

Edgar Filing: Spansion Inc. - Form SC 13G

Spansion Inc.

Form SC 13G

February 11, 2010

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. _____)*

Spansion Inc.
(Name of Issuer)

Common Class A
(Title of Class of Securities)

84649R101
(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 84649R101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Donald Smith & Co., Inc.
13-2807845

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b) ☒

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3. SEC Use Only
.....

4. Citizenship or Place of Organization
A Delaware Corporation

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	0 shares
	6. Shared Voting Power	0
	7. Sole Dispositive Power	0 shares
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0.00%

12. Type of Reporting Person (See Instructions) IA

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Donald Smith

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b) ☒ [X]

3. SEC Use Only
.....

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	0 shares
	6. Shared Voting Power	0
	7. Sole Dispositive Power	0 shares
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9) 0.00%

12. Type of Reporting Person (See Instructions) IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Kamal Shah

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b) [X]

3. SEC Use Only
.....

4. Citizenship or Place of Organization
United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	0 shares
	6. Shared Voting Power	0
	7. Sole Dispositive Power	0 shares
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0.00%

12. Type of Reporting Person (See Instructions) IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Velin Mezhinev

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b) [X]

3. SEC Use Only
.....

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4. Citizenship or Place of Organization
 United States of America

Number of 5. Sole Voting Power 0 shares
Shares

Beneficially 6. Shared Voting Power 0
Owned by

Each Reporting 7. Sole Dispositive Power 0 shares
Person With

 8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0.00%

12. Type of Reporting Person (See Instructions) IN

Item 1.

(a) Name of Issuer: Spansion Inc.

(b) Address of Issuer's Principal Executive Offices
 915 DeGuigne Drive
 P.O. Box 3453
 Sunnyvale, CA 94088-3453

Item 2.

(a) Name of Person Filing: Donald Smith & Co., Inc.

(b) Address of Principal Business Office:
 152 West 57th Street
 New York, NY 10019

(c) Citizenship: A Delaware Corporation

(d) Title of Class of Securities: Common

(e) CUSIP Number: 84649R101

Item 3. This statement is filed pursuant to Section 240.13d-1(b),
and the person filing is an investment advisor registered
in accordance with Section 240.13d-1(b)(1)(ii)(E);

Item 4. Ownership.

Provide the following information regarding the aggregate number and
percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: SEE ITEM 9 OF COVER PAGE

(b) Percent of class: SEE ITEM 11 OF COVER PAGE

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(c) Number of shares as to which the person has:
(i) SOLE POWER TO VOTE: 12,018,833
(ii) SHARED POWER TO VOTE: 0
(iii) SOLE POWER TO DISPOSE: 15,827,943
(iv) SHARED POWER TO DISPOSE: 0

Item 5. Ownership of Five Percent or Less is NOT APPLICABLE
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [XX].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:
NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company
NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group
SEE EXHIBIT A

Item 9. Notice of Dissolution of Group
NOT APPLICABLE

Item 10. Certification

(a)
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2010
Date

Donald G. Smith_____
Signature

President_____
Title

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) EXHIBIT A:

Donald Smith & Co., Inc.	IA
Donald G. Smith	IN
Kamal Shah	IN
Velin Mezinev	IN

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SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on February 12, 2010,
agree and consent to the joint filing on their behalf of this
Schedule 13G in connection with their beneficial ownership
of the Class A Common Stock of Spansion Inc. at December 31,
2009.

Donald Smith & Co., Inc.

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Donald Smith & Co., Inc.

Donald G. Smith

By /s/ Donald G. Smith
Donald G. Smith

Kamal Shah

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Kamal Shah

Velin Mezhnev

By /s/ Donald G. Smith
Donald G. Smith
President
Duly authorized by and on behalf of Velin Mezhnev