

NOKIA CORP

Form S-8 POS

March 22, 2018

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

Registration No. 333-202866

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 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.

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

Authorized Representative
in the United States:

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