

NOKIA CORP

Form S-8 POS

April 01, 2016

As filed with the Securities and Exchange Commission on April 1, 2016

Registration No. 333-179982

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

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POST-EFFECTIVE AMENDMENT NO. 2 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 RESTRICTED SHARE PLAN 2012  
(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



EXPLANATORY NOTE

Nokia Restricted Share Plan 2012

This Post-Effective Amendment No. 2 to Registration Statement on Form S-8, Registration No. 333-179982 (the “2012 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 Restricted Share Plan 2012 (the “2012 Restricted Share Plan”). The 2012 Registration Statement registered 4,000,000 Shares issuable pursuant to the 2012 Restricted Share Plan to employees of the Company. The 2012 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2012 Restricted Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to the 2012 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. 2 to the 2012 Registration Statement is also being filed to carry over to the New Registration Statement the \$761.91 portion of the registration fee previously paid by the Company in connection with the 2012 Registration Statement to register 1,333,688 Shares.

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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. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on April 1, 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. 2 has been signed below by the following persons in the indicated capacities on April 1, 2016.

Members of the Board of Directors

*/s/ Vivek Badrinath* Director  
Name: Vivek Badrinath

*/s/ Bruce Brown* Director  
Name: Bruce Brown

*/s/ Louis R. Hughes* Director  
Name: Louis R. Hughes

Name: Simon Jiang Director

*/s/ Jouko Karvinen* Director  
Name: Jouko Karvinen

*/s/ Jean C. Monty* Director  
Name: Jean C. Monty

*/s/ Elizabeth Nelson* Director  
Name: Elizabeth Nelson

Name: Olivier Piou Vice Chairman, Director

*/s/ Risto Siilasmaa* Chairman of the Board of Directors  
Name: Risto Siilasmaa

/s/ Kari Stadigh  
Name:

Kari Stadigh

Director

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President and Chief Executive Officer:

/s/ Rajeev Suri

Name: Rajeev Suri

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

/s/ Timo Ihamuotila

Name: Timo Ihamuotila

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Authorized Representative in the United States:

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

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