

NOKIA CORP  
Form S-8 POS  
March 07, 2013

Registration No. 333-157795

**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)

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**Republic of Finland**  
(State or other jurisdiction of

**Not Applicable**  
(I.R.S. Employer

incorporation or organization)

**Keilalahdentie 4, P.O. Box 226**

Identification Number)

**FIN-00045 NOKIA GROUP**

**Espoo, Finland**

**(011) 358-9-18071**

(Address of principal executive offices)

**NOKIA PERFORMANCE SHARE PLAN 2009**

**NOKIA RESTRICTED SHARE PLAN 2009**

(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**

**599 Lexington Avenue**

**New York, New York 10022**

**+1 (212) 848 7171**



**EXPLANATORY NOTE**

Nokia Performance Share Plan 2009

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-157795 (the *2009 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 2009 (the *2009 Performance Share Plan* ). The 2009 Registration Statement registered 2,600,000 Shares issuable pursuant to the 2009 Performance Share Plan to employees of the Company. The 2009 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2009 Performance Share Plan.

Nokia Restricted Share Plan 2009

This Post-Effective Amendment No. 1 to the 2009 Registration Statement is being filed to deregister certain shares of the Company that were registered for issuance pursuant to the Nokia Restricted Share Plan 2009 (the *2009 Restricted Share Plan* ). The 2009 Registration Statement registered 1,300,000 Shares issuable pursuant to the 2009 Restricted Share Plan to employees of the Company. The 2009 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2009 Restricted Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the 2009 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 2009 Registration Statement is also being filed to carry over to the New Registration Statement the \$1129.32 portion of the registration fee previously paid by the Company in connection with the 2009 Registration Statement to register 3,247,000 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 March 7, 2013.

**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 March 7, 2013.

### Members of the Board of Directors:

/s/ Bruce Brown Name: Bruce Brown	Director
/s/ Stephen Elop Name: Stephen Elop	Director
/s/ Henning Kagermann Name: Henning Kagermann	Director
/s/ Jouko Karvinen Name: Jouko Karvinen	Director
Name: Helge Lund	Director
/s/ Isabel Marey-Semper Name: Isabel Marey-Semper	Director
/s/ Mårten Mickos Name: Mårten Mickos	Director
/s/ Elizabeth Nelson Name: Elizabeth Nelson	Director
/s/ Dame Marjorie Scardino Name: Dame Marjorie Scardino	Vice Chairman, Director

/s/ Risto Siilasmaa  
Name: Risto Siilasmaa

Chairman of the Board of Directors

/s/ Kari Stadigh  
Name: Kari Stadigh

Director

**President and Chief Executive Officer:**

/s/ Stephen Elop  
Name: Stephen Elop

**Chief Financial Officer** (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