

NOKIA CORP

Form S-8 POS

April 01, 2016

As filed with the Securities and Exchange Commission on April 1, 2016

Registration No. 333-165433

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 STOCK OPTION PLAN 2007
(Full title of the plan)

Genevieve A. Silveroli
Nokia USA Inc.
6000 Connection Drive
Irving, Texas 75039
+1 (972) 374-3000

(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 Stock Option Plan 2007

This Post-Effective Amendment No. 2 to Registration Statement on Form S-8, Registration No. 333-165433 (the “2010 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 Stock Option Plan 2007 (the “2007 Stock Option Plan”). The 2010 Registration Statement registered 2,800,000 Shares issuable pursuant to the 2007 Stock Option Plan to employees of the Company. The 2010 Registration Statement is hereby amended to deregister all Shares that it previously registered and that remain unissued under the 2007 Stock Option Plan.

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 April 1, 2016.

NOKIA CORPORATION

By: /s/ Riikka Tieaho
Name: Riikka Tieaho
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 April 1, 2016.

Members of the Board of Directors

/s/ Vivek Badrinath Director
Name: Vivek Badrinath

/s/ Bruce Brown Director
Name: Bruce Brown

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

Name: Simon Jiang Director

/s/ Jouko Karvinen Director
Name: Jouko Karvinen

/s/ Jean C. Monty Director
Name: Jean C. Monty

/s/ Elizabeth Nelson Director
Name: Elizabeth Nelson

Name: Olivier Piou Vice Chairman, Director

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

/s/ Kari Stadigh
Name:

Kari Stadigh

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/ Genevieve A. Silveroli
Genevieve A. Silveroli
