UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Amendment No. 2)

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 26, 2011

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 001-34747

SPANSION INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-3898239**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
915 DeGuigne Drive Sunnyvale, California	**94085**
(Address of principal executive offices)	**(Zip Code)**

(408) 962-2500

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and small reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes x No ¨

Indicate the number of shares outstanding of each of the registrant s classes of common stock as of the close of business on August 2, 2011:

Class	**Number of Shares**
Class A Common Stock, $0.001 par value	61,822,227
Class B Common Stock, $0.001 par value	1

Table of Contents

Table of Contents

INDEX

			Page No.
Part I.	Financial Information		
	Item 1.	Financial Statements (unaudited)	3
		Condensed Consolidated Statements of Operations Three and Six Months Ended June 26, 2011 and June 27, 2010	3
		Condensed Consolidated Balance Sheets June 26, 2011 and December 26, 2010	4
		Condensed Consolidated Statements of Cash Flows Six Months Ended June 26, 2011 and June 27, 2010	5
		Notes to Condensed Consolidated Financial Statements	6
	Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	20
	Item 3.	Quantitative and Qualitative Disclosures About Market Risk	34
	Item 4.	Controls and Procedures	36
Part II.	Other Information		
	Item 1.	Legal Proceedings	37
	Item 1A.	Risk Factors	38
	Item 6.	Exhibits	52
Signature			54

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Spansion Inc.

Condensed Consolidated Statements of Operations

(in thousands, except per share amounts)

(Unaudited)

		Three Months Ended June 27, 2010			Six Months Ended June 27, 2010	
	Successor	Successor	Predecessor	Successor	Successor	Predecessor
	Three Months ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from March 29, 2010 to May 10, 2010	Six Months ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from December 28, 2009 to May 10, 2010
Net sales	$ 298,768	$ 124,569	$ 101,786	$ 591,705	$ 124,569	$ 324,914
Net sales to related parties		4,801	24,496		4,801	78,705
Total net sales	298,768	129,370	126,282	591,705	129,370	403,619
Cost of sales	221,336	111,413	85,697	445,502	111,413	274,817
Research and development	30,567	13,420	12,115	60,397	13,420	35,068
Sales, general and administrative	10,779	18,259	20,497	50,460	18,259	68,105
Restructuring credits			(2,785)			(2,772)
Operating income (loss) before reorganization items	36,086	(13,722)	10,758	35,346	(13,722)	28,401
Other income (expense):						
Interest and other income (expense), net	(288)	364	(3,190)	459	364	(2,904)
Interest expense	(8,779)	(4,877)	(11,237)	(17,837)	(4,877)	(30,573)
Income (loss) before reorganization items and income taxes	27,019	(18,235)	(3,669)	17,968	(18,235)	(5,076)
Reorganization items			364,876			370,340
Income (loss) before income taxes	27,019	(18,235)	361,207	17,968	(18,235)	365,264
Provision for (benefit from) income taxes	1,731	(21)	1,235	6,828	(21)	1,640
Net income (loss)	$ 25,288	$ (18,214)	$ 359,972	$ 11,140	$ (18,214)	$ 363,624
Net income (loss) per share						
Basic	$ 0.41	$ (0.31)	$ 2.22	$ 0.18	$ (0.31)	$ 2.24

Diluted	$ 0.40	$ (0.31)	$ 2.21	$ 0.17	$ (0.31)	$ 2.24
Shares used in per share calculation						
Basic	62,106	59,271	162,513	62,123	59,271	162,439
Diluted	63,617	59,271	162,518	64,024	59,271	162,610

See accompanying notes

Table of Contents

Spansion Inc.

Condensed Consolidated Balance Sheets

(in thousands, except per share and share amounts)

(Unaudited)

	Successor	
Assets	**June 26, 2011**	**December26, 2010 [1]**
Current assets:		
Cash and cash equivalents	$ 292,311	$ 329,294
Short term investments	21,791	24,979
Accounts receivable, net	130,713	165,975
Inventories	175,140	168,937
Deferred income taxes	3,897	6,321
Prepaid expenses and other current assets	49,993	50,210
Total current assets	673,845	745,716
Property, plant and equipment, net	224,462	259,940
Intangible assets	187,095	197,733
Goodwill	161,974	153,338
Other assets	48,306	42,578
Total assets	**$ 1,295,682**	**$ 1,399,305**
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	95,872	119,288
Accrued compensation and benefits	33,535	39,978
Other accrued liabilities	52,276	109,444
Income taxes payable	1,930	1,107
Deferred income	26,020	22,238
Current portion of long-term debt and obligations under capital leases	2,771	13,689
Total current liabilities	212,404	305,744
Deferred income taxes	1,304	3,877
Long-term debt, less current portion	445,538	441,220
Other long-term liabilities	28,633	24,179
Total liabilities	687,879	775,020
Common stock, Class A ($0.001 per share, 150,000,000 shares authorized, 61,744,121 shares issued and outstanding)	62	62
Common stock, Class B ($0.001 per share, 1 share authorized, 1 share issued and outstanding)		
Additional paid in capital	694,698	721,712
Retained deficit	(85,551)	(96,692)
Accumulated other comprehensive loss	(1,406)	(797)
Total stockholders equity	607,803	624,285

Total liabilities and stockholders equity	**$ 1,295,682**	**$ 1,399,305**

(1) Derived from audited financial statements at December 26, 2010.

See accompanying notes

Table of Contents

Spansion Inc.

Condensed Consolidated Statements of Cash Flows

(in thousands)

(Unaudited)

	Successor	Six Months Ended June 27, 2010	
		Successor	Predecessor
	Six Months Ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from December 28, 2009 to May 10, 2010
Cash Flows from Operating Activities:			
Net income (loss)	$ 11,140	$ (18,214)	$ 363,624
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	93,015	26,146	43,788
Provision (benefit) for deferred income taxes	(757)	(3)	7,000
Net gain on sale and disposal of property, plant and equipment, net	(1,138)	(266)	(2,107)
Asset impairment charges	7,557		
Compensation recognized under employee stock plans	9,596	1,945	7,052
Gain from approved settlement of rejected capital leases and various licenses			(22,517)
Gain on sale of Suzhou plant		(1,342)	(5,224)
Gain on discharge of pre-petition obligations			(434,046)
Impairment of investments			3,011
Write-off of financing costs for old debts			13,022
Amortization of inventory fresh-start markup	8,260	18,597	
Changes in operating assets and liabilities	(101,172)	(28,293)	27,756
Net cash provided (used) by operating activities	26,501	(1,430)	1,359
Cash Flows from Investing Activities:			
Proceeds from sale of property, plant and equipment	4,693	4,278	9,620
Purchases of property, plant and equipment	(28,847)	(4,561)	(14,046)
Purchases of marketable securities	(21,791)		
Proceeds from redemption of marketable securities	24,979		
Proceeds from redemption of auction rate securities		16,750	62,425
Purchase of Kawasaki business		(13,125)	
Cash proceeds from sale of Suzhou plant			18,687
Net cash provided (used) by investing activities	(20,966)	3,342	76,686
Cash Flows from Financing Activities:			
Proceeds from issuance of common stock	4,378		
Proceeds from borrowings, net of issuance costs			438,082
Payments on debt and capital lease obligations	(6,006)	(2,715)	(691,176)
Proceeds from rights offering			104,875
Cash settlement on hedging activies	(528)		
Purchase of bankruptcy claims	(40,987)		

Net cash used by financing activities	(43,143)	(2,715)	(148,219)
Effect of exchange rate changes on cash and cash equivalents	625	219	
Net decrease in cash and cash equivalents	(36,983)	(584)	(70,174)
Cash and cash equivalents at the beginning of period	329,294	254,729	324,903
Cash and cash equivalents at end of period	$ 292,311	$ 254,145	$ 254,729

See accompanying notes

5

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

1. Basis of Presentation

The Company prepared the interim condensed consolidated financial statements that accompany these notes in conformity with U.S. generally accepted accounting principles, consistent in all material respects with those applied in our Annual Report on Form 10-K for the Predecessor period from December 28, 2009 through May 10, 2010 and for the Successor period from May 11, 2010 through December 26, 2010 (Fiscal 2010). References to the Successor in these condensed consolidated financial statements, notes and in the Part I, Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations refer to the Company and its consolidated subsidiaries after its emergence from Chapter 11 bankruptcy proceedings on May 10, 2010. References to the Predecessor refer to the Company and its consolidated subsidiaries up to May 10, 2010.

The interim financial information is unaudited, but reflects all normal adjustments that are, in the Company s opinion, necessary to provide a fair statement of results for the interim periods presented. This interim information should be read in conjunction with the consolidated financial statements in the Company s Annual Report on Form 10-K for fiscal 2010 filed with the Securities and Exchange Commission on February 22, 2011.

Out of Period Adjustments

During the first quarter of 2011, the Company identified certain errors totaling $9.2 million related to uncertain income tax positions in certain foreign locations affecting the periods prior to May 10, 2010 (Predecessor periods). The Company assessed the errors and concluded that such errors were not material to those periods. Accordingly, the correction for the Predecessor periods were recorded as adjustments to increase Goodwill as of the Fresh Start date. Further, the Company identified a $2.8 million adjustment for uncertain tax positions related to the period from May 11, 2010 to December 26, 2010 (Successor periods). The Company also concluded that this adjustment was not material to the Successor periods and is not expected to be material to its projected results of operations for the year ending December 25, 2011; therefore, the adjustment was recorded as an increase to our income tax provision during the three months ended March 27, 2011. There were no such adjustments for the three months ended June 26, 2011.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

2. Balance Sheet Components

	Successor	
	June 26, 2011	December 26, 2010
	(in thousands)	
Account receivable		
Accounts receivable, gross	$ 130,990	$ 166,301
Allowance for doubtful accounts	(277)	(326)
Account receivable, net	$ 130,713	$ 165,975
Inventories		
Raw materials	$ 14,854	$ 16,537
Work-in-process	138,399	128,753
Finished goods	21,887	23,647
Inventories	$ 175,140	$ 168,937
Property, plant and equipment		
Land	$ 51,778	$ 51,778
Buildings and leasehold improvements	68,268	68,437
Equipment	285,724	242,240
Construction in progress	17,825	18,745
	423,595	381,200
Less: accumulated depreciation and amortization	(199,133)	(121,260)
Property, plant and equipment, net	$ 224,462	$ 259,940
Other accrued liabilities		
Litigation reserve [(1)]	$ 1,750	$ 43,034
Others	50,526	66,410
Other accrued liabilities	$ 52,276	$ 109,444

(1) The litigation reserve as of June 26, 2011 decreased by $41.3 million when compared to December 26, 2010 primarily due to the settlement of the Samsung cases. See Note 14 for more information relating to Spansion v. Samsung Patent Infringement Litigation settlement.

3. Equity Incentive Plan and Stock-Based Compensation

Valuation and Expense Information

The following table sets forth the total recorded stock-based compensation expense by financial statement caption resulting from the Company s stock options and Restricted Stock Unit (RSU) awards for the three and six months ended June 26, 2011 and for the Predecessor period from December 28, 2009 through May 10, 2010 and the Successor period from May 11, 2010 through June 27, 2010, respectively.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

		Three Months Ended June 27, 2010			Six Months Ended June 27, 2010	
	Successor	Successor	Predecessor	Successor	Successor	Predecessor
	Three Months Ended June 26, 2011	Period from May 11, 2010 (1) to June 27, 2010	Period from March 29, 2010 to May 10, 2010 (1)	Six Months Ended June 26, 2011	Period from May 11, 2010 (1) to June 27, 2010	Period from December 28, 2009 to May 10, 2010 (1)
			(in thousands)			
Cost of sales	$ 831	$ 722	$ 73	$ 1,447	$ 722	$ 346
Research and development	1,160	398	172	1,974	398	683
Sales, general and administrative	3,057	825	55	6,175	825	566
Expense on cancellation of old equity incentive plans			5,457			5,457
Stock-based compensation expense before income taxes	5,048	1,945	5,757	9,596	1,945	7,052
Income tax benefit						
Stock-based compensation expense after income taxes	$ 5,048	$ 1,945	$ 5,757	$ 9,596	$ 1,945	$ 7,052

(1) May 10, 2010 is the date on which all Predecessor equity incentive plans were cancelled and the Successor s 2010 Plan became effective.

Predecessor

No stock options were granted in the Predecessor period ended December 28, 2009 to May 10, 2010 under the Predecessor s equity plans, all of which were cancelled upon emergence from the Chapter 11 cases.

Successor

The weighted average fair value of the Company s stock options granted under the Successor s 2010 Plan during the three months ended June 26, 2011 and the period from May 11, 2010 to June 27, 2010 was $8.24 and $5.04 per share, respectively. The weighted average fair value during the six months ended June 26, 2011 was $8.73 per share. The fair value of each stock option was estimated at the date of grant using a Black-Scholes option pricing model, with the following assumptions for grants:

	Three Months Ended June 26, 2011	Six Months Ended June 26, 2011	For the period from May 11, 2010 to June 27, 2010
Expected volatility	56.43%	56.08%	58.00%
Risk-free interest rate	1.12%	1.55%	1.88%
Expected term (in years)	4.35	4.35	4.30

Dividend yield	0%	0%	0.00%

As of June 26, 2011, the total unrecognized compensation cost related to unvested stock options and RSU awards was approximately $55.0 million after reduction for estimated forfeitures. These stock options and RSU awards will generally vest ratably through 2015.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Shares available for Grant

The numbers of shares of common stock available for grant as of June 26, 2011 under the 2010 Plan are shown as follows:

Number of shares available for grant:	
Shares reserved for grant under the 2010 Plan as of December 26, 2010	511,731
Additional shares issuable under 2010 Plan (annual increase for 2011)	4,321,911
Stock options granted through June 26, 2011, net of forfeitures	(2,009,750)
RSU awards granted through June 26, 2011, net of forfeitures	(933,183)
Key executive RSU awards granted through June 26, 2011, net of forfeitures	(212,448)
Shares available for grant under the 2010 Plan as of June 26, 2011	1,678,261

Stock Option and Restricted Stock Unit Activity

The following table summarizes stock option activity and related information under the 2010 Plan for the six months ended June 26, 2011:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
Options:				
Outstanding as of December 26, 2010	3,027,943	$ 10.93	6.40	$ 27,875
Granted	2,308,610	$ 18.99		
Forfeited	(298,860)	$ 14.16		
Exercised	(420,493)	$ 10.51		
Total option outstanding as of June 26, 2011	4,617,200	$ 14.79	6.44	$ 17,404
Total Exercisable as of June 26, 2011	622,471	$ 10.51	5.81	$ 5,011

The following table summarizes RSU award activity and related information for the six months ended June 26, 2011:

RSUs:	Number of Shares	Weighted-Average Grant-date Fair Value
Unvested as of December 26, 2010	1,841,559	$ 10.88
Granted	1,055,795	$ 19.60
Forfeited	(122,612)	$ 12.90

Vested	(379,401)	$	19.89
Unvested as of June 26, 2011	2,395,341	$	13.19

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

The following table summarizes key executive RSU award activity and related information for the six months ended June 26, 2011:

Key executive RSUs:	Number of Shares	Weighted-Average Grant-date Fair Value
Unvested as of December 26, 2010	1,127,015	$ 10.88
Granted	331,000	$ 19.84
Forfeited	(118,552)	$ 20.11
Vested	(281,450)	$ 19.88
Unvested as of June 26, 2011	1,058,013	$ 10.25

Key executive RSUs have both a service and a performance vesting condition: 50 percent of a RSU award will vest based on continued service with the Company and 50 percent will vest only upon achievement of certain performance conditions.

