

Spansion Inc.
Form SC 13D/A
June 16, 2010

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Spansion, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

84649R200

(CUSIP Number)

Paul Mercadante

SLS Spansion Holdings, LLC

2775 Sand Hill Road, Suite 100

Menlo Park, CA 94025

(650) 233-8120

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 14, 2010

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 84649R200

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
SLS Spansion Holdings, LLC
EIN: 27-1668287
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
5,328,560
9. Sole Dispositive Power
0
10. Shared Dispositive Power
5,328,560
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,328,560
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
21.4%
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 84649R200

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Silver Lake Sumeru Fund, L.P.
EIN: 26-0272229
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
5,328,560
9. Sole Dispositive Power
0
10. Shared Dispositive Power
5,328,560
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,328,560
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
21.4%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 84649R200

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Silver Lake Technology Investors Sumeru, L.P.
EIN: 26-1505548
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
5,328,560
9. Sole Dispositive Power
0
10. Shared Dispositive Power
5,328,560
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,328,560
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
21.4%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
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Each
Reporting
Person With

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CUSIP No. 84649R200

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Silver Lake Technology Associates Sumeru, L.P.
EIN: 26-0271992
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
5,328,560
9. Sole Dispositive Power
0
10. Shared Dispositive Power
5,328,560
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,328,560
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
21.4%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 84649R200

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
SLTA Sumeru (GP), L.L.C.
EIN: 26-0271753
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
5,328,560
9. Sole Dispositive Power
0
10. Shared Dispositive Power
5,328,560
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,328,560
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
21.4%
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 84649R200

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Silver Lake Credit Fund, L.P.
EIN: 26-0895630
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware
7. Sole Voting Power
0
8. Shared Voting Power
986,187
9. Sole Dispositive Power
0
10. Shared Dispositive Power
986,187
11. Aggregate Amount Beneficially Owned by Each Reporting Person
986,187
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
3.95%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 84649R200

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Silver Lake Financial Associates, L.P.
EIN: 26-0895559
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b) Joint Filing
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
 7. Sole Voting Power
0
 8. Shared Voting Power
986,187
 9. Sole Dispositive Power
0
 10. Shared Dispositive Power
986,187
 11. Aggregate Amount Beneficially Owned by Each Reporting Person
986,187
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With