

NOKIA CORP

Form S-8 POS

May 25, 2016

As filed with the Securities and Exchange Commission on May 25, 2016

Registration No. 333-202866

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)

Republic of Finland
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

Karaportti 3, P.O. Box 226
FI-00045 NOKIA GROUP
Espoo, Finland
+358 10 4488000
(Address of principal executive offices)

NOKIA PERFORMANCE SHARE PLAN 2015
(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

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-202866 (the “2015 Registration Statement”) is being filed to provide the restated Terms and Conditions of the Nokia Performance Share Plan 2015 (the “Terms and Conditions”). The original version of the Terms and Conditions was filed as Exhibit 4.6 to the 2015 Registration Statement.

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 May 25, 2016.

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

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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 May 25, 2016.

Members of the Board of Directors

*
Name: Vivek Badrinath Director

*
Name: Bruce Brown Director

Name: Louis R. Hughes Director

Name: Simon Jiang Director

*
Name: Jouko Karvinen Director

Name: Jean C. Monty Director

*
Name: Elizabeth Nelson Director

Name: Olivier Piou Vice Chairman, Director

*
Name: Risto Siilasmaa Chairman of the Board of Directors

*

Director

Name:

Kari Stadigh

President and Chief Executive Officer:

*

Name: Rajeev Suri

Chief Financial Officer (whose functions
include those of Chief Accounting Officer):

*

Name: Timo Ihamuotila

Authorized Representative in the United States:

Name: /s/ Genevieve A. Silveroli
Genevieve A. Silveroli

*By: /s/ Saana Nurminen
Saana Nurminen
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Description of Document
No.

*4.1 Restated Terms and Conditions of the Nokia Performance Share Plan 2015.

*filed herewith