

NOKIA CORP

Form S-8 POS

May 25, 2016

As filed with the Securities and Exchange Commission on May 25, 2016

Registration No. 333-202866

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

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

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NOKIA CORPORATION  
(Exact name of registrant as specified in its charter)

Republic of Finland  
(State or other jurisdiction of  
incorporation or organization)

Not Applicable  
(I.R.S. Employer  
Identification Number)

Karaportti 3, P.O. Box 226  
FI-00045 NOKIA GROUP  
Espoo, Finland  
+358 10 4488000  
(Address of principal executive offices)

NOKIA PERFORMANCE SHARE PLAN 2015  
(Full title of the plan)

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Genevieve A. Silveroli  
Nokia USA Inc.  
6000 Connection Drive  
Irving, Texas 75039  
+1 (972) 374-3000

(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

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-202866 (the “2015 Registration Statement”) is being filed to provide the restated Terms and Conditions of the Nokia Performance Share Plan 2015 (the “Terms and Conditions”). The original version of the Terms and Conditions was filed as Exhibit 4.6 to the 2015 Registration Statement.

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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 May 25, 2016.

NOKIA CORPORATION

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

By: /s/ Saana Nurminen  
Name: Saana Nurminen  
Title: Director, Corporate and  
Equity Plans Legal

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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 May 25, 2016.

Members of the Board of Directors

\*  
Name: Vivek Badrinath Director

\*  
Name: Bruce Brown Director

Name: Louis R. Hughes Director

Name: Simon Jiang Director

\*  
Name: Jouko Karvinen Director

Name: Jean C. Monty Director

\*  
Name: Elizabeth Nelson Director

Name: Olivier Piou Vice Chairman, Director

\*  
Name: Risto Siilasmaa Chairman of the Board of Directors

\*

Director

Name:

Kari Stadigh

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President and Chief Executive Officer:

\*  
Name: Rajeev Suri

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

\*  
Name: Timo Ihamuotila

Authorized Representative in the United States:

Name: /s/ Genevieve A. Silveroli  
Genevieve A. Silveroli

\*By: /s/ Saana Nurminen  
Saana Nurminen  
Attorney-in-Fact

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EXHIBIT INDEX

Exhibit Description of Document  
No.

\*4.1 Restated Terms and Conditions of the Nokia Performance Share Plan 2015.

\*filed herewith