4. Net Income (Loss) Per Share

The following table presents the calculation of basic and diluted net income (loss) per share:

		Three Months Ended June 27, 2010			Six Months Ended June 27, 2010	
	Successor	Successor	Predecessor	Successor	Successor	Predecessor
	Three Months Ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from March 29, 2010 to May 10, 2010	Six Months ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from December 28, 2009 to May 10, 2010
	(in thousands except for per-share amounts)					
Net income (loss)	$ 25,288	$ (18,214)	$ 359,972	$ 11,140	$ (18,214)	$ 363,624
Weighted average shares outstanding basic	62,106	59,271	162,513	62,123	59,271	162,439
Effect of dilutive options and restricted stock units	1,511		5	1,901		171
Weighted-average shares diluted	63,617	59,271	162,518	64,024	59,271	162,610
Net income (loss) per share basic	$ 0.41	$ (0.31)	$ 2.22	$ 0.18	$ (0.31)	$ 2.24
Net income (loss) per share diluted	$ 0.40	$ (0.31)	$ 2.21	$ 0.17	$ (0.31)	$ 2.24

Employee stock options and unvested RSUs granted by the Company are treated as potential common shares outstanding in computing diluted earnings per share. Diluted shares outstanding include the dilutive effect of in-the-money options and unvested RSUs which are calculated based on the average share price for each fiscal period using the treasury stock method. Under the treasury stock method, the amount the employee

must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized and the amount of tax benefits that would be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

5. Comprehensive Income (Loss)

The following are the components of comprehensive income (loss):

	Successor	Three Months Ended June 27, 2010		Successor	Six Months Ended June 27, 2010	
		Successor	Predecessor		Successor	Predecessor
	Three Months Ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from March 29, 2010 to May 10, 2010	Six Months Ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from December 28, 2009 to May 10, 2010
			(in thousands)			
Net income (loss)	$ 25,288	$ (18,214)	$ 359,972	$ 11,140	$ (18,214)	$ 363,624
Net change in cumulative translation adjustment	216	225		(608)	225	
Total comprehensive income (loss)	$ 25,504	$ (17,989)	$ 359,972	$ 10,532	$ (17,989)	$ 363,624

For the Predecessor period from March 29, 2010 to May 10, 2010, the net income of $360.0 million was primarily attributable to the recognition of reorganization gain of $364.9 million as a result of discharge of prepetition obligations upon emergence from the Chapter 11 Cases, partially offset by certain operating expenses.

6. Related Party Transactions

Spansion Japan

The following table presents the significant related party transactions between the Company and Spansion Japan for the three and six months ended June 27, 2010:

	Three Months Ended June 27, 2010		Six Months Ended June 27, 2010	
	Successor	Predecessor	Successor	Predecessor
	Period from May 11, 2010 to June 27, 2010	Period from March 29, 2010 to May 10, 2010	Period from May 11, 2010 to June 27, 2010	Period from December 28, 2009 to May 10, 2010
		(in thousands)		
Sales to Spansion Japan	$ 4,801	$ 24,496	$ 4,801	$ 78,705
Wafer purchases from Spansion Japan	$ 4,357	$ 25,432	$ 4,357	$ 80,160
Payment to Spansion Japan for R&D services	$ 143	$ 655	$ 143	$ 2,686

Effective June 27, 2010, Spansion Japan s Plan of Reorganization (POR) was confirmed by the Tokyo District Court. The POR provided for Spansion Japan to redeem shares held by its shareholders without consideration, cancel such shares and issue new shares to unsecured creditors. The redemption, cancellation and new issuance were completed effective September 28, 2010. As a result, Spansion Japan is no longer a related party to the Company.

Silver Lake Sumeru Fund, L.P.

SLS Spansion Holdings, LLC, and its affiliates are holders of greater than 10 percent of the Company s voting securities as of June 26, 2011 and two affiliates of Silver Lake Sumeru Fund L.P. are members of the Company s Board of Directors. On April 30, 2011, the Company entered into a purchase agreement with SL Capital Appreciation Fund, L.L.C., Silver Lake Sumeru Fund, L.P. and Silver Lake Credit Fund, L.P. (collectively, the ***Sellers***) to purchase all rights with respect to certain claims against the Debtors under the Chapter 11 Cases held by the Sellers that will be settled with Spansion common shares. The aggregate purchase price paid by Spansion for all rights was approximately $29.0 million and was recognized in stockholder s equity as a component of additional paid in capital.

11

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

The purchase agreement and the transactions thereunder were approved by the non-interested directors of the Company s Board and also by an order of the Bankruptcy Court under the Chapter 11 Cases on May 31, 2011.

7. Restructuring Charges

For the Predecessor period from December 28, 2009 to May 10, 2010, as part of its ongoing strategic effort to reduce costs and conserve cash, the Company eliminated regular and contract positions globally, through consolidations, attrition, and a reduction in regular, contract and temporary workers in manufacturing, engineering, management and administrative support functions.

Restructuring charges for the three months ended March 28, 2010 was immaterial. For the period from March 29, 2010 through May 10, 2010, restructuring charges were as follows:

	Predecessor Period from March 29, 2010 to May 10, 2010 (in thousands)
Employee severance pay and benefits	$ 437
Professional fees	99
Relocation of property, plant and equipment	78
Utilities, deinstallation and tax expenses for Sub-micron Development Center (SDC) building	564
Others	166
Cash settled restructuring charges	1,344
Depreciation and write-off fixed assets	759
Gain recognized on sale of Suzhou plant	(1,548)
Gain from sale of fixed assets	(3,340)
Total restructuring charges (credits)	$ (2,785)

There were no restructuring charges in any Successor period.

8. Intangible Assets and Goodwill

Intangible assets at June 26, 2011 and December 26, 2010 are as follows:

	Successor	
	June 26, 2011	December 26, 2010
	(in thousands)	
Developed technology	$ 81,474	$ 65,900
Customer relationships	93,613	93,348

Trade name	8,200	8,200
Total amortizable intangible assets	$ 183,287	$ 167,448
Less: Accumulated Depreciation	(23,618)	(12,715)
Intangible assets, net	$ 159,669	$ 154,733
IPR&D	27,426	43,000
Goodwill	161,974	153,338
Intangible assets and goodwill, net	**$ 349,069**	**$ 351,071**

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

During the first quarter of fiscal 2011, the Company identified and recorded to Goodwill certain out of period errors relating to the provision for income taxes for foreign operations in the Predecessor period prior to May 10, 2010 resulting in a increase to Goodwill. See Note 1 for more information. There were no such adjustments for the three months ended June 26, 2011.

In-Process Research and Development (IPR&D)

As of June 26, 2011, approximately $15.6 million of the total capitalized IPR&D of $43 million relating to GL NOR Flash memory projects had reached technological feasibility and was transferred to developed technology and amortization of approximately $0.6 million was recorded during the three months ended June 26, 2011 for these projects. The Company expects the remaining projects (relating to the development of process technologies to manufacture flash memory products associated with GL and FL product families) to attain technological feasibility and commence commercial production during fiscal 2011 and the first half of fiscal 2012.

9. Warranties and Indemnities

The Company generally offers a one-year limited warranty for its Flash memory products. Changes in the Company s liability for product warranty during the three and six months ended June 26, 2011 are as follows:

	Three Months Ended	Six Months Ended
	June 26, 2011 (in thousands)	
Balance at beginning of period	$ 1,285	$ 1,766
Provision for warranties issued	452	784
Settlements	(720)	(1,265)
Changes in liability for pre-existing warranties during the period	(404)	(672)
Balance at end of period	$ 613	$ 613

Changes in the Company s liability for product warranty during the three and six months ended June 27, 2010 are as follows:

	Three Months Ended	Six Months Ended
	June 27, 2010 (in thousands)	
Balance at beginning of period (Predecessor)	$ 3,619	$ 3,841
Provision for warranties issued	761	1,694
Settlements	(727)	(852)
Changes in liability for pre-existing warranties during the period	(484)	(1,514)
Balance at May 10, 2010 (Predecessor)	$ 3,169	$ 3,169
Balance at beginning of period (Successor)	$ 3,169	$ 3,169

Provision for warranties issued	594	594
Settlements	(158)	(158)
Changes in liability for pre-existing warranties during the period	(187)	(187)
Balance at June 27, 2010 (Successor)	$ 3,418	$ 3,418

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

10. Debt and Capital Lease Obligations

The following table summarizes the Company s debt and capital lease obligations at June 26, 2011 and December 26, 2010:

	June 26, 2011	December 26, 2010
	(in thousands)	
Debt obligations:		
Senior Unsecured Notes	$ 200,000	$ 200,000
Senior Secured Term Loan	247,424	251,750
Obligations under capital leases	885	3,159
Total debt and capital lease obligations	$ 448,309	$ 454,909
Less: current portion	2,771	13,689
Long-term debt and capital lease obligations	$ 445,538	$ 441,220

Senior Secured Term Loan (the Term Loan)

On May 12, 2011, Spansion LLC amended its Term Loan to reduce the applicable margin on base rate loans from 3.75 percent per annum to 2.50 percent per annum and on Eurodollar rate loans from 4.75 percent per annum to 3.50 percent per annum, and reduce the LIBOR floor on Eurodollar rate loans from 1.75 percent to 1.25 percent, effective as of May 16, 2011. The Company incurred a $2.5 million prepayment penalty associated with the amendment of the Term Loan which was capitalized as a discount to the Term Loan in accordance with the guidance under ASC Topic No. 470, *Debt*.

At any time prior to May 12, 2012, if the Company makes any prepayment of the Term Loan in connection with certain repricing transactions or effects any amendment of the Term Loan resulting in certain repricing transactions, a prepayment premium of one percent of the amount of the Term Loan being prepaid will be due from the Company.

The amendment also provides for increased allowable limits for capitalized leases, loans to employees, threshold for requiring control agreements on deposit accounts, investments, dispositions, general restricted payments and acquisition of certain bankruptcy claims. Additionally, the amendment permits the sale of the Company s headquarters building and consignment of equipment and inventory in connection with the provision of services or products.

As of June 26, 2011, the Company was in compliance with all the Term Loan s covenants, including the minimum Consolidated Interest Coverage Ratio test, Consolidated Leverage Ratio and Capital Expenditures. The following shows the required ratios under these financial covenants and the current ratios as of June 26, 2011:

Financial Covenant	Required Ratio under Term Loan	Actual Ratios as of June 26, 2011
Consolidated Interest Coverage Ratio	Greater than 3.5 to 1.0	8.0 to 1.0
Consolidated Leverage Ratio	Less than 3.0 to 1.0	1.6 to 1.0

Capital Expenditures	Less than $150 million during each fiscal year [(1)]	$45.3 million

(1) Subject to certain provisions enabling a carry-over of unused amounts to the following fiscal year.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Revolving Credit Facility

On May 12, 2011, the Company also amended the Revolving Credit Facility in a fashion similar to those changes made to the Term Loan. Availability on the Revolving Credit Facility was $16.6 million as of June 26, 2011 with no amounts drawn down. The Company was in compliance with all of the Revolving Credit Facility s covenants as of June 26, 2011.

11. Income Taxes

The following table presents the provision for (benefit from) income taxes of the Company:

		Three months ended June 27, 2010			Six months ended June 27, 2010	
	Successor	Successor	Predecessor	Successor	Successor	Predecessor
	Three Months ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from March 29, 2010 to May 10, 2010	Six Months ended June 26, 2011	Period from May 11, 2010 to June 27, 2010	Period from December 28, 2009 to May 10, 2010
	(in thousands)					
(Benefit from) provision for income taxes	$ 1,731	$ (21)	$ 1,235	$ 6,828	$ (21)	$ 1,640

The Company recorded an income tax expense of $1.7 million for the three months ended June 26, 2011 as compared to immaterial income tax benefits from May11, 2010 to June 27, 2010 and $1.2 million income tax expenses from March 29, 2010 to May 10, 2010. The income tax expense recorded for the three months ended June 26, 2011 related to tax provisions in profitable foreign locations. The income tax expense recorded from March 29, 2010 to May 10, 2010 related to tax provisions in profitable foreign locations.

The Company recorded income tax expense of $6.8 million for the six months ended June 26, 2011 including correction for uncertain tax positions of its foreign locations for the Successor period from May 11, 2010 to December 26, 2010 of $2.8 million, as compared to immaterial tax benefits from May 11, 2010 to June 27, 2010 and income tax expense of $1.6 million from December 28, 2009 to May 10, 2010. The income tax expense recorded for the six months ended June 26, 2011 excluding the correction, related to tax provisions in profitable foreign locations. The income tax expense recorded from December 28, 2009 to May 10, 2010 related to tax provisions in profitable foreign locations.

As of June 26, 2011, all of the Company s U.S. deferred tax assets, net of deferred tax liabilities, continue to be subject to a full valuation allowance. The valuation allowance is based on the Company s assessment that the deferred tax assets will not be realizable in the foreseeable future.

As of December 26, 2010, the Company had U.S. federal and state net operating loss carry forwards of approximately $870.0 million and $214.9 million, respectively. Approximately $533.6 million of the federal net operating loss carry forwards are subject to an annual limitation of $27.2 million. The federal and state net operating losses, if not utilized, expire from 2018 to 2030.

If the Company were to undergo an ownership change for purposes of Section 382 of the Internal Revenue Code of 1986, as amended, such as an offering of its common stock, its ability to utilize its unlimited federal net operating loss carry forwards of approximately $336.4 million as of December 26, 2010 may be limited under certain provisions of the Internal Revenue Code. As a result, the Company may incur greater tax liabilities than it would in the absence of such a limitation and any incurred liabilities could materially adversely affect it.

Please refer to Note 1 of the Notes to Condensed Consolidated Financial Statements for information on the out of period tax adjustments.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

12. Fair Value Measurements

As of June 26, 2011 and December 26, 2010, the fair value measurements of the Company s financial assets and liabilities consisted of those categorized in the table below based upon the fair value hierarchy:

	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	June 26, 2011				December 26, 2010			
	(in thousands)							
Treasury Bills	$	$	$	$	$ 129,955	$	$	$ 129,955
Certificates of Deposits	$	26,109	$	$ 26,109	$	$	$	$
Total financial assets	$	$ 26,109	$	$ 26,109*	$ 129,955	$	$	$ 129,955*
Interest rate swaps		1,799		1,799		1,180		1,180
Total financial liabilities	$	$ 1,799	$	$ 1,799	$	$ 1,180	$	$ 1,180

* Total short-term investments and cash equivalents excludes cash of $288.0 million and $224.3 million as of June 26, 2011 and December 26, 2010 held in operating accounts, respectively.

As of June 26, 2011, the Company was holding approximately $26.1 million of certificates of deposits, issued by banks in the United States and insured by the Federal Deposit Insurance Corporation (FDIC), as held- to- maturity securities which is reported at amortized cost. The fair value of certificates of deposits is based on either quoted prices in active markets for identical assets and liabilities, or if such prices are not available, quoted prices from similar assets or inputs other than quoted prices that are observable either directly or indirectly. These certificates of deposits are included in Level 2 and in determining the fair value of our interest rate swap, the Company uses the present value of expected cash flows based on market observable interest rate yield curves and interest rate volatility commensurate with the term of each instrument. Since the Company only uses observable inputs in the swap, it is considered a Level 2 valuation.

As of December 26, 2010, the fair value of the treasury bills were based on quoted prices in active markets for identical terms and included in Level 1.

13. Derivative Financial Instruments

Interest Rate Risk

The Company is currently exposed to the variability of future quarterly interest payments on its Term Loan due to changes in the LIBOR interest rate above the floor rate of 1.25 percent. To mitigate this interest rate risk and also to comply with the requirement of hedging then required in the initial Term Loan agreement, the Company entered into a series of interest rate swaps to manage the interest rate risk associated with its borrowings in the third quarter of 2010. This hedging requirement was removed when the Term Loan was amended in November 2010. However, the interest rate swaps remained in place as of June 26, 2011.

