

NOKIA CORP
Form S-8 POS
February 27, 2014

Registration No. 333-173064

UNITED STATES

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 of principal executive offices)

NOKIA PERFORMANCE SHARE PLAN 2011

(Full title of the plan)

Louise Pentland
Nokia Holding, Inc.
6021 Connection Drive
Irving, Texas 75039
+1 (972) 600-1289
(Name, address and telephone number of agent for service)

Copies to:
Doreen E. Lilienfeld, Esq.
Shearman & Sterling LLP

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New York, New York 10022
+1 (212) 848 7171

EXPLANATORY NOTE

Nokia Performance Share Plan 2011

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-173064 (the “2011 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 2011 (the “2011 Performance Share Plan”). The 2011 Registration Statement registered 3,600,000 Shares issuable pursuant to the 2011 Performance 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 Performance Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 1 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. 1 to the 2011 Registration Statement is also being filed to carry over to the New Registration Statement the \$3,310.24 portion of the registration fee previously paid by the Company in connection with the 2011 Registration Statement to register 3,600,000 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. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on February 27, 2014.

NOKIA CORPORATION

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

By:
/s/ Jani Salovaara
Name: Jani Salovaara
Title: Senior Legal Counsel

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Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 has been signed below by the following persons in the indicated capacities on January 23, 2014.

Members of the Board of Directors:

/s/ Bruce Brown Director
Name: Bruce Brown

/s/ Elizabeth Doherty Director
Name: Elizabeth Doherty

/s/ Henning Kagermann Director
Name: Henning Kagermann

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

/s/ Helge Lund Director
Name: Helge Lund

/s/ Märten Mickos Director
Name: Märten Mickos

/s/ Elizabeth Nelson Director
Name: Elizabeth Nelson

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

/s/ Kari Stadigh Director
Name: Kari Stadigh

Chairman of the Board and Interim CEO:

/s/ Risto Siilasmaa
Name: Risto Siilasmaa

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

/s/ Timo Ihamuotila
Name: Timo Ihamuotila

Authorized Representative in the United
States:

/s/ Louise Pentland
Name: Louise Pentland
