

NOKIA CORP
Form S-8 POS
March 19, 2015

Registration No. 333-173064

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

POST-EFFECTIVE AMENDMENT NO. 2
TO FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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 2011

(Full title of the plan)

Katariina Kujala
Nokia USA Inc.
6000 Connection Drive
Irving, Texas 75039
+1 (972) 374-3000
(Name, address and telephone number of agent for service)

Copies to:

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+1 (212) 848 7171

EXPLANATORY NOTE

Nokia Restricted Share Plan 2011

This Post-Effective Amendment No. 2 to Registration on Form S-8, Registration No. 333-173064 (the “2011 Registration Statement”) is being filed to deregister certain shares of the Company that were registered for issuance pursuant to the Nokia Restricted Share Plan 2011 (the “2011 Restricted Share Plan”). The 2011 Registration Statement registered 2,500,000 Shares issuable pursuant to the 2011 Restricted Share Plan to employees of the Company. The 2011 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2011 Restricted Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to the 2011 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 2011 Registration Statement is also being filed to carry over to the New Registration Statement the \$1,894.19 portion of the registration fee previously paid by the Company in connection with the 2011 Registration Statement to register 2,060,000 Shares.

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 19, 2015.

NOKIA CORPORATION

By: /s/ Riikka Tieaho
Name: Riikka Tieaho
Title: Vice President, Corporate
Legal

By: /s/ Saana Nurminen
Name: Saana Nurminen
Title: Director, 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 19, 2015.

Members of the Board of Directors:

/s/ Vivek Badrinath
Name: Vivek Badrinath Director

/s/ Bruce Brown
Name: Bruce Brown Director

/s/ Elizabeth Doherty
Name: Elizabeth Doherty Director

/s/ Jouko Karvinen
Name: Jouko Karvinen Vice Chairman, Director

/s/ Mårten Mickos
Name: Mårten Mickos Director

/s/ Elizabeth Nelson
Name: Elizabeth Nelson Director

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

/s/ Kari Stadigh
Name: Kari Stadigh Director

Name: Dennis Strigl Director

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

Authorized Representative in the United States:

Name: /s/Katariina Kujala
 Katariina Kujala