The Company has approximately $249.8 million outstanding under the Term Loan as of June 26, 2011. Under the swap agreements, with an aggregate notional amount of $250 million and expiration date of May 17, 2013, the Company pays the independent swap counterparty a fixed rate of 2.42 percent and, in exchange, the swap counterparty pays the Company an interest rate equal to the floor rate of 2 percent or three-month

LIBOR, whichever is higher.

As of November 9, 2010, due to amendment of the Term Loan, the critical terms of the swaps and the Term Loan were no longer matched. Accordingly, the swaps no longer qualified as a cash flow hedge under ASC Topic 815, *Derivatives and Hedging*. As a result, the mark-to-market of the swaps has been reported as a component of interest expense since the fourth quarter of fiscal 2010. The Company has recorded a loss of approximately $0.7 million, $1.1 million, and $1.4 million in interest expenses related to the swaps for the three and six months ended June 26, 2011 and for the Successor period from May 11, 2010 to December 26, 2010, respectively. There was no interest rate swap in the Predecessor.

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

The location and fair value amounts of the Company s derivative instruments reported in its condensed consolidated balance sheet as of June 26, 2011 and December 26, 2010 were as follows:

	Balance Sheet Location	June 26, 2011	December 26, 2010
		(in thousands)	
Interest Rate Swaps	Other Current Liabilities and Other Liabilities	$ 1,799	$ 1,180

14. Commitments, Contingencies and Legal Matters

Purchase Commitments

The Company maintains purchase commitments with certain suppliers, primarily for inventory and some nonproduction items. Purchase commitments for inventory materials are generally restricted to a forecasted time horizon as mutually agreed upon between the parties. This forecasted time horizon can vary for different suppliers. As of June 26, 2011, the total purchase commitments were $195.5 million, which are due through 2015.

Guarantees

Product Warranties

The Company generally offers a one-year limited warranty for its Flash memory products. See Note 9 for more information relating to changes in the Company s liability for product warranty.

Indemnities

During the normal course of business, the Company makes certain indemnities and commitments under which it may be required to make payments in relation to certain transactions. These indemnities include non-infringement of patents and intellectual property, indemnities to our customers in connection with the delivery, design, manufacture and sale of our products, indemnities to our directors and officers in connection with legal proceedings, indemnities to various lessors in connection with facility leases for certain claims arising from such facility or lease, and indemnities to other parties to certain acquisition agreements. The duration of these indemnities and commitments varies, and in certain cases, is indefinite. The Company believes that substantially all of our indemnities and commitments provide for limitations on the maximum potential future payments it is obligated to make. However, the Company is unable to estimate the maximum amount of liability related to our indemnities and commitments because such liabilities are contingent upon the occurrence of events which are not reasonably determinable. Management believes that any liability for these indemnities and commitments would not be material to our accompanying condensed consolidated financial statements.

Uncertain Tax Positions

As of June 26, 2011, the liability for uncertain tax positions was $18.7 million including interest and penalties. Due to the high degree of uncertainty regarding the timing of potential future cash flows associated with these liabilities, the Company is unable to make a reasonably reliable estimate of the amount and period in which these liabilities might be paid.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Legal Matters

For a complete description of the procedural history of each of the legal proceedings referred to below, see our Annual Report on Form 10-K for the fiscal year ended December 26, 2010.

LSI, Agere v. Spansion Inc., et al

On May 19, 2011, plaintiffs LSI Corporation and Agere Systems, Inc. filed a motion to lift the stay and dismiss the action. On June 16, 2011, the U.S. District Court for the Eastern District of Texas dismissed the action.

Spansion v. Samsung Patent Infringement Litigation

Spansion was a several patent-related proceedings involving Samsung Electronics Co., Ltd. On June 15, 2011, Spansion and Samsung entered into a binding Memorandum of Understanding (MOU) that settles all outstanding patent matters between them as well as granting each other seven-year limited patent cross-licenses. Samsung will pay to Spansion $150 million dollars over a five-year period. The payments will consist of an initial installment of $25 million, which is due August 15, 2011, and 20 quarterly installments of $6.25 million beginning in the fourth quarter of 2011. In addition, Spansion and Samsung will stipulate to a $45 million bankruptcy claim for Samsung, which Spansion agreed to purchase for $30 million that was subsequently approved by the Bankruptcy Court. Updates to the settled patent-related proceedings are as follows:

Samsung ITC Investigation (337-TA-685)

On July 7, 2011, an order terminating the investigation on the basis of a settlement agreement was entered by Secretary James R. Holbein.

Spansion v. Samsung District Court Action (D. Del.)

On June 17, 2011, the parties filed a joint motion to dismiss all claims and counterclaims with prejudice as settled. The motion was granted on June 22, 2011.

Samsung v. Spansion International, Inc.

On July 13, 2011, the Federal Patent Court of Germany confirmed Spansion s withdrawal of the nullity action.

Spansion ITC Investigation (337-TA-735)

On June 20, 2011 the ALJ entered an initial determination terminating the investigation on the basis of a settlement agreement. On July 12, 2011, the Commission determined not to review that initial determination.

Spansion LLC v. Samsung Electronics Co., Ltd., et al (N.D. Cal.)

On June 20, 2011, an order dismissing all claims and counterclaims with prejudice as settled was entered by the Court.

Spansion LLC v. Samsung Electronics Co., Ltd, et al (E.D. Va.)

On June 17, 2011, an order dismissing all claims and counterclaims with prejudice as settled was entered by the Court.

Table of Contents

Spansion Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Spansion LLC v. Samsung Electronics Co., Ltd, et al (W.D. Wi.) (Civil Action No. 3:10-cv-453)

On June 16, 2011, the parties filed a joint motion to dismiss all claims and counterclaims with prejudice as settled. The motion was granted on June 17, 2011.

Spansion v. Samsung Electronics Co., Ltd, et al (W.D. Wi.) (Civil Action No. 3:10-cv-685)

On June 16, 2011, the parties filed a joint motion to dismiss all claims and counterclaims with prejudice as settled. The motion was granted on June 17, 2011.

15. Subsequent Events

On July 18, 2011, Spansion and Samsung entered into a Patent License and Settlement Agreement as contemplated by the MOU. The Agreement replaces the MOU, discussed in Note 14 above, and contains substantially identical terms and conditions.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Forward-Looking Statements

This Quarterly Report on Form 10-Q, including this Management s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. These statements relate to future events of our future financial performance. Forward-looking statements may include words such as may, will, should, expect, plan, intend, anticipate, believe, estimate, predict, potential, continue or other wording indicating future results or expectations. Forward-looking statements are subject to risks and uncertainties, and actual events or results may differ materially. Factors that could cause our actual results to differ materially include, but are not limited to, those discussed under Risk Factors in this report. We also face risks and uncertainties associated with emergence from the Chapter 11 Cases; claims not discharged in the Chapter 11 Cases and their effect on our results of operations and profitability; substantial indebtedness and its impact on our financial health and operations; fluctuations in foreign currency exchange rates; the sufficiency of workforce and cost reduction initiatives; and the effect of the earthquakes and tsunami that occurred in Japan and the continued risk of radiation exposure from damaged nuclear power plants. Other risks and uncertainties relating to our business include our ability to: successfully transform our business and implement our new business strategy focused primarily on the embedded Flash memory market; maintain or increase our average selling price and lower our average costs; accurately forecast customer demand for our products; attract new customers; obtain additional financing in the future; maintain our distribution relationships and channels in the future; successfully enter new markets and manage our international expansion; successfully compete with existing and new competitors, or with new memory or other technologies; successfully develop new applications and markets for our products; maintain manufacturing efficiency; obtain adequate supplies of satisfactory materials essential to manufacture our products; successfully develop and transition to the latest technologies; negotiate patent and other intellectual property licenses and patent cross-licenses and acquire additional patents; protect our intellectual property and defend against infringement or other intellectual property claims; maintain our business operations and demand for our products in the event of natural or man-made catastrophic events; and effectively manage, operate and compete in the current sustained economic downturn. Except as required by law, we undertake no obligation to revise or update any forward-looking statements to reflect any event or circumstances that arises after the date of this report, or to conform such statements to actual results or changes in our expectations.

Our Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is provided in addition to the accompanying condensed consolidated financial statements and notes to assist investors in understanding our results of operations, financial condition and cash flows. Our MD&A is organized as follows:

Overview: Discussion of our business and other highlights that provide context for the remainder of this MD&A.

Critical Accounting Policies: Accounting estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results and forecasts.

Results of Operations: Analysis of our financial results comparing the three and six months ended June 26, 2011 and June 27, 2010.

Liquidity and Capital Resources: Analysis of changes in our cash flows and discussion of our financial condition and potential sources of liquidity.

Overview

We are a leading designer, developer and manufacturer of Flash memory solutions and license our technology to third parties. We primarily focus on serving the Embedded Flash memory market to customers worldwide. Our Flash memory products primarily store data and software code for microprocessors, microcontrollers and other programmable semiconductors which run applications in a broad range of electronics systems. These electronic systems include computing and communications, automotive and industrial, consumer and gaming, wireless and machine-to-machine, or M2M devices. In addition to Flash memory products, we assist our customers in developing and prototyping their designs by providing software and hardware development tools, drivers and simulation models for system-level integration.

Our Flash memory solutions are incorporated in products from leading original equipment manufacturers, or OEMs. Our products are designed to accommodate various voltage, interface and memory density requirements for a wide range of applications and customer platforms. The majority of our new product designs are based on our proprietary two-bit-per-cell MirrorBit technology which has a simpler cell architecture requiring fewer manufacturing steps, supporting higher yields and lower costs as compared to competing floating gate NOR Flash memory technology.

Our net sales for the second quarter of fiscal 2011 increased, compared to the second quarter of fiscal 2010, due to the reduced impact of our fresh start accounting adjustments which began in the second quarter of fiscal 2010 and an increase in unit demand in our embedded Flash memory business in second quarter 2011. Our gross margin also increased due to the reduced impact of our fresh start accounting adjustments and lower expenses from improved factory utilization offset by declining ASPs in the wireless market.

During the first quarter of 2011, we identified certain errors totaling $9.2 million related to uncertain income tax positions in certain foreign locations affecting the periods prior to May 10, 2010 (Predecessor periods). We assessed the errors and concluded that such errors were not material to those periods. Accordingly, the correction for the Predecessor periods were recorded as adjustments to increase Goodwill as of the Fresh Start date. Further, we identified a $2.8 million adjustment for uncertain tax positions related to the period from May 11, 2010 to December 26, 2010 (Successor periods). We also concluded that this adjustment was not material to the Successor periods and is not expected to be material to its projected results of operations for the year ending December 25, 2011; therefore, the adjustment was recorded as an increase to our income tax provision during the three months ended March 27, 2011. There were no such adjustments for the three months ended June 26, 2011.

Critical Accounting Policies

There have been no significant changes in our critical accounting estimates or significant accounting policies during the three and six months ended June 26, 2011 as compared to the discussion in Part II, Item 7 and in Note 1 to our financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 26, 2010.

Combined Quarterly Financial Results of the Predecessor and Successor

In connection with our emergence from Chapter 11 Cases and the adoption of fresh start accounting, the results of operations for 2010 separately present the Successor period and the Predecessor period. Although distinct reporting periods, the effects of emergence and fresh start accounting did not have a material impact on the comparability of our results of operations between these periods, except as discussed below. For purposes of this MD&A, we combined the results of operations for (1) the Predecessor period from March 29, 2010 to May 10, 2010 with the Successor period from May 11, 2010 to June 27, 2010 and (2) the Predecessor period from December 28, 2009 to May 10, 2010 with the Successor period from May 11, 2010 to June 27, 2010. We then compare the combined results of operations for the three and six months ended June 27, 2010 with the three and six months ended June 26, 2011.

We believe the combined results of operations for the three and six months ended June 27, 2010 provide management and investors with a more meaningful perspective on our results of operations for the three and six months ended June 26, 2011 and our ongoing financial and operational performance and trends than if we did not combine the results of operations of the Predecessor and the Successor in this manner.

Table of Contents

Results of Operations

Unaudited Pro Forma Condensed Consolidated Financial Information

The following unaudited pro forma condensed consolidated financial information for the three and six months ended June 27, 2010 gives effect to (i) the Plan of Reorganization and emergence from the Chapter 11 Cases and the application of fresh start accounting on May 10, 2010 and (ii) the issuance of the notes. The information has been derived by the application of pro forma adjustments to the consolidated financial statements.

The unaudited pro forma condensed consolidated statement of operations has been adjusted to give effect to pro forma events that are (i) directly attributable to the transactions described below, (ii) are factually supportable and (iii) are expected to have a continuing impact on us. The following unaudited pro forma condensed consolidated statement of operations for the three and six months ended June 27, 2010 is presented on a basis to reflect the adjustments as if each of the transactions described below had occurred on December 28, 2009, the first day of the fiscal year ended December 26, 2010. A pro forma balance sheet has not been presented as the transactions described below are reflected in the historical balance sheet as of December 26, 2010.

The Company believes that the presentation of the unaudited pro forma condensed consolidated financial information makes it easier for investors to compare current and historical periods operating results and that it assists investors in comparing the Company s performance across reporting periods on a consistent basis by making the adjustments as described in more detail below. However, the unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations that would have been reported had the Plan of Reorganization and emergence from the Chapter 11 Cases and the application of fresh start accounting and the issuance of the notes in fact occurred on the first day of the respective period presented for the unaudited pro forma condensed consolidated statement of operations, or indicative of our future results. In addition, our historical consolidated financial statements will not be comparable to our financial statements following emergence from the Chapter 11 Cases due to the effects of the consummation of the Plan of Reorganization as well as adjustments for fresh start accounting. See the section titled Adjustments Relating to Fresh Start Accounting below for further information.

Adjustments Relating to Fresh Start Accounting

The Fresh Start column of the unaudited pro forma condensed consolidated statement of operations gives effect to adjustments relating to fresh start accounting pursuant to ASC 852 *Reorganizations*. In accordance with ASC 852, if the reorganization value of the assets of the emerging entity immediately before the date of confirmation is less than the total of all post-petition liabilities and allowed claims, and if holders of existing voting shares immediately before confirmation receive less than 50 percent of the voting shares of the emerging entity, the entity shall adopt fresh start accounting upon its emergence from Chapter 11. The loss of control contemplated by a reorganization plan must be substantive and not temporary. That is, the new controlling interest must not revert to the stockholders existing immediately before the plan was filed or confirmed. We concluded that we met the criteria under ASC 852 to adopt fresh start accounting upon emergence from the Chapter 11 Cases on May 10, 2010.

In connection with the adoption of fresh start accounting, we revalued our tangible and intangible assets as of the emergence date, resulting in a higher fair value of our tangible fixed assets and the recognition of intangible amortizable assets. The effect of these fair value adjustments was an increase in the depreciation and amortization charge for such assets in reporting periods subsequent to our emergence from the Chapter 11 Cases, which will increase the costs of goods sold and decrease gross profit margins in future periods.

For additional information regarding adjustments relating to fresh start accounting, see Notes 1 through 6 to this unaudited pro forma condensed consolidated financial information.

Table of Contents

Adjustments Relating to the Financing

The Financing column in the unaudited pro forma condensed consolidated statement of operations gives effect to the repayment of $195.6 million of the original $450 million amount borrowed under the Term Loan using the proceeds from the notes. The effect of this pro forma adjustment will be lower interest expense as a result of the settlement of the FRNs and lower finance charges due to the elimination of the write-off of debt financing costs upon emergence from the Chapter 11 Cases.

For additional information regarding adjustments relating to this financing, see Note 4 to the unaudited pro forma condensed consolidated financial information.

