

NOKIA CORP  
Form S-8 POS  
March 23, 2017

As filed with the Securities and Exchange Commission on March 23, 2017

Registration No. 333-187096

---

---

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

---

POST-EFFECTIVE AMENDMENT NO. 3 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)

(Address of principal executive offices)

Karaportti 3, P.O. Box 226  
FI-00045 NOKIA GROUP  
Espoo, Finland  
+358 10 4488000

NOKIA RESTRICTED SHARE PLAN 2013  
NOKIA EMPLOYEE SHARE PURCHASE PLAN 2013  
(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 Restricted Share Plan 2013

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8, Registration No. 333-187096 (the “2013 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 Restricted Share Plan 2013 (the “2013 Restricted Share Plan”). The 2013 Registration Statement registered 4,500,000 Shares issuable pursuant to the 2013 Restricted Share Plan to employees of the Company. The 2013 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2013 Restricted Share Plan.

Employee Share Purchase Plan 2013

This Post-Effective Amendment No. 3 to the 2013 Registration Statement is being filed to deregister certain Shares that were registered for issuance pursuant to the Nokia Employee Share Purchase Plan 2013 (the “2013 Employee Share Purchase Plan”). The 2013 Registration Statement registered 905,000 Shares issuable pursuant to the 2013 Employee Share Purchase Plan to employees of the Company. The 2013 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2013 Employee Share Purchase Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 3 to the 2013 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. 3 to the 2013 Registration Statement is also being filed to carry over to the New Registration Statement the \$2,560.06 portion of the registration fee previously paid by the Company in connection with the 2013 Registration Statement to register 5,250,000 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. 3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on March 23, 2017.

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

Edgar Filing: NOKIA CORP - Form S-8 POS

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 has been signed below by the following persons in the indicated capacities on March 23, 2017.

Members of the Board of Directors

/s/ Bruce Brown                      Director  
Name: Bruce Brown

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

  Director  
Name: Jean C. Monty

/s/ Elizabeth Nelson                  Director  
Name: Elizabeth Nelson

/s/ Olivier Piou                      Vice Chairman, Director  
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/ Genevieve A. Silveroli  
Name: Genevieve A. Silveroli

---