

NOKIA CORP

Form S-8 POS

March 22, 2018

As filed with the Securities and Exchange Commission on [\_\_\_\_], 2018

Registration No. 333-202866

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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 PERFORMANCE SHARE PLAN 2015

NOKIA EMPLOYEE SHARE PURCHASE PLAN 2015

(Full title of the plan)

Ronald A. Antush

Nokia USA Inc.

601 Data Drive

Plano, Texas 75075

+1 (469) 991-0336

(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 Performance Share Plan 2015

This Post-Effective Amendment No. 2 to Registration Statement on Form S-8, Registration No. 333-202866 (the “2015 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 Performance Share Plan 2015 (the “2015 Performance Share Plan”). The 2015 Registration Statement registered 6,000,000 Shares issuable pursuant to the 2015 Performance Share Plan to employees of the Company. The 2015 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2015 Performance Share Plan.

Nokia Employee Share Purchase Plan 2015

This Post-Effective Amendment No. 2 to the 2015 Registration Statement on is being filed to deregister certain Shares that were registered for issuance pursuant to the Nokia Employee Share Purchase Plan 2015 (the “2015 Employee Share Purchase Plan”). The 2015 Registration Statement registered 500,000 Shares issuable pursuant to the 2015 Employee Share Purchase Plan to employees of the Company. The 2015 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2015 Employee Share Purchase Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to the 2015 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 2015 Registration Statement is also being filed to carry over to the New Registration Statement the \$3,911.95 portion of the registration fee previously paid by the Company in connection with the 2015 Registration Statement to register 4,395,000 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 March 22, 2018

NOKIA CORPORATION

By: /s/ Jussi Koskinen

Name: Jussi Koskinen

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 March 22, 2018.

Members of the Board of Directors

/s/ Bruce Brown                      Director  
Name: Bruce Brown

/s/ Jeanette Horan                      Director  
Name: Jeanette Horan

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

/s/ Edward Kozel                      Director  
Name: Edward Kozel

    Director  
Name: Jean C. Monty

/s/ Elizabeth Nelson                      Director  
Name: Elizabeth Nelson

/s/ Olivier Piou                      Vice Chairman of the Board of Directors  
Name: Olivier Piou

/s/ Carla Smits-Nusteling                      Director  
Name: Carla Smits-Nusteling

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

/s/ Kari Stadigh                      Director  
Name: Kari Stadigh

President and Chief  
Executive Officer:

*/s/ Rajeev Suri*  
Name: Rajeev Suri

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

*/s/ Kristian Pullola*  
Name: Kristian Pullola

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Authorized Representative  
in the United States:

/s/ Ronald A. Antush  
Name: Ronald A. Antush

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