Unaudited Pro Forma Condensed Consolidated Statement of Operations

for the Three Months Ended June 27, 2010

(in thousands)

	Historical		Adjustments		Pro Forma
	Period from March 29, 2010 to May 10, 2010	Period from May 11, 2010 to June 27, 2010	Fresh Start	Financing	Period from March 29, 2010 to June 27, 2010
Net sales (1)	$ 101,786	$ 124,569	$	$	$ 226,355
Net sales to related parties	24,496	4,801			29,297
Total net sales	126,282	129,370			255,652
Cost of sales (1), (2), (3)	85,697	111,413	13,523		210,633
Research and development (3)	12,115	13,420	121		25,656
Sales, general and administrative (3)	20,497	18,259	141		38,897
Restructuring credits	(2,785)				(2,785)
Operating income (loss) before reorganization items	10,758	(13,722)	(13,785)		(16,749)
Other income (expense):					
Interest and other income (expense), net	(3,190)	364			(2,826)
Interest expense (4)	(11,237)	(4,877)	3,289	3,342	(9,483)
Loss before reorganization items and income taxes	(3,669)	(18,235)	(10,496)	3,342	(29,058)
Reorganization items	364,876				364,876
Income (loss) before income taxes	361,207	(18,235)	(10,496)	3,342	335,818
Provision (benefit) for income taxes (5)	1,235	(21)			1,214
Net income (loss)	$ 359,972	$ (18,214)	$ (10,496)	$ 3,342	$ 334,604
Net income (loss) per share (6):					
Basic	$ 2.22	$ (0.31)			$ 5.64
Diluted	2.21	(0.31)			5.56
Shares used in per share calculation:					

Basic	162,513	59,271	59,277
Diluted	162,518	59,271	60,198

(1) Fresh start accounting requires the elimination of deferred revenue (and its associated deferred cost of sales) when no future performance obligation is required. No adjustments have been made to the unaudited pro forma condensed consolidated statement of operations for the three months ended June 27, 2010 to recognize such eliminated deferred revenue and the related cost of sales of $37.0 million and $27.8 million respectively, as such adjustments are non-recurring in nature.

23

Table of Contents

(2) Fresh start accounting requires the revaluation of inventory to its fair value on the Emergence Date. Accordingly, the value of inventory was increased by $98.4 million on the Emergence Date. As a result, we recognized additional cost of sales of approximately $18.6 million for the revaluation. No adjustment has been made to reduce such additional cost in the unaudited pro forma condensed consolidated statement of operations for the three months ended June 27, 2010 as it is non-recurring in nature

(3) Fresh start accounting requires the revaluation of our tangible and intangible assets to fair value, resulting in a higher fair value of our existing tangible fixed assets and the recognition of new intangible, amortizable assets namely developed technology, customer relationships and trade name. The effect of these fair value adjustments was primarily to increase the depreciation and amortization charge relating to these fixed assets and intangible assets in reporting periods subsequent to the Emergence Date, which will primarily increase our costs of goods sold and decrease gross profit margins in future periods. The pro forma adjustment to increase depreciation and amortization expense by $13.8 million reflects the average daily depreciation and amortization rate for the period from May 11, 2010 to December 26, 2010 applied to the period from March 29, 2010 to June 27, 2010.

(4) On February 9, 2010, we borrowed $450 million pursuant to the Term Loan. The proceeds of the Term Loan, together with cash proceeds from other sources of cash available to us, were used in full to partially discharge the remaining balance of claims relating to holders of our Senior Secured Floating Rate Notes (the FRNs). See Note 12 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 26, 2010 for more information.

On November 9, 2010, we completed an offering of $200 million aggregate principal amount of the notes, resulting in net proceeds of approximately $195.6 million after related offering expenses. These proceeds were used to pay down amounts outstanding under our Term Loan.

The Financing column in the unaudited pro forma condensed consolidated statement of operations gives effect to the repayment of $195.6 million of the original $450 million Term Loan, using the proceeds from the notes. The effect of this pro forma adjustment will be a lower interest and financing charge to as a result of issuing debt with a lower rate of interest and utilizing the proceeds from the notes to partially pay down existing higher-interest debt. The lower interest expense is reflected in the unaudited pro forma condensed consolidated statement of operations for the three months ended June 27, 2010 as it is recurring in nature.

The following assumptions were utilized in computing the pro-forma impact of the Financing adjustment:

a) The FRNs were settled as of December 28, 2009 and there was no interest charge relating to the FRNs in the unaudited pro forma condensed consolidated statement of operations for the three months ended June 27, 2010, a total interest saving of $3.1 million;

b) The Term Loan was effective as of December 28, 2009, which was the beginning of pro forma fiscal 2010;

c) $195.6 million of the original $450 million Term Loan was paid down from the proceeds of the $200 million notes effective as of December 28, 2009, which was the beginning of pro forma fiscal 2010. Additionally, a prepayment penalty charge of approximately $2.0 million was incurred in fiscal 2010 due to early paydown of the Term Loan; and

d) The effective interest rates of 6.50% and 7.875% on $250 million of the Term Loan and the $200 million notes, respectively, were effective throughout the unaudited pro forma condensed consolidated statement of operations for the pro forma three months ended June 27, 2010.

Further, as part of fresh start accounting, the Company had written off the unamortized debt financing costs for the $450 million Term Loan as the fair value of the debt was deemed to be at face value. The benefit to interest and other income represents the reversal of such debt financing costs that were charged to the consolidated statement of operations from February 9, 2010 to May 10, 2010. This resulted in a net benefit adjustment amounting to $3.3 million.

Table of Contents

(5) The Company has net operating loss carry forwards and a full valuation allowance on its deferred tax assets. As a result, there is no tax impact on the adjustments identified in the unaudited pro forma condensed consolidated statement of operations for pro forma three months ended June 27, 2010.

(6) Pro forma basic and diluted per-share numbers used in the per share calculation reflect the issuance of shares of the Successor and the cancellation of the shares of the Predecessor at the Emergence Date as if such shares were issued and cancelled, respectively, on December 29, 2009, which was the beginning of pro forma fiscal 2010. Additionally, initial vesting of restricted stock awards that occurred on May 10, 2010 was assumed to have occurred on December 28, 2009 and quarterly thereafter. Such vested restricted stock shares are included in the pro forma basic per-share numbers and unvested restricted stock awards are included in the pro forma diluted per-share numbers using the treasury stock method.

Table of Contents

Unaudited Pro Forma Condensed Consolidated Statement of Operations

for the Six Months Ended June 27, 2010

(in thousands)

	Historical		Adjustments		Pro Forma
	Period from December 28, 2009 to May 10, 2010	Period from May 11, 2010 to June 27, 2010	Fresh Start	Financing	Period from December 28, 2009 to June 27, 2010
Net sales (1)	$ 324,914	$ 124,569	$	$	$ 449,483
Net sales to related parties	78,705	4,801			83,506
Total net sales	403,619	129,370			532,989
Cost of sales (1), (2), (3)	274,817	111,413	42,824		429,054
Research and development (3)	35,068	13,420	384		48,872
Sales, general and administrative (3)	68,105	18,259	446		86,810
Restructuring credits	(2,772)				(2,772)
Operating income (loss) before reorganization items	28,401	(13,722)	(43,654)		(28,975)
Other income (expense):					
Interest and other income (expense), net	(2,904)	364			(2,540)
Interest expense (4)	(30,573)	(4,877)	11,144	4,888	(19,418)
Loss before reorganization items and income taxes	(5,076)	(18,235)	(32,510)	4,888	(50,933)
Reorganization items	370,340				370,340
Income (loss) before income taxes	365,264	(18,235)	(32,510)	4,888	319,407
Provision (benefit) for income taxes (5)	1,640	(21)			1,619
Net income (loss)	$ 363,624	$ (18,214)	$ (32,510)	$ 4,888	$ 317,788
Net income (loss) per share (6):					
Basic	$ 2.24	$ (0.31)			$ 5.36
Diluted	2.24	(0.31)			5.28
Shares used in per share calculation:					
Basic	162,439	59,271			59,274
Diluted	162,610	59,271			60,195

26

Table of Contents

(1) Fresh start accounting requires the elimination of deferred revenue (and its associated deferred cost of sales) when no future performance obligation is required. No adjustment has been made in the unaudited pro forma condensed consolidated statement of operations for the six months ended June 27, 2010 to recognize such eliminated deferred revenue and the related cost of sales of $37.0 million and $27.8 million respectively, as such adjustments are non-recurring in nature.

(2) Fresh start accounting requires the revaluation of inventory to its fair value on the Emergence Date. Accordingly, the value of inventory was increased by $98.4 million on the Emergence Date. As a result, we recognized additional cost of sales of approximately $18.6 million for the revaluation. No adjustment has been made to reduce such additional cost in the unaudited pro forma condensed consolidated statement of operations for the six months ended June 27, 2010 as it is non-recurring in nature.

(3) Fresh start accounting requires the revaluation of our tangible and intangible assets to fair value, resulting in a higher fair value of our existing tangible fixed assets and the recognition of new intangible, amortizable assets namely developed technology, customer relationships and trade name. The effect of these fair value adjustments was primarily to increase the depreciation and amortization charge relating to these fixed assets and intangible assets in reporting periods subsequent to the Emergence Date, which will primarily increase our costs of goods sold and decrease gross profit margins in future periods. The pro forma adjustment to increase depreciation and amortization expense by $43.7 million reflects the average daily depreciation and amortization rate for the period from May 11, 2010 to December 26, 2010 applied to the period from December 28, 2009 to June 27, 2010.

(4) On February 9, 2010, we borrowed $450 million pursuant to the Term Loan. The proceeds of the Term Loan, together with cash proceeds from other sources of cash available to us, were used in full to partially discharge the remaining balance of claims relating to holders of our Senior Secured Floating Rate Notes (the FRNs). See Note 12 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 26, 2010 for more information.

On November 9, 2010, we completed an offering of $200 million aggregate principal amount of the notes, resulting in net proceeds of approximately $195.6 million after related offering expenses. These proceeds were used to pay down amounts outstanding under our Term Loan.

The Financing column in the unaudited pro forma condensed consolidated statement of operations gives effect to the repayment of $195.6 million of the original $450 million Term Loan, using the proceeds from the notes. The effect of this pro forma adjustment will be a lower interest and financing charge to as a result of issuing debt with a lower rate of interest and utilizing the proceeds from the notes to partially pay down existing higher-interest debt. The lower interest expense is reflected in the unaudited pro forma condensed consolidated statement of operations for the six months ended June 27, 2010 as it is recurring in nature.

The following assumptions were utilized in computing the pro-forma impact of the Financing adjustment:

a) The FRNs were settled as of December 28, 2009 and there was no interest charge relating to the FRNs in the unaudited pro forma condensed consolidated statement of operations for the six months ended June 27, 2010, a total interest saving of $8.4 million;

b) The Term Loan was effective as of December 28, 2009, which was the beginning of pro forma fiscal 2010;

c) $195.6 million of the original $450 million Term Loan was paid down from the proceeds of the $200 million notes effective as of December 28, 2009, which was the beginning of pro forma fiscal 2010. Additionally, a prepayment penalty charge of approximately $2.0 million was incurred in fiscal 2010 due to early paydown of the Term Loan; and

d) The effective interest rates of 6.50% and 7.875% on $250 million of the Term Loan and the $200 million notes, respectively, were effective throughout the unaudited pro forma condensed consolidated statement of operations for the pro forma six months ended June 27, 2010.

Table of Contents

Further, as part of fresh start accounting, the Company had written off the unamortized debt financing costs for the $450 million Term Loan as the fair value of the debt was deemed to be at face value. The benefit to interest and other income represents the reversal of such debt financing costs that were charged to the consolidated statement of operations from February 9, 2010 to May 10, 2010. This resulted in a net benefit adjustment amounting to $11.1 million.

(5) The Company has net operating loss carry forwards and a full valuation allowance on its deferred tax assets. As a result, there is no tax impact on the adjustments identified in the unaudited pro forma condensed consolidated statement of operations for pro forma six months ended June 27, 2010.

(6) Pro forma basic and diluted per-share numbers used in the per share calculation reflect the issuance of shares of the Successor and the cancellation of the shares of the Predecessor at the Emergence Date as if such shares were issued and cancelled, respectively, on December 29, 2009, which was the beginning of pro forma fiscal 2010. Additionally, initial vesting of restricted stock awards that occurred on May 10, 2010 was assumed to have occurred on December 28, 2009 and quarterly thereafter. Such vested restricted stock shares are included in the pro forma basic per-share numbers and unvested restricted stock awards are included in the pro forma diluted per-share numbers using the treasury stock method.

Comparison of Net Sales, Gross Margin, Operating Expenses, Interest and Other Income, Net, Interest Expense and Income Tax Provision

	Three Months Ended		Six Months Ended	
	June 26, 2011	Pro Forma June 27, 2010	June 26, 2011	Pro Forma June 27, 2010
Total net sales	298,768	255,652	591,705	532,989
Cost of sales	221,336	210,633	445,502	429,054
Gross margin	26%	18%	25%	20%
Research and development	30,567	25,656	60,397	48,872
Sales, general and administrative	10,779	38,897	50,460	86,810
Restructuring credits		(2,785)		(2,772)
Operating income (loss)	36,086	(16,749)	35,346	(28,975)
Interest and other income (expense), net	(288)	(2,826)	459	(2,540)
Interest expense	(8,779)	(9,483)	(17,837)	(19,418)
Reorganization items		364,876		370,340
Provision for (benefit from) income taxes	1,731	1,214	6,828	1,619

Total Net Sales

Total net sales for the three months ended June 26, 2011 increased by $43.1 million compared to the pro forma total net sales for the three months ended June 27, 2010. The overall revenue increase for the quarter consisted of (i) $36.6 million higher deferred revenue loss in the three months ended June 27, 2010 due to our adoption of fresh start accounting on the emergence date compared to the three months ended June 26, 2011 and (ii) $24.3 million increase in revenues predominantly driven by increased unit shipments of embedded products offset by a decline in average selling price (ASP) in the wireless market of $20.5 million.

Total net sales for the Predecessor period from March 29, 2010 to May 10, 2010 and the Successor period from May 11, 2010 to June 27, 2010 were $126.3 million and $129.4 million, respectively. The Successor s net sales were adversely impacted by approximately $37.0 million attributed to deferred revenue lost as a result of the adoption fresh start accounting.

Total net sales for the six months ended June 26, 2011 increased by $58.7 million compared to the pro forma total net sales for the six months ended June 27, 2010. The increase was primarily due to (i) $35.2 million higher deferred revenue loss in the six months ended June 27, 2010 due to our adoption of fresh start accounting on the emergence date compared to the six months ended June 26, 2011 and (ii) $54.5 million increase in revenues predominantly driven by increased unit shipments of embedded products offset by a decline in ASPs in the wireless market of $33.8 million.

Total net sales for the Predecessor period from December 28, 2009 to May 10, 2010 and the Successor period from May 11, 2010 to June 27, 2010 were $403.6 million and $129.4 million, respectively. Aside from the difference in the number of days in the Successor and Predecessor periods, sales were relatively consistent between these two periods except for the adverse impacted of approximately $37.0 million attributed to deferred revenue lost in the Successor period as a result of the adoption fresh start accounting.

Table of Contents

Gross Margin

Our gross margin increased by 8 percent or $32.4 million for the three months ended June 26, 2011 compared to the pro forma gross margin for the three months ended June 27, 2010. The increase in gross margin was primarily due to: (i) a reduced impact of fresh start accounting related adjustments of $34.8 million (mainly due to greater amounts of lost deferred revenue upon emergence from bankruptcy during the second quarter of fiscal 2010 compared to the second quarter of fiscal 2011) and (ii) lower expenses resulting from operating efficiencies in factory utilization of $11.2 million. The gross margin increase was partially offset by $16.1 million decline in ASPs in the wireless market.

