

Spansion Inc.  
Form 8-K  
April 11, 2008

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

**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 7, 2008

**SPANSION INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51666**  
(Commission File No.)

**20-3898239**  
(I.R.S. Employer

**915 DeGuigne Drive**

Identification Number)

**P.O. Box 3453**

**Sunnyvale, California 94088-3453**

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (408) 962-2500

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.02 Unregistered Sales of Equity Securities.**

On April 7, 2008, Spansion LLC (the Company), a wholly owned subsidiary of Spansion Inc., entered into a patent cross-license agreement (the Agreement) with International Business Machines Corp., a New York corporation (IBM). Under the Agreement, Spansion Inc. issued 1,607,717 shares of Spansion Class A common stock, par value \$0.001 per share (the Spansion Common Stock) to IBM on April 7, 2008, and will make two additional five million dollar payments to IBM, either in cash or Spansion Common Stock equivalent to the cash amount at the time of payment, before March 25, 2010.

All of the shares of the Company's common stock issued to IBM in the transaction described above were issued in reliance upon the exemption from registration provided under Section 4(2) of the Securities Act of 1933, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPANSION INC.

(Registrant)

Date: April 11, 2008

By: /s/ Dario Sacomani

Name: Dario Sacomani

Title: Executive Vice President and Chief

Financial Officer