

Spansion Inc.  
Form 8-K  
October 30, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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)

October 24, 2008

**SPANSION INC.**

(Exact name of registrant as specified in its charter)

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

incorporation)

**0-51666**  
(Commission File Number)

**915 DeGuigne Drive**

**P.O. Box 3453**

**Sunnyvale, California 94088-3453**

(Address of principal executive offices, including zip code)

**20-3898239**  
(IRS Employer

Identification No.)

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(408) 962-2500

(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

(b) The information contained in Item 5.02 is incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) On October 24, 2008, Robert L. Edwards notified Spansion Inc. (the Company) of his resignation as a member of the Company's Board of Directors, effective immediately. Mr. Edwards did not resign because of a disagreement with the Company on any matter relating to the Company's operations, policies or practices. Mr. Edwards was also a member of the Company's Audit Committee. On October 27, 2008, the Company notified the NASDAQ Stock Market that, as a result of Mr. Edwards' resignation, the Company did not have an audit committee of at least three members as required by NASDAQ Marketplace Rule 4350(d)(2)(A). The Board of Directors will appoint another member to the Audit Committee as soon as possible in order to meet the requirements of Rule 4350(d)(2)(A).

**SIGNATURES**

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

**SPANSION INC.**

By: /s/ DARIO SACOMANI  
Dario Sacomani

*Executive Vice President and Chief Financial  
Officer*

Date: October 30, 2008