corporation

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**8F-1, No. 36, Taiyuan St.
Jhubei City, Hsinchu County 302
Taiwan**
(Address of principal executive offices)

**Silicon Motion Technology Corporation
Amended and Restated
2005 Equity Incentive Plan**
(Full title of the plan)

PTSGE Corp.
925 Fourth Avenue, Suite 2900
Seattle, WA 98104
(206) 623-7580
(Name, address and telephone number of agent for service)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered ⁽²⁾	Proposed Maximum Offering Price per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value US\$0.01 per share	15,000,000 shares	\$3.28	\$49,200,000	\$2,745.36

- (1) American Depositary Shares issuable upon deposit of the ordinary shares registered hereby have been registered pursuant to a separate registration statement on Form F-6 (File No. 333-125801) filed with the Commission. Each American Depositary Share represents four ordinary shares.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, (the "Securities Act"), this Registration Statement includes an indeterminate number of additional shares which may be offered and sold as a result of anti-dilution provisions described in the above-referenced plan.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee and calculated pursuant to Rule 457(h) under the Securities Act based on the average of the high and low reported sales prices of the Registrant's American Depositary Shares as reported on the NASDAQ Global Select Market on August 25, 2009.

EXPLANATORY NOTE

This Form S-8 is being filed for the purpose of registering an additional 15,000,000 ordinary shares, par value, US \$0.01 per share, of Silicon Motion Technology Corporation (the "Registrant") for issuance under the Registrant's Amended and Restated 2005 Equity Incentive Plan (the "Plan"). On June 29, 2009, the board of directors of the Registrant approved an increase in the number of ordinary shares available for issuance under the Plan from 25,000,000 to 40,000,000 ordinary shares. Such ordinary shares are additional securities of the same class as other securities for which a previous registration statement on Form S-8 was filed with the Securities and Exchange Commission (the "Commission") on January 23, 2006 (File No. 333-131219). Pursuant to General Instruction E of Form S-8, the contents of the above listed registration statement are incorporated by reference herein, except for Items 3 and 8 of such previously filed registration statement, which are replaced and superseded with the Items 3 and 8 set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

1. The Registrant's Annual Report on Form 20-F (File No. 000-51380) for the fiscal year ended December 31, 2008;
2. Reports of Foreign Private Issuer on Form 6-K filed on February 6, 2009; April 9, 2009; April 14, 2009; April 30, 2009; May 14, 2009; June 30, 2009; July 9, 2009; and August 3, 2009; and
3. The description of the Registrant's ordinary shares contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on June 23, 2005.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement have been sold or that de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any 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.

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
5.1	Opinion of Conyers Dill & Pearman
23.1	Consent of Deloitte & Touche
23.2	Consent of Conyers Dill & Pearman
24.1	Power of Attorney

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 Taipei, Taiwan on August 28, 2009.

SILICON MOTION TECHNOLOGY CORPORATION

By: /s/ Wallace C. Kou
Wallace C. Kou,
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James Chow and Wallace C. Kou, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on August 28, 2009, in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Wallace C. Kou</u> Wallace C. Kou	President and Chief Executive Officer and Director (principal executive officer)
<u>/s/ Riyadh Lai</u> Riyadh Lai	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ James Chow</u> James Chow	Chairman of the Board of Directors
<u>Henry Chen</u>	Director
<u>/s/ Tsung-Ming Chung</u> Tsung-Ming Chung	Director
<u>/s/ C.S. Ho</u> C.S. Ho	Director
<u>/s/ Lien-Chun Liu</u> Lien-Chun Liu	Director
<u>Yung-Chien Wang</u>	Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Silicon Motion Technology Corporation has signed this Registration Statement or amendment thereto in Taipei, Taiwan, on August 28, 2009.

By: /s/ Wallace C. Kou
Wallace C. Kou,
President and Chief Executive Officer

INDEX TO EXHIBITS

<u>No.</u>	<u>Description</u>	<u>Method of Filing</u>
5.1	Opinion of Conyers Dill & Pearman	Filed herewith electronically
23.1	Consent of Deloitte & Touche	Filed herewith electronically
23.2	Consent of Conyers Dill & Pearman	Included in opinion filed as Exhibit 5.1
24.1	Power of Attorney	Included on signature page of Registration Statement

[Letterhead of Conyers Dill & Pearman]

28 August 2009

Silicon Motion Technology Corporation
8F-1, No. 36, Taiyuan St., Jhubei City
Hsinchu County 302
Taiwan

DIRECT LINE: 2842 9530
E-MAIL: Richard.Hall@conyersdillandpearman.com
OUR REF: RH/M#873722(D#301887)
YOUR REF:

Dear Sirs,

Silicon Motion Technology Corporation (the "Company")

We have acted as special legal counsel in the Cayman Islands to the Company in connection with the Company's registration statement on form S-8 filed with the Securities and Exchange Commission (the "**Commission**") on 28 August 2009 (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 15,000,000 additional shares, par value US\$0.01 per share (the "**Shares**"), issuable pursuant to a 2005 equity incentive plan adopted by the Company on 22 April 2005 (the "**Plan**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the memorandum and articles of association of the Company, copies of the written resolutions of the members of the Company dated 22 April 2005 and minutes of the annual general meeting of the members of the Company dated 23 August 2006, and written resolutions of the directors of the Company dated 22 April 2005 and 29 June 2009 (together, the "**Resolutions**"), a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 26 August 2009 (the "**Certificate Date**") and such other documents and made such enquires as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us, (d) that the Resolutions remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, (f) that, upon the issue of any Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (g) that on the date of issuance of any of the Shares the Company will have sufficient authorised but unissued shares, and (h) that on the date of issuance of any award under the Plan, the Company will be able to pay its liabilities as they become due.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. As at the Certificate Date, the Company is duly incorporated and existing under the laws of the Cayman Islands in good standing (meaning solely that it has not failed to make any filing with any Cayman Islands government authority or to pay any Cayman Islands government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of the Cayman Islands).
2. When issued and paid for in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or 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 promulgated thereunder.

Yours faithfully,

/s/ CONYERS DILL & PEARMAN

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of Silicon Motion Technology Corporation and subsidiaries (the "Company") (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the translation of New Taiwan dollar amounts into U.S. dollar amounts for the convenience of the readers) and the effectiveness of the Company's internal control over financial reporting dated May 8, 2009, appearing in the Annual Report on Form 20-F of the Company for the year ended December 31, 2008.

/s/ Deloitte & Touche

Taipei, Taiwan
Republic of China

August 27, 2009