Our gross margin for the Predecessor period from March 29, 2010 to May 10, 2010 and the Successor period from May 11, 2010 to June 27, 2010 was 32.1% and 13.9%, respectively. The lower gross margin in the Successor period was primarily impacted by fresh start accounting adjustments as a result of our emergence from the Chapter 11 Cases, including approximately (i) $18.6 million amortization of inventory mark-up, (ii) a $27.7 million loss of deferred margin and (iii) $13.6 million of higher depreciation expense.

Our gross margin increased by 5 percent or $42.2 million for the six months ended June 26, 2011, compared to the pro forma gross margin for the six months ended June 27, 2010 and consisted of the following: (i) approximately $30.5 million increase due to improved factory utilization and efficiency from restructuring and consolidation of back-end manufacturing operations and (ii) a reduced impact of fresh start accounting related adjustments (mainly due to greater amounts of lost deferred revenue upon emergence from bankruptcy during the six months ended June 27, 2010 compared to the six months ended June 26, 2011) of $28.0 million. These increases were offset by a decrease of $17.4 million due to a decline in ASPs in the wireless market net of better pricing in the embedded market.

Our gross margin for the Predecessor period from December 28, 2009 to May 10, 2010 and the Successor period from May 11, 2010 to June 27, 2010 was 31.9% and 13.9%, respectively. The lower gross margin in the Successor period was as described above.

Research and Development

Research and development (R&D) expenses for the three months ended June 26, 2011 increased by $4.9 million compared to the pro forma R&D expenses for the three months ended June 27, 2010. The increase was primarily due to (i) net impairment charges of $3.8 million relating to R&D tools and equipment that had been held for sale after closing a design facility in Sunnyvale and (ii) increase in labor costs of $1.0 million due to increased headcount and employee compensation and benefits.

R&D expenses for the Successor period from May 11, 2010 to June 27, 2010 were approximately $13.4 million and included among other items, approximately $5.3 million of labor costs; approximately $2.4 million of expenses relating to outside service providers; approximately $1.5 million of material costs and approximately $1.5 million of building and other allocated operating expenses.

R&D expenses for the Predecessor period from March 29, 2010 to May 10, 2010 were approximately $12.1 million and included, among other items, approximately (i) $6.2 million of labor costs, (ii) $2.1 million of expenses relating to outside service providers, (iii) $0.9 million of material costs and (iv) $1.4 million of building and other allocated operating expenses.

R&D expenses for the six months ended June 26, 2011 increased by $11.5 million compared to the pro forma R&D expenses for the six months ended June 27, 2010. The increase in R&D expenses was attributable to approximately (i) $5.7 million of net impairment charges relating to R&D tools and equipment held for sale after closing a design facility in Sunnyvale (ii) an increase of amortization expense of $2.0 million due to revaluation of license contracts upon emergence (iii) an increase in labor costs of $3.7 million due to headcount and employee compensation and benefits, and (iv) an increase in material costs of $1.1 million associated with new product development. These increases were offset by reduced expense of $0.6 million in the six months ended June 26, 2011 due to closure of R&D operations in certain foreign final manufacturing locations.

R&D expenses for the Predecessor period from December 28, 2009 to May 10, 2010 were approximately $35.1 million and included approximately (i) $22.8 million of labor costs, (ii) $3.7 million of expenses relating to outside service providers, (iii) $1.8 million of material costs and (iv) $4.3 million of building and other allocated operating expenses.

Sales, General and Administrative

Sales, general and administrative (SG&A) expenses for the three months ended June 26, 2011 decreased by $28.1 million compared to the pro SG&A expenses for the three months ended June 27, 2010. The decrease was primarily due to (i) $31.3 million relating to the Samsung patent litigation settlement (refer to Note 14 of the Condensed Consolidated Financial Statements) which resulted in a reduction of our legal expense reserves and (ii) a reduction of $2.0 million in information technology expenses primarily due to data center migration resulting in lower costs.

The decrease in SG&A expenses is partially offset by (i) higher labor cost due to increase in headcount and employee compensation and benefits of approximately $3.9 million, and (ii) an increase in operating expenses of $1.5 million for our Japanese subsidiary, Nihon Spansion Limited, having operated for the full quarter during the second quarter of fiscal 2011 as compared to only two months in the corresponding quarter of fiscal 2010. Nihon Spansion Limited commenced operations in May 2010.

SG&A expenses for the Successor period from May 11, 2010 to June 27, 2010 were approximately $18.3 million, and included, among other items, approximately (i) $9.0 million of labor costs, (ii) $5.0 million of expenses relating to outside service providers and (iii) $1.9 million of building and other allocated operating expenses.

SG&A expenses for the Predecessor period from March 29, 2010 to May 10, 2010 were approximately $20.5 million and included, among other items, approximately (i) $8.0 million of labor costs, (ii) $7.4 million of expenses relating to outside service providers and (iii) $1.6 million of building and other allocated operating expenses.

SG&A expenses for the six months ended June 26, 2011 decreased by $36.3 million compared to the pro forma SG&A expenses for the six months ended June 27, 2010. The decrease in SG&A expenses was primarily due to (i) a reduction of $40.2 million in our legal expense reserves principally resulting from the Samsung patent litigation settlement (refer to Note 14 of the Condensed Consolidated Financial Statements) (ii) a reduction of approximately $3.3 million in information technology expenses primarily due to data center migration resulting in lower costs and (iii) a reduction of $1.5 million in provision for doubtful accounts. These decreases were partially offset by approximately (i) $5.4 million of higher labor costs due to increase in headcount and employee compensation and benefits costs, and (ii) an increase in operating expenses of $3.9 million for Nihon Spansion Limited having operated the full six months during the 2011 period as compared to only two months in the corresponding period in fiscal 2010.

SG&A expenses for the Predecessor period from December 28, 2009 to May 10, 2010 were approximately $68.1 million and included, among other items, approximately (i) $25.9 million of labor costs; approximately $25.1 million of expenses relating to outside service providers and approximately $6.6 million of building and other allocated operating expenses.

Table of Contents

Restructuring Credits

There were no restructuring credits for the three and six month periods ended June 26, 2011.

Restructuring credits for the three months and six months ended June 27, 2010 consisted of approximately $2.8 million which included (i) a $3.3 million gain on the sale of the fixed assets after closing a design facility in Sunnyvale (ii) a $1.5 million gain from the sale of the Suzhou plant (iii) a $1.3 million charge relating to employee severance pay and benefits, professional fees, and relocation of property, plant and equipment, and (iv) a $0.8 million charge relating to depreciation and write-off of fixed assets.

There were no restructuring credits for the Successor period from May 11, 2010 to June 27, 2010. Restructuring credits in the Predecessor period from March 29, 2010 to May 10, 2010 and the period from December 28, 2009 to May 10, 2010 were approximately $2.8 million due to approximately (i) $1.4 million of employee severance charges and (ii) $6.5 million of fixed asset relocation, depreciation and disposal charges, and which were offset by approximately $5.5 million and $5.2 million of gains on sale of fixed assets and sale of our Suzhou plant, respectively.

Interest and Other Income (Expense), Net

Interest and other income (expense), net, decreased by approximately $2.5 million for the three months ended June 26, 2011 compared to the pro forma interest and other income (expense), net, for the three months ended June 27, 2010. The decrease was mainly due to $3.0 million in impairment charges on certain equity investments in privately held companies during the second quarter of fiscal 2010. There were no such charges during the second quarter of 2011. In the second quarter of fiscal 2011, we also incurred fees of approximately $0.8 million relating to the amendment to our Term Loan.

Interest and other income (expense), net decreased by approximately $3.0 million for the six months ended June 26, 2011 compared to the pro forma interest and other income (expense), net for the six months ended June 27, 2010. The decrease was mainly due to (i) $3.0 million in impairment charges on certain equity investments in privately held companies during the second quarter of fiscal 2010 and (ii) $0.8 million of fees relating to the amendment of the Term Loan. This was partially offset by realized and unrealized net gain of $0.5 million on foreign currency transactions for the second quarter of fiscal 2011.

Interest and other income (expense), net for the Successor period from May 11, 2010 to June 27, 2010 was approximately $0.4 million. Interest and other income (expense), net for the Predecessor period from March 29, 2010 to May 10, 2010 and the period from December 28, 2009 to May 10, 2010 was a charge of approximately $3.2 million and $2.9 million, respectively, which was mainly due to $3.0 million in impairment charges on certain investments in privately held companies.

Interest Expense

Interest expense decreased by approximately $0.7 million for the three months ended June 26, 2011, compared to the pro forma interest expense for the three months ended June 27, 2010 primarily due to lower interest expense of $0.7 million as a result of renegotiation of license and software contracts.

Interest expense decreased by approximately $1.6 million for the six months ended June 26, 2011, compared to the pro forma interest expense for the six months ended June 27, 2010 primarily due to lower interest expense of $1.7 million due to renegotiation of license and software contracts and $0.5 million reduction in interest on capital leases as a result of lease buy-outs which is offset by $1.1 million fair market valuation loss of interest rate swap in fiscal 2011 compared to none in fiscal 2010.

Interest expense for the Successor period from May 11, 2010 to June 27, 2010 was approximately $4.8 million, of which approximately $4.7 million was related to interest costs associated with our Term Loan.

Interest expense for the Predecessor period from March 29, 2010 to May 10, 2010 was approximately $11.2 million, of which approximately $10.4 million was related to interest costs associated with our FRNs and Term Loan. Interest expense for the Predecessor period from December 28, 2009 to May 10, 2010 was approximately $30.6 million, of which approximately $28.3 million was related to interest costs associated with our FRNs and Term Loan.

Reorganization Items

There were no reorganization items in the three and six months ended June 26, 2011.

Reorganization items of approximately $364.9 million for the three months ended June 27, 2010 consist of a $434.0 million gain from discharge of pre-petition obligations, partially offset by (i) $42.4 million of professional fees related to the Chapter 11 Cases (ii) $12.7 million of debt financing cost (iii) $10.8 million in expenses related to accrued claims and cancellation of the Predecessor s equity incentive plans and (iv) $7.0 million of withholding tax liability in a foreign subsidiary.

Reorganization items of approximately $370.3 million for the six months ended June 27, 2010 consist of a $434.0 million gain from discharge of pre-petition obligations and a $22.5 million gain from approved settlement of rejected capital leases and various license agreements. The overall gain was partially offset by (i) $59.5 million in professional fees related to the Chapter 11 Cases (ii) $12.7 million of debt financing cost (iii) $10.8 million in expenses related to accrued claims and cancellation of the Predecessor s equity incentive plans and (iv) $7.0 million of withholding tax liability in a foreign subsidiary.

There were no reorganization items for fiscal 2010 in the Successor period from May 11, 2010 to June 27, 2010. Reorganization items in the Predecessor period from March 29, 2010 to May 10, 2010 and period from December 28, 2009 to May 10, 2010 were approximately $364.9 million and $370.3 million, respectively, as described above.

Table of Contents

Income Tax Provision

We recorded an income tax expense of $1.7 million for the three months ended June 26, 2011 as compared to $1.2 million income tax expense for the pro forma three months ended June 27, 2010. The income tax expense recorded for the three months ended June 26, 2011 and June 27, 2010 related to tax provisions in profitable foreign locations. We recorded income tax expense of $6.8 million for the six months ended June 26, 2011 including correction for uncertain tax positions of our foreign locations of $2.8 million, as compared to income tax expense of $1.6 million for the six months pro forma period ended June 27, 2010. The income tax expense recorded for the six months ended June 26, 2011, excluding the correction noted previously, related to tax provisions in profitable foreign locations.

Due to our emergence from bankruptcy, in the six months pro forma period ended June 27, 2010, we also recorded an increase of $12.0 million in deferred tax liabilities consisting of previously unrecognized tax benefits of $10.0 million and interest and penalties of $2.0 million in connection with certain intercompany arrangements.

As of June 26, 2011, all of our U.S. deferred tax assets, net of deferred tax liabilities, continue to be subject to a full valuation allowance. The valuation allowance is based on our assessment that that the deferred tax assets will not be realizable in the foreseeable future.

We recorded immaterial income tax benefits for the Successor period from May 11, 2010 to June 27, 2010. Income tax expense for the Predecessor period from March 29, 2010 to May 10, 2010 and period from December 28, 2009 to May 10, 2010 was $1.2 million and $1.6 million, respectively, primarily due to tax provisions in profitable foreign locations.

Other Items

Gross deferred revenue and gross deferred cost of sales on shipments to distributors as of June 26, 2011 and December 26, 2010 are as follows:

	Successor	
	June 26, 2011	**December 26, 2010**
	(in thousands)	
Deferred revenue	$ 59,410	$ 61,855
Less: deferred costs of sales	(33,728)	(40,562)
Deferred income on shipments [1]	$ 25,682	$ 21,293

[1] The deferred income of $26.0 million and $22.2 million on the consolidated balance sheet as of June 26, 2011 and December 26, 2010, respectively, included $0.3 million and $0.9 million of deferred revenue related to licensing revenue that was excluded in the table above.

Table of Contents

Contractual Obligations

The following table summarizes our contractual obligations at June 26, 2011. The table is supplemented by the discussion following the table.

	Total	2011	2012	2013	2014	2015	2016 and Beyond
				(in thousands)			
Senior Secured Term Loan	249,814	632	3,230	2,530	2,530	240,892	
Senior Notes	200,000						200,000
Capital lease obligations	885	885					
Interest expense on Debt	147,192	11,444	28,805	28,074	27,427	19,942	31,500
Interest expense on Capital Leases	11	11					
Other long term liabilities [(1)]	6,967	1,626	4,285	428	374	210	44
Operating leases	5,947	2,743	1,585	715	405	376	123
Unconditional purchase commitments [(2)]	195,521	76,223	64,455	20,803	13,898	20,142	
Total contractual obligations [(3)]	806,337	93,564	102,360	52,550	44,634	281,562	231,667

(1) The other long-term liabilities comprise payment commitments under long-term software license agreements with vendors and asset retirement obligations.

(2) Unconditional purchase commitments (UPC) include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. These agreements are related principally to inventory and other items. UPCs exclude agreements that are cancelable without penalty.

(3) As of June 26, 2011, the liability for uncertain tax positions was $18.7 million including interest and penalties. Due to the high degree of uncertainty regarding the timing of potential future cash flows associated with these liabilities, we are unable to make a reasonably reliable estimate of the amount and period in which these liabilities might be paid.

Liquidity and Capital Resources

Cash Requirements

As of June 26, 2011, our cash, cash equivalents and short-term investments totaled $314.1 million. As of June 26, 2011, the availability under our Revolving Credit facility was $16.6 million after deducting the standby letters of credit of $1.4 million issued to certain vendors, of which we had borrowed no amount.

Our future uses of cash are expected to be primarily for working capital, debt servicing, capital expenditures, purchase of our bankruptcy claims and other contractual obligations. We also expect the remaining Plan of Reorganization disbursements and expenses incurred for outstanding claims resolution will continue using cash from operations for at least the entire fiscal 2011 or until all outstanding claims are resolved. We believe our anticipated cash flows from operations, current cash balances, and our Revolving Credit Facility will be sufficient to make remaining Plan of Reorganization disbursements and expenses incurred for outstanding claims resolution, to fund working capital requirements and operations, for debt servicing, and to meet our cash needs for at least the next twelve months.

Sources and Uses of Cash and Cash Equivalents

Our cash and cash equivalents consisted of demand deposits, certificates of deposits insured by the Federal Deposit Insurance Corporation (FDIC), and money market fund with a total amount of $292.3 million as of June 26, 2011.

