

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

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

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POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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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)

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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

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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.

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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

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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

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Authorized Representative in the United States:

Name:                    /s/ Genevieve A. Silveroli  
Genevieve A. Silveroli

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