

Spansion Inc.  
Form 8-K  
July 13, 2010

**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): July 7, 2010

**SPANSION INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-34747**  
(Commission File Number)  
915 DeGuigne Drive

**20-3898239**  
(IRS Employer Identification No.)

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**P.O. Box 3453**

**Sunnyvale, California 94088**

**(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))

### Explanatory Note

As previously disclosed, on March 1, 2009, Spansion Inc. (the *Company*), Spansion Technology LLC, Spansion LLC, Cerium Laboratories LLC and Spansion International, Inc. (collectively, the *Debtors*) filed voluntary petitions in the United States Bankruptcy Court for the District of Delaware (the *Bankruptcy Court*) seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the *Bankruptcy Code*). The Debtors continued to operate their businesses as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Court.

On April 16, 2010, the Bankruptcy Court entered an order (the *Confirmation Order*) confirming and approving the Debtors' Second Amended Joint Plan of Reorganization Dated April 7, 2010 (As Amended) (including all exhibits thereto, and as modified by the Confirmation Order, the *Plan*). A summary of the material features of the Plan, including the related rights offering (the *Rights Offering*) and financing arrangements, is contained in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2010.

On May 10, 2010 (the *Effective Date*), the Plan became effective. The events described below occurred as a result of the consummation of the Plan.

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

On the Effective Date, the Company reserved for issuance 46,247,760 unregistered shares of the Company's Class A Common Stock, par value \$0.001 per share (the *Class A Common Stock*), to satisfy the allowed claims of certain unsecured creditors, as specified in the Plan, except for (1) certain classes of unsecured creditors as specified in the Plan, (2) holders of claims up to \$2,000, who will receive cash for their claims, and (3) distributions to the holders of the exchangeable debentures of Spansion LLC, whose distributions are instead to be made to the holders of the senior notes of Spansion LLC in accordance with the subordination provisions of the exchangeable debentures.

On July 7, 2010, the Company issued and distributed an aggregate of 1,023,187 unregistered shares of Class A Common Stock to holders of certain allowed unsecured claims and the holders of the senior notes of Spansion LLC as part of the second distribution to such holders as provided in the Plan (the *Second Distribution*), each of whom also has the right to participate on a pro rata basis in any supplemental distributions to be made pursuant to the Plan. These shares were based on a total allowed claim amount of approximately \$685 million. The Second Distribution consisted of 176,303 shares distributed to U.S. Bank National Association, as trustee of the senior notes of Spansion LLC, and 846,884 shares distributed to holders of certain other allowed unsecured claims. On May 26, 2010, the Company issued and distributed an aggregate of 11,936,410 unregistered shares of Class A Common Stock, based on a total allowed claim amount of approximately \$644 million, to the holders of certain allowed unsecured claims and the holders of the senior notes of Spansion LLC in the initial distribution of shares to such holders. Supplemental distributions of the remaining 33,288,163 unregistered shares reserved for issuance will take place on at least a quarterly basis, provided, with certain exceptions, that the Company has at least 100,000 shares of Class A Common Stock available for distribution. Approximately \$1.531 billion of disputed claims remain outstanding, and the Company has set aside reserves of approximately \$228 million in connection with the disputed claims.

The shares of Class A Common Stock that (1) were issued as part of the Second Distribution, and (2) are among the remaining 33,288,163 shares of Class A Common Stock reserved for issuance to satisfy the allowed claims of certain unsecured creditors in accordance with the Plan, are or will be, as applicable, exempt from registration requirements of the Securities Act of 1933, as amended, in reliance on Section 1145 of the Bankruptcy Code.

**SIGNATURES**

Pursuant to the requirement of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 13, 2010

SPANSION INC.

By: /s/ RANDY W. FURR  
Name: **Randy W. Furr**  
Title: **Executive Vice President and Chief Financial Officer**