Operating Activities

Net cash provided by operations was $26.5 million during the six months ended June 26, 2011, primarily due to net income of $11.1 million and net non-cash items of $116.5 million, which were offset by net decrease in operating assets and liabilities of $101.2 million. The net decrease in

operating assets and liabilities was primarily due to the decrease of $103.1 million in accounts payable, accrued liabilities, accrued compensation and benefits and other liabilities. Net non-cash items primarily consisted of $93.0 million of depreciation and amortization, $9.6 million of stock compensation costs, $8.3 million of amortization of inventory markup relating to fresh start accounting, and $7.6 million of asset impairment charges, partially offset by $1.1 million gain from sale of property, plant and equipment.

Net cash used by operations was $71,000 during the six months ended June 27, 2010, primarily due to net income of $345.4 million, which was offset by net non-cash items of $344.9 million. Net non-cash items primarily consisted of $434.0 million gain on discharge of pre-petition obligations and $22.5 million gain from approved settlement of rejected capital leases and various licenses, partially offset by (i) $69.9 million of depreciation and amortization, (ii) $18.6 million of amortization for inventory fresh-start markup starting emergence in the Successor, (iii) a $13.0 million write-off of financing costs relating to certain debts in the Predecessor, and (iv) $9.0 million of stock compensation costs.

Net cash used by operations was approximately $1.4 million during the Successor period from May 11, 2010 to June 27, 2010, primarily due to a net loss of approximately $18.2 million and a net decrease in operating assets and liabilities of approximately $28.3 million, offset by net non-cash items of approximately $45.4 million. The net decrease in operating assets and liabilities of $28.3 million was primarily due to increases in (i) payables, accrued liabilities and accrued compensation and benefits of $29.7 million, (ii) receivables of $14.1 million, (iii) $6.3 million in prepaids and other current assets, and (iv) $6.5 million in deferred income, which was partially offset by a decrease in inventories of $27.8 million. Net non-cash items primarily consisted of approximately (i) $26.1 million of depreciation and amortization, (ii) $18.6 million of amortization of inventory markup relating to fresh start accounting and (iii) $1.9 million of stock compensation costs, partially offset by a non-cash gain of approximately $1.3 million from sale of the Suzhou plant.

Net cash provided by operations was approximately $1.4 million during the Predecessor period from December 28, 2009 to May 10, 2010, primarily due to net income of approximately $363.6 million and the net increase in operating assets and liabilities of approximately $27.8 million, offset by the net non-cash items of approximately $390.0 million. The net increase in operating assets and liabilities of approximately $27.8 million was due to increases in (i) payables, accrued liabilities and accrued compensation and benefits of $23.2 million and (ii) receivables of $17.3 million, which was offset by increases in (i) inventories of $7.2 million and (ii) prepaids and current assets of $3.9 million, and a reduction in deferred income of $3.2 million. Net non-cash items primarily consisted of approximately (i) a $434.0 million non-cash gain on discharge of pre-petition obligations, (ii) a $22.5 million non-cash gain from write-offs of rejected capital lease and various license agreements, (iii) a $5.2 million non-cash gain from sale of the Suzhou plant and (iv) a $2.1 million gain on sale and disposal of fixed assets, partially offset by approximately (i) $43.8 million of depreciation and amortization, (ii) a $13.0 million write-off of financing cost for old debts, (iii) $7.0 million of stock compensation costs, (iv) a $7.0 million provision for income taxes and (v) a $3.0 million impairment on investments.

Table of Contents

Investing Activities

Net cash used by investing activities was $21.0 million during the six months ended June 26, 2011, primarily due to (i) $28.8 million of capital expenditures used to purchase of property, plant and equipment and (ii) $21.8 million used to purchase marketable securities, which were offset by $4.7 million from the sale of property, plant and equipment and $25.0 million in proceeds from the redemption of marketable securities.

Net cash provided by investing activities was $80.0 million for the six months ended June 27, 2010, primarily due to (i) $79.2 million of proceeds from the sale of ARS, (ii) $18.7 million of proceeds from sale of the Suzhou plant and (iii) $13.9 million from the sale of property, plant and equipment, offset by (i) a $13.1 million decrease in cash due to the purchase of the distribution business from our former subsidiary, Spansion Japan Limited and (ii) $18.6 million of capital expenditures used to purchase property, plant and equipment.

Net cash provided by investing activities was approximately $3.3 million during the Successor period from May 11, 2010 to June 27, 2010, primarily due to approximately (i) $16.8 million of proceeds from the sale of ARS and (ii) $4.3 million from sale of property, plant and equipment, offset by approximately (i) a $13.1 million cash decrease due to the purchase of the Kawasaki business and (ii) $4.6 million of capital expenditures used to purchase property, plant and equipment.

Net cash provided by investing activities was approximately $76.7 million during the Predecessor period from December 28, 2009 to May 10, 2010, primarily due to approximately (i) $62.4 million of proceeds from the sale of ARS, (ii) $18.7 million of proceeds from the sale of the Suzhou plant and (iii) approximately $9.6 million from sale of other property, plant and equipment, offset by approximately $14.0 million of capital expenditures used to purchase property, plant and equipment.

Financing Activities

Net cash used by financing activities was $43.1 million during the six months ended June 26, 2011 primarily due to (i) $41.0 million for the purchase of bankruptcy claims and (ii) $6.0 million of payments on debt and capital lease obligations, offset by $4.4 million of proceeds from issuance of common stock upon the exercise of stock options.

Net cash used by financing activities was $150.9 million during the six months ended June 27, 2010 primarily due to payments of (i) $693.9 million payments on debt and capital lease obligations, partially offset by net issuance costs of $438.1 million related to the Term Loan and $104.9 million of net proceeds from the issuance and sale of shares of common stock in the Rights Offering.

Net cash used by financing activities was approximately $2.7 million during the Successor period from May 11, 2010 to June 27, 2010, primarily due to payments of approximately $2.7 million on debt and capital lease obligations.

Net cash used by financing activities was approximately $148.2 million during the Predecessor period from December 28, 2009 to May 10, 2010, primarily due to payments of approximately $691.2 million on debt and capital lease obligations, partially offset by $438.1 million from the Term Loan net of issuance costs and approximately $104.9 million from the Rights Offering.

Off-Balance Sheet Arrangements

During the normal course of business, we make certain indemnities and commitments under which we may be required to make payments in relation to certain transactions. These indemnities include non-infringement of patents and intellectual property, indemnities to our customers in connection with the delivery, design, manufacture and sale of our products, indemnities to our directors and officers in connection with legal proceedings, indemnities to various lessors in connection with facility leases for certain claims arising from such facility or lease, and indemnities to other parties to certain acquisition agreements. The duration of these indemnities and commitments varies, and in certain cases, is indefinite. We believe that substantially all of our indemnities and commitments provide for limitations on the maximum potential future payments we could be obligated to make. However, we are unable to estimate the maximum amount of liability related to our indemnities and commitments because such liabilities are contingent upon the occurrence of events which are not reasonably determinable. Management believes that any liability for these indemnities and commitments would not be material to our accompanying condensed consolidated financial statements.

We do not have any other significant off-balance sheet arrangements, as defined in Item 303(a) (4) (ii) of SEC Regulation S-K, as of June 26, 2011.

33

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our cash deposits, invested cash and debt. At June 26, 2011, we had approximately $259.2 million held in demand deposit accounts, approximately $28.8 million held in overnight money market funds and approximately $26.1 million invested in certificates of deposits insured by the Federal Deposit Insurance Corporation (FDIC) of which $4.1 million are with maturity terms of 31 to 90 days, $7.2 million are with a maturity term of 91 to 180 days, and remaining $14.2 million are with a maturity term of 181 to 365 days at the time of purchase. Accordingly, our interest income fluctuates with short-term market conditions. Our cash and short-term investment position is highly liquid and our exposure to interest rate risk is minimal.

As of June 26, 2011, approximately 45 percent of the aggregate principal amounts outstanding under our third party debt obligations were fixed rate, and approximately 55 percent of our total debt obligations were variable rate comprised of the Term Loan with an outstanding balance of approximately $249.8 million as of June 26, 2011. The Term Loan has a LIBOR floor of 1.25 percent. While LIBOR is below 1.25 percent, our interest expense will not change along with short-term change in interest rate environment. When LIBOR is above 1.25 percent, changes in interest rates associated with the term loan could then result in a change to our interest expense. For example, a one percent aggregate change in interest rates would increase/decrease our contractual interest expense by approximately $2.5 million annually.

As of June 26, 2011, we have a series of interests rate swaps with a financial institution to partially economically hedge the variability of interest payments attributable to fluctuations in the LIBOR benchmark interest rate. See Note 13 to our Condensed Consolidated Financial Statements included in Item 1 of this Quarterly Report.

Default Risk

We intend to actively monitor market conditions and developments specific to the securities and security classes in which we invest. We believe that we take a conservative approach to investing our funds in that our policy is to invest only in highly-rated securities with relatively short maturities, and we do not invest in securities we believe involve a higher degree of risk.

Foreign Exchange Risk

Our sales, expenses, assets and liabilities denominated in Japanese yen and other foreign currencies were exposed to foreign currency exchange rate fluctuations. For example,

- some of our manufacturing costs are denominated in Japanese yen, and other foreign currencies such as the Thai baht and Malaysian ringgit;
- sales of our products to Fujitsu are denominated in both U.S. dollars and Japanese yen; and
- some fixed asset purchases are denominated in Japanese yen and European Union euros.

Consequently, movements in exchange rates could cause our net sales and our expenses to fluctuate, affecting our profitability and cash flows. We use foreign currency forward contracts to reduce our foreign exchange exposure on our foreign currency denominated assets and liabilities. The objective of these contracts is to reduce the impact of foreign currency exchange rate movements to our operating results. We do not use these contracts for speculative or trading purposes.

We had an aggregate of $23.7 million (notional amount) of short-term foreign currency forward contracts denominated in Japanese yen outstanding as of June 26, 2011. The unrealized gain related to the foreign currency forward contracts for the three months ended June 26, 2011 was not material. We do not anticipate any material adverse effect on our consolidated financial position, results of operations or cash flows resulting from

Table of Contents

the use of these instruments in the future. However, we cannot assure you that these strategies will be effective or that transaction losses can be minimized or forecasted accurately. In particular, we generally cover only a portion of our foreign currency exchange exposure. We cannot assure you that these activities will eliminate foreign exchange rate exposure. Failure to eliminate this exposure could have an adverse effect on our business, financial condition and results of operations.

The following table provides information about our foreign currency forward contracts as of June 26, 2011 and December 26, 2010.

	June 26, 2011			December 26, 2010		
	Notional Amount	Average Contract Rate	Estimated Fair Value	Notional Amount	Average Contract Rate	Estimated Fair Value
	(in thousands, except contract rates)					
Foreign currency forward contract:						
Japanese yen	$ 23,650	¥ 80.34	$ 4	$ 39,884	¥ 82.74	$ 67

35

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

Based on our management s evaluation (with the participation of our principal executive officer and principal financial officer), as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act)) are effective at the reasonable assurance level to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the six months ended June 26, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For a complete description of the procedural history of each of the legal proceedings referred to below, see our Annual Report on Form 10-K for the fiscal year ended December 26, 2010.

LSI, Agere v. Spansion Inc., et al

On May 19, 2011, plaintiffs LSI Corporation and Agere Systems, Inc. filed a motion to lift the stay and dismiss the action. On June 16, 2011, the U.S. District Court for the Eastern District of Texas dismissed the action.

Spansion v. Samsung Patent Infringement Litigation

Spansion was a several patent-related proceedings involving Samsung Electronics Co., Ltd. On June 15, 2011, Spansion and Samsung entered into a binding Memorandum of Understanding (MOU) that settles all outstanding patent matters between them as well as granting each other seven-year limited patent cross-licenses. Samsung will pay to Spansion $150 million dollars over a five-year period. The payments will consist of an initial installment of $25 million, which is due August 15, 2011, and 20 quarterly installments of $6.25 million beginning in the fourth quarter of 2011. In addition, Spansion and Samsung will stipulate to a $45 million bankruptcy claim for Samsung, which Spansion agreed to purchase for $30 million. Updates to the settled patent-related proceedings are as follows:

Samsung ITC Investigation (337-TA-685)

On July 7, 2011, an order terminating the investigation on the basis of a settlement agreement was entered by Secretary James R. Holbein.

Spansion v. Samsung District Court Action (D. Del.)

On June 17, 2011, the parties filed a joint motion to dismiss all claims and counterclaims with prejudice as settled. The motion was granted on June 22, 2011.

Samsung v. Spansion International, Inc.

On July 13, 2011, the Federal Patent Court of Germany confirmed Spansion s withdrawal of the nullity action. On July 26, 2011, the Regional Court in Dusseldorf, Germany confirmed that a scheduled oral hearing was cancelled due to Samsung s withdrawal of its patent infringement complaint on the basis of a settlement agreement between Spansion and Samsung Electronics Co., Ltd.

Spansion ITC Investigation (337-TA-735)

On June 20, 2011 the ALJ entered an initial determination terminating the investigation on the basis of a settlement agreement. On July 12, 2011, the Commission determined not to review that initial determination.

Spansion LLC v. Samsung Electronics Co., Ltd., et al (N.D. Cal.)

On June 20, 2011, an order dismissing all claims and counterclaims with prejudice as settled was entered by the Court.

Spansion LLC v. Samsung Electronics Co., Ltd, et al (E.D. Va.)

On June 17, 2011, an order dismissing all claims and counterclaims with prejudice as settled was entered by the Court.

Spansion LLC v. Samsung Electronics Co., Ltd, et al (W.D. Wi.) (Civil Action No. 3:10-cv-453)

On June 16, 2011, the parties filed a joint motion to dismiss all claims and counterclaims with prejudice as settled. The motion was granted on June 17, 2011.

37

Spansion v. Samsung Electronics Co., Ltd, et al (W.D. Wi.) (Civil Action No. 3:10-cv-685)

On June 16, 2011, the parties filed a joint motion to dismiss all claims and counterclaims with prejudice as settled. The motion was granted on June 17, 2011.

ITEM 1A. RISK FACTORS

Investing in the notes involves a high degree of risk. In deciding whether to exchange your private notes for exchange notes in the exchange offer, you should carefully following factors, in addition to the other information and data contained in or incorporated by reference into this prospectus. The risk factors set forth below are generally applicable to the private notes as well as the exchange notes. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or those we currently deem to be immaterial may also materially and adversely affect our business, financial condition or results of operations.

Risks Related to Our Business

We have recently transformed our business through the implementation of a new business strategy. If this strategy is unsuccessful, we will be materially adversely affected.

Shortly after our chapter 11 bankruptcy proceedings (the Chapter 11 Cases) commenced, we began implementing a new business strategy focused primarily on the embedded Flash memory market. As part of our strategy, we also began exiting a large portion of the wireless Flash memory market addressing mobile handsets in order to reduce significantly our engineering expenses and to focus our business on internally developed memory technology. By withdrawing from this portion of the high end wireless Flash memory market we were able to adopt a slower technology development cycle and reduce our process and product research and development costs while maintaining our competitiveness in the embedded Flash memory market. In addition, we significantly reduced or eliminated our need to procure from third parties memory products such as DRAM, PSRAM and NAND which were required, in combination with our own products, to address the needs of mobile handset customers in the high end of the wireless market. We are dedicated to, and focused on, the embedded Flash memory market. However, the embedded market is more mature than the wireless market and is expected to grow more slowly than some other sectors of the semiconductor industry. In addition, the embedded market historically has been, and we anticipate that it will continue to be, subject to selling price reductions. If we are unable to successfully address these challenges or unable to grow our embedded Flash memory business enough to compensate for the expected decline in wireless sales, our business could be materially adversely affected.

