

SONY CORP  
Form S-8 POS  
May 20, 2013

As filed with the Securities and Exchange Commission on May 20, 2013

Registration No. 333 - 85348

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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

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Sony Kabushiki Kaisha

(Exact name of Registrant as specified in its charter)

Sony Corporation

(Translation of Registrant's name into English)

Japan

(State or other jurisdiction of  
incorporation or organization)

N/A

(I.R.S. Employer Identification No.)

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c/o 7-1, Konan 1-chome

Minato-ku

Tokyo 108-0075

Japan

(Address of principal executive offices)

The Sony Corporation of America Stock Incentive Plan  
(Full title of the plan)

Sony Corporation of America  
550 Madison Avenue, 33rd Floor  
New York, New York 10022-3211  
Attn.: Office of the General Counsel  
212-833-4625

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

Copy to:

Arthur H. Kohn, Esq.

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, New York 10006

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer” and “large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer    Accelerated filer    Non-accelerated filer    Smaller Reporting Company

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-85348) filed by Sony Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on April 1, 2002 (the "Registration Statement") to register 12,871 Convertible Bonds of the Registrant (the "Convertible Bonds") to be issued pursuant to the Sony Corporation of America Stock Incentive Plan (the "Plan") and 1,287,100 shares of Common Stock of the Registrant (the "Shares"), to be issued pursuant to the Plan upon conversion of the Convertible Bonds. As of the date hereof, none of the Convertible Bonds remain outstanding under the Plan, and no additional Shares will be issued pursuant to the Plan.

In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all of the Convertible Bonds and Shares that remain unsold or otherwise unissued, if any, and to terminate the effectiveness of the Registration Statement.

Sony Corp. Post-Effective  
Amendment  
No. 1 to the Registration Statement  
on  
Form S-8 (Registration No.  
333-85348).

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SIGNATURES

Pursuant to the requirements of the 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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Japan as of the 20th day of May, 2013.

SONY CORPORATION

By: /s/ Kunitaka Fujita  
Kunitaka Fujita  
Executive Vice President, Corporate  
Executive, Human Resources

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and as of the dates indicated:

Name	Title	Date
/s/ Kazuo Hirai Kazuo Hirai	President and Chief Executive Officer, Representative Corporate Executive Officer, Member of the Board	May 20, 2013
/s/ Masaru Kato Masaru Kato	Executive Vice President and Chief Financial Officer, Corporate Executive Officer, Member of the Board	May 20, 2013
/s/ Sir Howard Stringer Sir Howard Stringer	Chairman of the Board	May 20, 2013
/s/ Ryoji Chubachi Ryoji Chubachi	Member of the Board	May 20, 2013

Sony Corp. Post-Effective Amendment  
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/s/ Osamu Nagayama Osamu Nagayama	Vice Chairman of the Board	May 20, 2013
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/s/ Sir Peter Bonfield Sir Peter Bonfield	Member of the Board	May 20, 2013
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/s/ Ryuji Yasuda Ryuji Yasuda	Member of the Board	May 20, 2013
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/s/ Yukako Uchinaga Yukako Uchinaga	Member of the Board	May 20, 2013
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/s/ Mitsuaki Yahagi Mitsuaki Yahagi	Member of the Board	May 20, 2013
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/s/ Tsun-Yan Hsieh Tsun-Yan Hsieh	Member of the Board	May 20, 2013
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/s/ Roland A. Hernandez      Member of the Board      May 20, 2013  
Roland A. Hernandez

/s/ Kanemitsu Anraku      Member of the Board      May 20, 2013  
Kanemitsu Anraku

/s/ Yorihiro Kojima      Member of the Board      May 20, 2013  
Yorihiro Kojima

/s/ Takaaki Nimura      Member of the Board      May 20, 2013  
Takaaki Nimura

/s/ Mary Jo Green      Authorized U.S. Representative      May 20, 2013  
Mary Jo Green

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