

INTELLISYNC CORP  
Form S-8 POS  
February 10, 2006

As filed with the Securities and Exchange Commission on February 10, 2006

Post-Effective Amendment No. 1 to Registration No. 333-111141

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**INTELLISYNC CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**77-0349154**

(I.R.S. employer identification no.)

**2550 North First Street, Suite 500**

**San Jose, California 95131**

Telephone: (408) 321-7650

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**RESTRICTED STOCK OPTION AGREEMENT**

(Full title of the plan)

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**President and Chief Executive Officer**

**Intellisync Corporation**

**2550 North First Street, Suite 500**

**San Jose, California 95131**

(Name and address of agent for service)

**(408) 321-7650**

(Telephone number, including area code, of agent for service)

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**Copies to:**

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**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

On December 12, 2003, Intellisync Corporation, a Delaware corporation (the Company), filed a registration statement on Form S-8 (No. 333-111141) (the Registration Statement), which registered 1,500,000 shares of common stock of the Company, par value \$0.001 per share (the Common Stock), to be offered or sold pursuant to the Restricted Stock Option Agreement, dated as of June 14, 2002, between the Company and Woodson M. Hobbs (filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K filed on October 17, 2002) (the Agreement).

On February 10, 2006 (the Merger Date), pursuant to an Agreement and Plan of Merger, dated as of November 15, 2005, among the Company, Nokia Inc., a Delaware corporation (Nokia), and Jupiter Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of Nokia (Merger Sub), Merger Sub merged with and into the Company, and the Company became a wholly-owned subsidiary of Nokia (the Merger). On February 10, 2006, the Company filed a certification and notice of termination of registration on Form 15 with respect to the Common Stock.

As a result of the Merger, the Company has terminated all offerings of the Company's securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all the shares of the Company's Common Stock reserved for issuance under the Agreement which remain unissued on the Merger Date.

**SIGNATURES**

Pursuant to the requirements of the 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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California, on February 10, 2006.

INTELLISYNC CORPORATION

By: /s/ Adele Louise Pentland  
Adele Louise Pentland  
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on February 10, 2006 by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>
/s/ Tore Teir Tore Teir	Vice President, Treasurer and Director
/s/ Adele Louise Pentland Adele Louise Pentland	Vice President, Secretary and Director