We intend to continue to selectively engage in portions of the wireless market where we believe we can do so advantageously or where we believe that we must do so in order to stay competitive in other portions of the wireless market that we continue to target. Challenges we face in the portions of the wireless market we serve mirror the risks applicable to the embedded market, although they are likely to emerge more rapidly as we must address current and future customer requirements in a market that quickly changes as wireless customers seek to continue offering new handset designs, whether predominantly on NAND- or NOR- based handsets, that may not align with our current or planned products.

In addressing these challenges, our new business strategy has involved, and will continue to involve, cost containment, in particular with respect to our workforce, and we will continue to make judgments as to whether we should further reduce, relocate or otherwise change our workforce. Costs incurred in connection with such workforce changes, should they occur, may be higher than estimated. In addition, such workforce changes may impair our ability to achieve our current or future business objectives. In addition, any workforce changes may not be effected on the planned timetable and may result in the recording of additional charges. Similarly, any decision by us to further limit investment in, or exit or dispose of parts of, our business may result in the recording of additional charges. As part of our review of our restructured business, we look at the recoverability of tangible and intangible assets. Future market conditions may indicate these assets are not recoverable based on changes in forecasts of future business performance and the estimated useful life of these assets, and this may trigger further write-downs of these assets which may have a material adverse effect on our business, results of operations and financial condition.

Our new business strategy may also include considering strategic transactions, such as acquisitions, divestitures, joint ventures, alliances or co-production programs, as such opportunities arise. We may not be able to effect any strategic transaction or if we enter into transactions, we may not realize the benefits we anticipate. Moreover, in the case of acquisitions, the integration of separate companies involves a number of integration risks. Consummating any acquisitions, divestitures, joint ventures, alliances or coproduction programs could result in the incurrence of additional transaction-related expenses, as well as unforeseen contingent liabilities, which could materially adversely affect us.

Our business, worldwide operations and the operations of our distributors and suppliers could be subject to natural disasters and other business disruptions, which could harm our future net sales and financial condition and increase our costs and expenses.

Our worldwide operations and business could be subject to natural disasters and other business disruptions, such as a world health crisis, fire, earthquake, tsunami, volcano eruption, flood, hurricane, power loss, power shortage, telecommunications failure or similar events, which could harm our future net sales and financial condition and increase our costs and expenses. We distribute our products in Japan through our wholly owned subsidiary, Nihon Spansion Limited. During fiscal 2010, our net sales into Japan were $84.0 million or 7 percent of our total net sales.

During the first and second quarters of 2011, we lost sales and experienced delays in the provision of foundry services by third parties in Japan as a result of the earthquakes and related tsunami that occurred there in March 2011. Specifically, some first and second quarter product shipments were cancelled or rescheduled for shipment during the subsequent quarter. We also incurred some minor damage to our production equipment during the first quarter. Although the impact to our operations and financial results during the first and second quarters of fiscal 2011 as a result of the events in Japan was not material, we believe that the damage from the March 2011 earthquakes and related tsunami and the continued risk of radiation exposure from damaged nuclear power plants could adversely affect the demand for, and distribution of, our products in Japan going forward, as well as the supply of foundry wafers and/or raw materials from Japan, as businesses there continue to deal with the impact of these natural disasters. If this occurs, our net sales and financial condition will be adversely affected.

Our corporate headquarters are located near major earthquake fault lines in California. Many of our service providers facilities, including Texas Instruments manufacturing facilities, Fujitsu s manufacturing facilities and Elpida s manufacturing facilities that provide wafer fabrication and associated services to us, are located near major earthquake fault lines in Japan. Also, our assembly and test facility located in Thailand and our subcontractors assembly and test facilities in Asia may be affected by tsunamis. In the event of a major earthquake or tsunami, we and our suppliers could experience loss of life of employees, destruction of facilities or other business interruptions. If such business disruptions result in cancellations of customer orders or contribute to a general decrease in economic activity or demand for our products, or directly impact our marketing, manufacturing, financial, and logistics functions, our results of operations and financial condition could be materially adversely affected.

Furthermore, the operations of our suppliers could be subject to natural disasters and other business disruptions, which could cause shortages and price increases in various essential materials, which are required to manufacture our products or to manufacture commercial memory die such as PSRAMs for incorporation into our multi-chip products (MCPs). If we are unable to procure an adequate supply of materials that are required for us to manufacture our products, or if the operations of our other suppliers of such materials are affected by an event that causes a significant business disruption, we may have to reduce our manufacturing operations. Such a reduction could have a material adverse effect on us.

Our business has been characterized by selling prices that decline over time, which can negatively affect our results of operations.

Historically, the selling prices of our products have decreased during the products lives, and we expect this trend to continue. When our selling prices decline, our net sales and gross margins also decline unless we are able to compensate by reducing our costs per unit or by introducing and selling new, higher margin products with higher densities and/or advanced features. If the selling prices for our products continue to decline, our operating results could be materially adversely affected.

Table of Contents

During downturns, periods of extremely intense competition, or the presence of oversupply in the industry, the selling prices for our products have declined at a rapid rate over relatively short time periods as compared to historical rates of decline. We are unable to predict selling prices for any future periods and may experience unanticipated, sharp declines in selling prices for our products. When such pricing declines occur, we may not be able to mitigate the effects by selling more or higher margin units, or by reducing our manufacturing costs. In such circumstances, our operating results could be materially adversely affected.

The Flash memory market is highly cyclical and has experienced severe downturns that have materially adversely affected, and may in the future materially adversely affect, our business.

The Flash memory market is highly cyclical and in the past has experienced severe downturns, generally as a result of wide fluctuations in supply and demand, constant and rapid technological change, continuous new product introductions and price erosion. Our financial performance has been, and may in the future be, adversely affected by these downturns. We have incurred substantial losses in past downturns, including the most recent downturn, due principally to:

- substantial declines in selling prices, particularly due to competitive pressures and an imbalance in product supply and demand; and
- a decline in demand for end-user products that incorporate our products.

Our historical financial information is not necessarily indicative of what our results of operations, financial condition or cash flows will be in the future. If our net sales decline in the future, or if these or other similar conditions continue or occur again in the future, we would likely be materially adversely affected.

If demand for consumer products, industrial products or mobile phones utilizing Flash memory declines, as we experienced during the worldwide global recession, our business could be materially adversely affected. Also, if the functionality of successive generations of such products does not require increasing Flash memory density or if such products no longer require the type of Flash memory product we produce due to alternative technologies or otherwise, our operating results would be materially adversely affected.

We cannot be certain that the Chapter 11 Cases will not adversely affect our operations going forward.

Although we emerged from the Chapter 11 Cases on May 10, 2010, we cannot provide assurance that our prior bankruptcy will not adversely affect our future operations. Our suppliers and vendors could stop providing supplies or services to us or provide such supplies or services only on unfavorable terms such as cash on delivery, cash on order or other terms that could have an adverse impact on our short-term cash flows. In addition, the fact that we recently emerged from the Chapter 11 Cases may adversely affect our ability to retain existing customers, attract new customers and maintain contracts that are critical to our operations.

While we have actively responded to competitors efforts to capitalize on customer concerns about the Chapter 11 Cases, we lost a significant amount of market share while in bankruptcy as certain customers were unwilling to work with a vendor in bankruptcy and others reduced their dependence on us by shifting part or all their business to other vendors. We are unable to quantify this loss of market share, and there can be no assurance as to whether we will be able, or how long it may take, to regain the lost market share or retain such market share already recovered.

Our recent emergence from the Chapter 11 Cases may also preclude certain strategic business opportunities that would otherwise be available to us, restrict our ability to pursue certain business strategies or require us to take actions that we otherwise would not. For example, prior to and after our emergence from the Chapter 11 Cases, we closed much of our manufacturing operation and reduced our workforce as part of our focus on the embedded Flash market. As a result, we operate as a smaller company than prior to the Chapter 11 Cases and maintain fewer fixed assets and reduced capabilities. For these reasons, lenders may consider us a greater credit risk and we may find it more difficult or impossible to find external financing that is necessary to pursue certain business opportunities, either precluding these opportunities entirely or requiring us to take actions such as selling other assets in order to obtain financing on acceptable terms in order to pursue these strategies. Additionally, given our recent emergence from bankruptcy and our reduced capabilities and market presence, our customers or suppliers may not enter into strategic partnerships with us. Because of these uncertainties, we cannot predict or quantify the potential adverse impact of the Chapter 11 Cases on our business, financial condition or results of operations.

If we are unable to attract and retain qualified personnel at reasonable costs, we may not be able to achieve our business objectives.

We are dependent on the experience and industry knowledge of our senior management and other key employees to execute our current business plans and lead us through the implementation of the Plan of Reorganization that was approved by the U.S. Bankruptcy Court on April 16, 2010 in connection with our

emergence from the Chapter 11 Cases. Competition for certain key positions and specialized technical and sales personnel in the high-technology industry remains strong. The Chapter 11 Cases, along with workforce reductions, created uncertainty that led to an increase in unwanted attrition and additional challenges in attracting and retaining new qualified personnel. As a result of our strategic workforce restructuring and transition to third party manufacturing, we lost many employees from our manufacturing division with long tenures and knowledge about our technology and historical operations. We are also at risk of losing or being unable to hire talent critical to a successful reorganization and ongoing operation of our business due to general concerns about the stability and growth potential of our operations given our recent emergence from the Chapter 11 Cases and our reductions in force. If we are not able to attract, recruit or retain qualified employees (including as a result of headcount or salary reductions), we may not have the personnel necessary to successfully implement the Plan of Reorganization. If this occurs, our business, results of operations and financial condition could be materially adversely impacted.

We may not satisfy the covenants, financial tests and ratios in our debt instruments, which if not met, would have a material adverse effect on us.

Our credit agreement, or Term Loan, our loan and security agreement, or Revolving Credit Facility, and the indenture governing our 7.875 % Senior Unsecured Notes due 2017 require us to comply with covenants, financial tests and ratios. We cannot assure you that we will be able to satisfy or comply with these covenants, financial tests and ratios, as our ability to do so may be affected by events beyond our control. If we fail to satisfy or comply with such covenants, financial tests and ratios, or if we disagree with our lenders about whether or not we are in compliance, we cannot assure you that we will be able to obtain waivers or amendments if required to avoid a default. A breach of any of the provisions, covenants, financial tests or ratios under our debt instruments could prevent us from borrowing under our Revolving Credit Facility and result in an event of default under the applicable agreement, which in turn could trigger cross-defaults under other debt instruments, any of which would materially adversely affect us.

Transfers or issuances of our equity, or a debt restructuring, may impair or reduce our ability to utilize our net operating loss carry-forwards and certain other tax attributes in the future.

Pursuant to U.S. federal and state tax rules, a corporation is generally permitted to deduct from taxable income in any year net operating losses (NOLs) carried forward from prior years. We have U.S federal NOL carry forwards of approximately $870.0 million as of December 26, 2010. Approximately $533.6 million of the federal NOL carry forwards are subject to an annual limitation of $27.2 million. These NOLs, if not utilized, expire from 2018 to 2030. In addition, our ability to utilize unlimited federal NOL carry forwards of approximately $336.4 million as of December 26, 2010 could be subject to a significant limitation if we were to undergo an ownership change for purposes of Section 382 of the Internal Revenue Code of 1986, as amended.

Our reliance on third-party manufacturers entails risks that could materially adversely affect us.

We have in the past and plan in the future to enter into foundry, subcontractor and other arrangements with third parties to meet demand for our products. Third-party manufacturers we have used in the past or expect to use in the future for foundry and other manufacturing services include Texas Instruments, or TI, Fujitsu Semiconductors Limited, or FSL, Elpida Memory, Inc., or Elpida, and Semiconductor Manufacturing International Corporation, or SMIC. We also use independent contractors to perform some of the assembly, testing and packaging of our products, including ChipMOS Technologies Limited. We depend on these manufacturers to allocate to us a portion of their manufacturing capacity sufficient to meet our needs. Third-party manufacturers are generally under no obligation to provide us with any specified minimum quantity of product. We also depend on these manufacturers to produce products of acceptable quality and at acceptable manufacturing yields and to deliver those products to us on a timely basis at acceptable prices. In addition, we rely on these manufacturers to invest capital into their facilities and process technologies to meet our needs for new products using advanced process technologies. Given our recent emergence from the Chapter 11 Cases and the volatility and disruption in the capital and credit markets worldwide, we cannot assure you that they will make the investments in their facilities previously contemplated. We also cannot assure you that these manufacturers will be able to meet our near-term or long-term manufacturing requirements and that we will be able to attain qualification from our customers, which may be required prior to production of products at a third party facility. In addition, any significant change in the payment terms we have with these manufacturers could adversely affect us.

In the past, Spansion Japan Limited, a former wholly-owned subsidiary of Spansion LLC, or Spansion Japan, facilitated distribution of our products in Japan, manufactured and supplied sorted and unsorted silicon wafers for us, and provided sort services to us. In August 2010, we entered into a new foundry agreement with TI as a result of TI s purchase of two wafer fabrication facilities and equipment from Spansion Japan. Accordingly, we rely on TI to manufacture wafers for and supply sort services to us. A sudden and unanticipated reduction or cessation of the supply of goods and services from TI would likely be disruptive and have a material adverse impact on our results of operations.

Third party manufacturers with whom we contract also make products for other companies, including certain of our competitors, and/or for themselves and could choose to prioritize capacity for themselves or other customers beyond any minimum guaranteed amounts, reduce deliveries to us or, in the absence of price guarantees, increase the prices they charge us on short notice, such that we may not be able to pass cost increases on to our customers. The likelihood of this occurring may be greater as a result of the Chapter 11 Cases. We may be unable to secure an alternative supply for specific products in a short timeframe or at all at an acceptable cost to satisfy our production requirements. In addition, we may be required to incur additional development, manufacturing and other costs to establish alternative sources of supply. Other risks associated with our increased dependence on third-party manufacturers include: their ability to adapt to our proprietary technology, reduced control over delivery schedules, quality assurance, manufacturing yields and cost, misappropriation of our intellectual property, reduced ability to manage inventory and parts and risks associated with operating in foreign countries. If we are unable to secure sufficient or reliable suppliers of wafers or obtain the necessary assembly, testing and packaging services, our ability to meet customer demand for our products may be adversely affected, which could have a material adverse effect on us.

We rely on Fujitsu Semiconductors Limited to distribute our products in Japan.

We currently rely on FSL through its subsidiary, Fujitsu Electronics Inc., to distribute our products to customers in Japan, which is an important geographic market for us. Under our distribution agreement with FSL, FSL has agreed to use its best efforts to promote the sale of our products in Japan and to other customers served by FSL. In the event that we reasonably determine that FSL s sales performance in Japan and to those customers served by FSL is not satisfactory based on specified criteria, then we have the right to require FSL to propose and implement an agreed-upon corrective action plan. If we reasonably believe that the corrective action plan is inadequate, we can take steps to remedy deficiencies ourselves through means that include appointing another distributor as a supplementary distributor to sell products in Japan and to customers served by FSL. Pursuing these actions would be costly and disruptive to the sales of our products in Japan. If FSL s sales performance in Japan is unsatisfactory or if we are unable to successfully maintain our distribution agreement and relationship with FSL and we cannot timely find a suitable supplementary distributor, we could be materially adversely affected.

Under the terms of our distribution agreement with FSL, either party may terminate the distribution agreement, for convenience upon 60 days written notice to the other party. If FSL unexpectedly terminates its distribution agreement with us, or otherwise ceases its support of our customers in Japan, we would be required to develop and rely on a relationship with another distributor or establish our own local sales organization and support functions. We cannot be certain that we would be successful in selling our products to customers currently served by FSL or new customers. If customers currently served by FSL, or potential new customers, refused to purchase our products directly from us or from another distributor, or either it or we are not successful in distributing our products, our sales in Japan might decline, and we could be materially adversely affected.

