

Edgar Filing: Spansion Inc. - Form SC 13G

Spansion Inc.  
Form SC 13G  
March 10, 2008

SCHEDULE 13G

Amendment No. 0  
Spansion Inc  
Class A Common Stock  
Cusip #84649R101

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Item 1: Reporting Person - FMR LLC  
Item 4: Delaware  
Item 5: 0  
Item 6: 0  
Item 7: 14,135,029  
Item 8: 0  
Item 9: 14,135,029  
Item 11: 10.320%  
Item 12: HC

Cusip #84649R101  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 14,135,029  
Item 8: 0  
Item 9: 14,135,029  
Item 11: 10.320%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:  
Spansion Inc

Item 1(b). Name of Issuer's Principal Executive Offices:  
915 Dequigne Dr  
PO BOX 3453  
Sunnyvale, CA  
94088

Item 2(a). Name of Person Filing:  
FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

## Edgar Filing: Spansion Inc. - Form SC 13G

82 Devonshire Street, Boston,  
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Class A Common Stock

Item 2(e). CUSIP Number:

84649R101

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 14,135,029

(b) Percent of Class: 10.320%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 14,135,029

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock of Spansion Inc. No one person's interest in the Class A Common Stock of Spansion Inc is more than five percent of the total outstanding Class A Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

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Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 07, 2008  
Date

/s/Joseph Mari  
Signature

Joseph Mari  
Duly authorized under Power of Attorney  
dated March 5, 2008 by and on behalf of FMR Corp. (now  
known as FMR LLC) and its direct and indirect subsidiaries

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Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 14,105,513 shares or 10.298% of the Class A Common Stock outstanding of Spansion Inc ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940. The number of shares of Class A Common Stock of Spansion Inc owned by the investment companies at February 29, 2008 included 1,605,913 shares of Class A Common Stock resulting from the assumed conversion of \$28,292,000 principal amount of SPANSION CV 2.25% 6/15/16 144A (56.7621 shares of Class A Common Stock for each \$1,000 principal amount of debenture).

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Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 14,105,513 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Pyramis Global Advisors Trust Company ("PGATC"), 53 State Street, Boston, Massachusetts, 02109, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 29,516 shares or 0.022% of the outstanding Class A Common Stock of the Spansion Inc as a result of its serving as investment manager of institutional accounts owning such shares. The number of shares of Class A Common Stock of Spansion Inc owned by the institutional account(s) at February 29, 2008 included 29,516 shares of Class A Common Stock resulting from the assumed conversion of \$520,000 principal amount of SPANSION CV 2.25% 6/15/16 144A (56.7621 shares of Class A Common Stock for each \$1,000 principal amount of debenture).

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 29,516 shares and sole power to vote or to direct the voting of 0 shares of Class A Common Stock owned by the institutional accounts managed by PGATC as reported above.

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RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on March 07, 2008, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Class A Common Stock of Spansion Inc at February 29, 2008.

FMR LLC

By /s/ Joseph Mari

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Joseph Mari

Duly authorized under Power of Attorney dated March 5, 2008, by Eric D. Roiter by and on behalf of FMR Corp. (now known as FMR LLC) and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Joseph Mari

Joseph Mari

Duly authorized under Power of Attorney dated March 5, 2008, by Eric D. Roiter by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Joseph Mari

Joseph Mari

Duly authorized under Power of Attorney dated March 5, 2008, by Eric D. Roiter Senior V.P. and General Counsel