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NOKIA CORP
Form S-8 POS
May 13, 2005

As filed with the Securities and Exchange Commission on May 13, 2005.
Registration No. 333-124700

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 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)

Keilalahdentie 4, P.O. Box 226
FIN-00045 NOKIA GROUP
Espoo, Finland
(011) 358-9-18071
(Address and telephone number of Registrant's principal executive offices)

NOKIA PERFORMANCE SHARE PLAN 2005
NOKIA RESTRICTED SHARE PLAN 2005
NOKIA STOCK OPTION PLAN 2005
(Full title of the plans)

Richard W. Stimson
Nokia Holding, Inc.
6000 Connection Drive
Irving, Texas 75039
(972) 894-5000
(Name, address and telephone number of agent for service)

Copies to:
Doreen E. Lillienfeld, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
+1 (212) 848-7171

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EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-124700 (the "Registration Statement") is being filed to amend Exhibit 5.1, the Opinion of Ursula Ranin, General Counsel of the Registrant, as to the validity of the shares to be issued pursuant to the Nokia

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Performance Share Plan 2005, the Nokia Restricted Share Plan 2005 and the Nokia Stock Option Plan 2005. The Registration Statement is hereby amended to replace Exhibit 5.1 with the Exhibit 5.1 attached hereto.

SIGNATURES

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Helsinki, Republic of Finland on May 12, 2005.

NOKIA CORPORATION

By: /s/ Ursula Ranin

Name: Ursula Ranin
Title: Vice President, General Counsel

By: /s/ Marianna Uotinen-Tarkoma

Name: Marianna Uotinen-Tarkoma
Title: Senior Legal Counsel

Members of the Board of Directors:

*

Name: Paul J. Collins

Vice Chairman, Director

*

Name: Georg Ehrnrooth

Director

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Name: Mr. Dan Hesse

Director

*

Name: Dr. Bengt Holmstrom

Director

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Name: Per Karlsson

Director

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Name: Mr. Edouard Michelin Director

*

Name: Jorma Ollila Chairman of the Board of Directors
Chief Executive Officer

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Name: Dame Marjorie Scardino Director

*

Name: Vesa Vainio Director

*

Name: Arne Wessberg Director

President:

*

Name: Pekka Ala-Pietila

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

*

Name: Richard A. Simonson

Authorized Representative in the United States:

*

Name: Richard W. Stimson

*By: /s/ Marianna Uotinen-Tarkoma

Name: Marianna Uotinen-Tarkoma

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Attorney in Fact

EXHIBIT INDEX

| Exhibit No. | Description of Document |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| *5.1 | Opinion of Ursula Ranin, General Counsel of the Registrant, as to the validity of the shares to be issued pursuant to the Nokia Performance Share Plan 2005, the Nokia Restricted Share Plan 2005 and the Nokia Stock Option Plan 2005. |

* Filed herewith.