Spansion Inc.
Form 8-K
June 25, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 21, 2010

SPANSION INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-34747**	**20-3898239**
(State of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

915 DeGuigne Drive

P.O. Box 3453

Sunnyvale, California 94088

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code: (408) 962-2500

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 22, 2010, Spansion Inc. (the Registrant) withdrew its Class A Common Stock, par value $0.001 per share (the Class A Common Stock), from listing on the NYSE Amex LLC with the intention to list and commence trading on the New York Stock Exchange (the NYSE) under the symbol CODE. The Class A Common Stock was listed and began trading on the NYSE on June 23, 2010.

A copy of the Registrant s June 21, 2010 press release in connection with its transfer of listing is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated June 21, 2010.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 25, 2010

SPANSION INC.

By: /s/ Randy W. Furr
Name: **Randy W. Furr**
Title: **Executive Vice President and Chief Financial Officer**

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated June 21, 2010.