

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

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 FORM S-8  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933  
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INTEGRATED DEVICE TECHNOLOGY, INC.  
 (Exact Name of Registrant as Specified in Its Charter)

Delaware	94-2669985
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification Number)

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 2975 Stender Way  
 Santa Clara, California 95054  
 (Address of Principal Executive Offices including Zip Code)  
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INTEGRATED DEVICE TECHNOLOGY, INC.  
 1997 STOCK OPTION PLAN  
 (Full Title of the Plan)  
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James Laufman, Esq. General Counsel INTEGRATED DEVICE TECHNOLOGY, INC. 2975 Stender Way Santa Clara, California 95054 (408) 727-6116	Copy to: Christopher Kaufman, Esq. Latham & Watkins 135 Commonwealth Drive Menlo Park, California 94025 (650) 328-4600
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 (Name and Address, Including Zip Code, and Telephone Number,  
 Including Area Code, of Agent for Service)  
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 CALCULATION OF REGISTRATION FEE  
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Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.001 per share	8,000,000	\$55.25	\$442,000,000	\$116,688

(1) This registration statement shall also cover any additional shares of common stock which become issuable under the Integrated Device Technology, Inc. 1997 Stock Option Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock of Integrated Device Technology, Inc. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan

described herein.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) registered hereunder based on the average the high (\$60.875) and the low (\$49.625) prices for the Company's Common Stock as reported on the Nasdaq National Market System on July 27, 2000.

Proposed sale to take place as soon after the effective date of the Registration Statement as options granted under the Plan are exercised.

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Total Pages 3  
Exhibit Index Appears on Page 2

Integrated Device Technology, Inc. (the "Company") filed with the Securities and Exchange Commission the following Registration Statements on Form S-8 relating to shares of the Company's common stock, par value \$.001 per share (the "Common Stock") to be offered and sold under the plan set forth on the cover page of this Registration Statement, and the contents of such prior Registration Statements are incorporated in this Registration Statement by reference: (1) Registration Statement on Form S-8, filed January 29, 1998 (File No. 333-45245), and (2) Registration Statement on Form S-8, filed September 25, 1998 (File No. 333-64279).

Item 8. Exhibits

- 5.1. Opinion of Latham & Watkins.
- 23.1. Consent of PricewaterhouseCoopers LLP.
- 23.2. Consent of Latham & Watkins (included in Exhibit 5.1).
- 24. Power of Attorney (included in the signature page to the Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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 Santa Clara, State of California, on July 28, 2000.

INTEGRATED DEVICE TECHNOLOGY, INC.

By: /s/ Alan F. Krock  
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Alan F. Krock, Vice President,  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Alan Krock and James Laufman, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and 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, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, may lawfully 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 indicated on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Jerry G. Taylor ----- Jerry G. Taylor	President, Chief Executive Officer and Director (Principal Executive Officer)	July 28, 2000
/s/ Carl E. Berg ----- Carl E. Berg	Director	July 28, 2000
/s/ John C. Bolger ----- John C. Bolger	Director	July 28, 2000
/s/ Federico Faggin ----- Federico Faggin	Director	July 28, 2000

[LATHAM & WATKINS LETTERHEAD]

July 28, 2000

Integrated Device Technology, Inc.  
2975 Stender Way  
Santa Clara, California 95054

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is rendered in connection with the filing by Integrated Device Technology, Inc., a Delaware corporation (the "Company"), of a registration statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the offer and sale of up to 8,000,000 shares of the Company's Common Stock, par value \$.001 per share (the "Shares"), pursuant to the Integrated Device Technology, Inc. 1997 Stock Option Plan (the "Plan"). We acted as counsel to the Company in connection with the preparation of the Registration Statement.

We are familiar with the proceedings taken and to be taken in connection with the authorization, issuance and sale of the Shares. Additionally, we have examined such matters of fact and question of law as we have considered appropriate for purposes of rendering the opinion expressed below.

We are opining herein as to the effect on the subject transaction of only the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto or the effect thereon of any other laws or as to any matters of municipal law or any other local agencies within any state.

Subject to the foregoing and in reliance thereon, we are of the opinion that, upon the issuance and sale of the Shares in the manner contemplated by the Registration Statement and in accordance with the terms of the Plan, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares pursuant to the terms of the Plan and the Registration Statement, including, without limitation, collection of required payment for the Shares, the Shares will be legally and validly issued, fully paid and nonassessable securities of the Company.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Latham & Watkins

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 21, 2000, except for Note 15, which is as of May 15, 2000, relating to the consolidated financial statements of Integrated Device Technology, Inc. and our report dated April 21, 2000, except for Note 15, which is as of May 15, 2000 relating to the financial statement schedules of Integrated Device Technology, Inc., which appear in Integrated Device Technology, Inc.'s Annual Report on Form 10-K for the year ended April 2, 2000.

/s/ PricewaterhouseCoopers LLP  
San Jose, California  
July 28, 2000