

NOKIA CORP
Form S-8 POS
March 07, 2013

Registration No. 333-157795

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NOKIA CORPORATION

(Exact name of registrant as specified in its charter)

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Republic of Finland
(State or other jurisdiction of

Not Applicable
(I.R.S. Employer

incorporation or organization)

Keilalahdentie 4, P.O. Box 226

Identification Number)

FIN-00045 NOKIA GROUP

Espoo, Finland

(011) 358-9-18071

(Address of principal executive offices)

NOKIA PERFORMANCE SHARE PLAN 2009

NOKIA RESTRICTED SHARE PLAN 2009

(Full title of the plan)

Louise Pentland

Nokia Holding, Inc.

6021 Connection Drive

Irving, Texas 75039

+1 (972) 600-1289

(Name, address and telephone number of agent for service)

Copies to:

Doreen E. Lilienfeld, Esq.

Shearman & Sterling LLP

599 Lexington Avenue

New York, New York 10022

+1 (212) 848 7171

EXPLANATORY NOTE

Nokia Performance Share Plan 2009

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-157795 (the *2009 Registration Statement*), is being filed to deregister certain shares (the *Shares*) of Nokia Corporation (the *Company*) that were registered for issuance pursuant to the Nokia Performance Share Plan 2009 (the *2009 Performance Share Plan*). The 2009 Registration Statement registered 2,600,000 Shares issuable pursuant to the 2009 Performance Share Plan to employees of the Company. The 2009 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2009 Performance Share Plan.

Nokia Restricted Share Plan 2009

This Post-Effective Amendment No. 1 to the 2009 Registration Statement is being filed to deregister certain shares of the Company that were registered for issuance pursuant to the Nokia Restricted Share Plan 2009 (the *2009 Restricted Share Plan*). The 2009 Registration Statement registered 1,300,000 Shares issuable pursuant to the 2009 Restricted Share Plan to employees of the Company. The 2009 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2009 Restricted Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the 2009 Registration Statement, the Company is filing a Registration Statement on Form S-8 (the *New Registration Statement*) to register shares issuable under other of its employee benefit plans. In accordance with Rule 457(p) under the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the 2009 Registration Statement is also being filed to carry over to the New Registration Statement the \$1129.32 portion of the registration fee previously paid by the Company in connection with the 2009 Registration Statement to register 3,247,000 Shares.

SIGNATURES

The Registrant. Pursuant to the requirements of the U.S. 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on March 7, 2013.

NOKIA CORPORATION

By: /s/ Riikka Tieaho
Name: Riikka Tieaho
Title: Vice President, Corporate Legal

By: /s/ Jani Salovaara
Name: Jani Salovaara
Title: Senior Legal Counsel

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Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 has been signed below by the following persons in the indicated capacities on March 7, 2013.

Members of the Board of Directors:

| | |
|--|-------------------------|
| /s/ Bruce Brown Name: Bruce Brown | Director |
| /s/ Stephen Elop Name: Stephen Elop | Director |
| /s/ Henning Kagermann Name: Henning Kagermann | Director |
| /s/ Jouko Karvinen Name: Jouko Karvinen | Director |
| Name: Helge Lund | Director |
| /s/ Isabel Marey-Semper Name: Isabel Marey-Semper | Director |
| /s/ Mårten Mickos Name: Mårten Mickos | Director |
| /s/ Elizabeth Nelson Name: Elizabeth Nelson | Director |
| /s/ Dame Marjorie Scardino Name: Dame Marjorie Scardino | Vice Chairman, Director |

/s/ Risto Siilasmaa
Name: Risto Siilasmaa

Chairman of the Board of Directors

/s/ Kari Stadigh
Name: Kari Stadigh

Director

President and Chief Executive Officer:

/s/ Stephen Elop
Name: Stephen Elop

Chief Financial Officer (whose functions include those of Chief Accounting Officer):

/s/ Timo Ihamuotila
Name: Timo Ihamuotila

Authorized Representative in the United States:

/s/ Louise Pentland

Name: Louise Pentland