Inaccurate forecasting of customer demand could materially and adversely affect our business, results of operations and financial results and may lead to excess inventory and poor gross margins.

Although our manufacturing cycle times are relatively long, often in excess of ten weeks, we nevertheless compete in a market where suppliers ability to respond quickly to new orders is a competitive differentiator. Thus, we must forecast customer demand and produce sufficient amounts of our products in order to fill current and future orders even though demand is volatile and difficult to predict.

To forecast demand and value inventory, we consider, among other factors, the inventory on hand, historical customer demand data, backlog data, competitiveness of product offerings, market conditions and product life cycles. If we are unable to accurately assess these factors and anticipate future demand or market conditions, inventory write-downs may be required and would be reflected in cost of sales in the period the write-down is made. Similarly, when customers change orders booked with us, our planned manufacturing capacity may be greater or less than actual demand, resulting in less than optimal capacity usage. When this occurs, we adjust our production levels but such adjustments may not prevent our production of excess inventory. An inability to address challenges like the ones described above would have a negative impact on our gross margin in that period. Moreover, inaccurate forecasting could also result in excess or obsolete inventory that would reduce our margins or shortages in inventory that would cause us to fail to meet customer demand. If we are unable to produce the types and quantities of products required by our customers in the timeframes and on the delivery schedules required by our customers, we may lose customers or, in certain circumstances, be liable for losses incurred by our customers, which would materially adversely affect our business and financial results.

Industry overcapacity could require us to take actions which could have a material adverse effect on us.

Semiconductor companies with their own manufacturing facilities and specialist semiconductor foundries, which are subcontractors that manufacture semiconductors designed by others, have added significant capacity in recent years and during the first half of 2010 a number of companies announced plans to do so again. In 2008, the significant excess capacity led to oversupply and a downturn in the memory industry. The contraction of the worldwide economy further compounded industry overcapacity. Fluctuations in the growth rate of industry capacity relative to the growth rate in demand for Flash memory products can contribute to cyclicality in the Flash memory market, which has in the past and may in the future negatively impact our selling prices and materially adversely affect us.

It is difficult to predict future growth or decline in the markets we serve, making it very difficult to estimate requirements for production capacity. If our target markets do not grow as we anticipate, we may under-utilize our manufacturing capacity or we may be contractually obligated to purchase minimum quantities of certain products from our subcontractors. This may result in write-downs or write-offs of inventories and losses on products the demand for which is lower than we anticipate. In addition, during periods of industry overcapacity, customers do not generally order products as far in advance of the scheduled shipment date as they do during periods when our industry is operating closer to capacity, which can exacerbate the difficulty in forecasting capacity requirements and may result in increased inventory levels.

Many of our costs are fixed. Additionally, pursuant to some of our subcontractor and foundry arrangements with third parties we may incur and pay penalties as a result of our agreements to pay for a certain amount of product even if we do not accept delivery of all of such amount. Accordingly, during periods in which we under-utilize our manufacturing capacity as a result of reduced demand for some of our products, our costs cannot be reduced in proportion to the reduced net sales for such periods. When this occurs, our operating results may be materially adversely affected.

A further significant shift in the Flash memory market to NAND architecture would materially adversely affect us.

Flash memory products are generally based on either NOR or NAND architecture. To date, our Flash memory products have been based on NOR architecture which are typically produced at a higher cost-per-bit than NAND-based products. We are developing our NAND architecture based on charge trapping technology primarily to address embedded applications currently served by NAND-based products or potentially served by NAND-based products in the future, but we cannot be certain that our NAND products will satisfactorily address those market needs.

Since 2004, industry sales of NAND-based Flash memory products increased as a percentage of total Flash memory sales compared to sales of NOR-based Flash memory products, resulting in NAND vendors in aggregate gaining a greater share of the overall Flash memory market and NOR vendors in aggregate losing overall market share. We expect the Flash memory market trend of decreasing market share for NOR-based Flash memory products relative to NAND-based Flash memory products to continue for the foreseeable future.

Customers manufacturing products for embedded applications may increasingly choose floating gate NAND-based Flash memory products over our NOR or NAND Flash memory products based on our charge trapping technology. If this occurs, our sales may be materially adversely affected. Moreover, some of our competitors are able to manufacture floating gate NAND-based Flash memory products on 300-millimeter wafers produced at a lower cost than we can currently achieve. In addition, some of our competitors may choose to utilize more advanced manufacturing process technologies than we may have available in order to offer competitive products at lower costs or with higher densities.

In addition, even if products based on NAND architecture are unsuccessful in displacing products based on NOR architecture, the average selling price for our products may be adversely affected by a significant decline in the price for NAND-based Flash memory products. Such a decline may result in downward price pressure in the overall Flash memory market affecting the price we can obtain for our NOR-based Flash memory products, which would adversely affect us. We believe such downward pricing pressure was a factor in the significant declines in the selling prices of our products in 2008. If the prices for NAND Flash memory products similarly decline in the future, we may be materially adversely affected.

If we fail to successfully identify new applications and markets for our products, our future operating results would be materially adversely affected.

We are identifying new applications and opportunities for our products beyond our traditional customer base and in some cases plan to deploy our Flash memory solutions beyond current Flash memory markets. However, some of these opportunities require that we succeed in creating, marketing, gaining customer acceptance of, and deploying these new system architectures into, a customer base where we do not have historic business relationships and where our solution is required to replace established and proven solutions. In some cases our solutions rely on third parties to contribute a significant and necessary component of the solution without which the solution will not be viable. If we are unsuccessful in our attempts to bring new products to market due to our failures or those of third parties, experience significant delays in generating sales, fail to establish their value or face competition from third parties or incumbent suppliers that result in lower margins than expected, our future operating results would be materially adversely affected.

We cannot be certain that we will have sufficient resources to invest in the level of research and development required to remain competitive or that our substantial research and development investments will lead to timely improvements in technology needed to successfully develop, introduce and commercialize new products and technologies.

The Flash memory industry is highly competitive and subject to rapid technological change. In order to compete, we are required to make substantial investments in research and development for product design, process technologies and production techniques in an effort to design and manufacture advanced Flash memory products. For example, in connection with our new business strategy, our research and development expenses for fiscal 2009 and 2010 were $136.4 million and $100.5 million, or approximately 10 percent and 9 percent of our total net sales, respectively. We cannot assure you that we will have sufficient resources independently or through joint development agreements to maintain the level of investment in research and development that is required for us to remain competitive, which could materially adversely affect us.

As part of our reorganization, our strategy has changed to increasingly seek to share research and development costs with third parties. For example, in 2009, we entered into a joint development agreement with Elpida for the development of products based on NAND architecture. However we cannot assure you that we will be able to negotiate such arrangements for more of our research and development needs, or that such arrangements will result in commercially successful technology and products in a timely manner or at all. We will be dependent on the third parties in such agreements to continue to invest financial and skilled human resources, and we cannot assure you that such third parties will make the necessary investments, the absence of which would materially adversely affect our business.

Our success depends to a significant extent on our ability to develop, qualify, produce, introduce and gain market acceptance of new product designs and improvements that provide value to Flash memory customers. Our ability to develop and qualify new products and related technologies to meet evolving industry requirements

at prices acceptable to our customers and on a timely basis is critical to our competitiveness in our target markets. If we are delayed in developing or qualifying new products or technologies, we could be materially adversely affected.

Competitors may introduce new memory or other technologies that may make our Flash memory products uncompetitive or obsolete.

Our competitors are working on a number of potentially competitive technologies, including ferroelectric random access memory, or FRAM, magneto resistive random access memory, or MRAM, polymer, charge trapping and phase-change based memory, or PCM, technologies. These technologies provide alternative means of non-volatile storage of information. Today, where products exist using these new technologies they exhibit different characteristics than existing NOR Flash memory products based on MirrorBit or floating gate technology. These differences, including higher cost structure, inability to support higher densities, different performance and operating behavior, currently exclude such products from addressing volume markets for NOR Flash memory. For such products to be commercially viable and attractive alternatives to today s NOR Flash memory solutions they must either match the capabilities and characteristics at lower cost or provide additional capabilities desired and valued by customers. If such products are successfully developed and commercialized as a viable alternative to MirrorBit or floating gate NOR Flash memory, these other products could pose a competitive threat to existing Flash memory companies, including us. For example, PCM technology supports data storage in smaller increments than MirrorBit or floating gate NOR technology and does not require erasing pre-existing memory contents prior to writing new data to the same memory location. Both capabilities may be desirable to customers and are not practicable with MirrorBit or floating gate NOR technologies. Furthermore, newer technologies may scale to smaller process geometries than may be possible or practicable using MirrorBit or floating gate NOR technology, which may enable our competitors products to be produced at lower cost than our products. In addition, some of the licensees and customers of Saifun Semiconductors Ltd., or Saifun, which we purchased in 2008 and renamed Spansion Israel Ltd., are our competitors or work with our competitors and possess licenses from Spansion Israel Ltd. for intellectual property associated with charge trapping Flash memory technology. Use of this charge trapping intellectual property or use of independently developed charge trapping Flash memory technology by our competitors, if successfully developed and commercialized, may allow these competitors to develop Flash memory products that may compete with our products based on charge trapping technology. If we are unable to compete with these new technologies, we may be materially adversely affected.

Intense competition in the Flash memory market could materially adversely affect us.

Our principal NOR Flash memory competitors are Micron Technology, Inc., or Micron, Macronix International Co., Ltd., or Macronix, Winbond Electronics Corp. and Samsung Electronics Co., Ltd., or Samsung. Additional NOR Flash memory competitors include Microchip Technology Inc., EON Silicon Solution Inc., Atmel Corporation and Toshiba Corporation, or Toshiba.

We increasingly compete with NAND Flash memory manufacturers where NAND Flash memory has the ability to replace NOR Flash memory in customer applications. Our principal NAND Flash memory competitors include Samsung Electronics Co., Ltd. and Micron Technology, Inc. In the future, our principal NAND Flash memory competitors may include Elpida Memory, Inc., Hynix Semiconductor Inc., Toshiba Semiconductor Company, Powerchip Technology Corporation, Macronix International Co., Ltd., Intel Corporation and Sandisk Corporation.

The Flash memory market is characterized by intense competition. The basis of competition is cost, selling price, performance, quality, customer relationships and ability to provide value-added solutions. In particular, in the past our competitors have aggressively priced their products, which resulted in decreased selling prices for our products and adversely impacted our results of operations. Some of our competitors, including Samsung, Micron and Toshiba, are more diversified than we are and may be able to sustain lower operating margins in their Flash memory business based on the profitability of their other, non-Flash memory businesses. In addition, capital investments by competitors in the past have resulted in substantial industry manufacturing capacity and announced capital investments planned for the future may further contribute to a competitive pricing environment. Some of our competitors are able to manufacture NAND-based Flash memory products on 300-millimeter wafers at lower costs than us or may choose to utilize more advanced manufacturing process technologies than us. As a result, such competitors may be able to offer products competitive to ours at a lower cost or higher density. Moreover, our NAND-based Flash memory products based on our proprietary charge trapping technology may not have the price, performance, quality and other features necessary to compete successfully for these applications.

Table of Contents

We expect competition in the Flash memory market to intensify as existing manufacturers introduce new products, new manufacturers enter the market, industry-wide production capacity increases and competitors aggressively price their Flash memory products to increase market share. The competition we face intensified during the Chapter 11 Cases as our ability to compete was reduced. If our competitors, many of whom have greater financial resources than us, increase their focus on the Flash memory products or segments of the Flash memory markets that generate a significant portion of our net sales we could be materially adversely affected.

Competitive pressures may also increase if NOR memory vendors merge, if NAND memory vendors acquire NOR businesses or other NAND businesses, or if our competitors otherwise consolidate their operations. For example, on April 8, 2010, Microchip Technology announced that it had completed its acquisition of Silicon Storage Technology, Inc.; and on May 7, 2010, Micron announced that it had completed its acquisition of Numonyx Holdings B.V. Furthermore, we face increasing competition from NAND Flash memory vendors targeting the embedded portion of the Flash memory market.

To compete successfully, we must decrease our manufacturing costs and develop, introduce and sell products at competitive prices that meet our customers demands. If we are unable to compete effectively, we could be materially adversely affected.

Unless we maintain manufacturing efficiency, we may not become profitable and our future profitability could be materially adversely affected.

The Flash memory industry is characterized by rapid technological changes. For example, new manufacturing process technologies using smaller feature sizes and offering better performance characteristics are generally introduced every one to two years. The introduction of new manufacturing process technologies allows us to increase the functionality of our products while at the same time optimizing performance parameters, and increasing storage capacity. In addition, the reduction of feature sizes enables us to produce smaller chips offering the same functionality and thereby considerably reducing the cost per bit. In order to remain competitive, it is essential that we secure the capabilities to develop and qualify new manufacturing process technologies. For example, our leading Flash memory products must be manufactured at 65-nanometer and more advanced process technologies. If we are delayed in transitioning to these technologies and other future technologies, we could be materially adversely affected.

Manufacturing our products involves highly complex processes that require advanced equipment. Our manufacturing efficiency is an important factor in achieving profitability, and we cannot be sure that we will be able to maintain or increase our manufacturing efficiency to the same extent as our competitors. For example, we continuously modify our manufacturing processes in an effort to improve yields and product performance and decrease costs. We are continuing to transition to 65-nanometer process technology for the manufacture of some of our products. During periods when we are implementing new process technologies, manufacturing facilities may not be fully productive. We may fail to achieve acceptable yields or may experience product delivery delays as a result of, among other things, capacity constraints, delays in the development of new process technologies, changes in our process technologies, upgrades or expansion of existing facilities, impurities or other difficulties in the manufacturing process. Any of these occurrences could adversely impact our relationships with customers, cause harm to our reputation in the marketplace, cause customers to move future business to our competitors or cause us to make financial concessions to our customers.

Improving our manufacturing efficiency in future periods is dependent on our ability to:

- develop advanced process technologies and advanced products that utilize those technologies;
- successfully transition to advanced process technologies;
- continue to reduce test times;
- ramp product and process technology improvements rapidly and effectively to commercial volumes;

achieve acceptable levels of manufacturing wafer output and yields, which may decrease as we implement more advanced technologies; and

maintain our quality controls and rely upon the quality and process controls of our suppliers.

Table of Contents

Our ability to generate sufficient operating cash flows depends in part on maintaining our expense reduction efforts.

Our business is capital intensive and our ability to generate operating cash flows depends in large part on the maintenance of our low cost strategy. In response to decreasing cash balances of the Predecessor prior to the Chapter 11 Cases and as part of our strategy going forward, we intend to continue our low cost strategy. Some cost cutting activities may require initial cash outlays before the cost reductions are realized. We cannot assure you that we will be able to achieve anticipated expense reductions. If our expense reduction efforts are unsuccessful, our operating results and business may be materially adversely affected. Furthermore, in certain instances our cost reductions may make it more difficult for us to succeed in the extremely competitive Flash memory market.

Our working capital, investments and capital requirements may require us to seek additional financing, which may not be available to us.

Our debt instruments may not be sufficient for our future working capital, investments and capital requirements. We also may not be able to access additional financing resources due to a variety of reasons, including the restrictive covenants in the Term Loan, the Revolving Credit Facility and the Senior Unsecured Notes indenture and the lack of available capital due to the tight nature of global credit markets. If our financing requirements are not met by the Term Loan and the Revolving Credit Facility and we are unable to access additional financing, our business, operations, financial condition and cash flows will be materially adversely affected.

If we cannot adequately protect our technology or other intellectual property in the United States and abroad, through patents, copyrights, trade secrets, trademarks and other measures, we may lose a competitive advantage and incur significant expenses as a result of litigation and other claims.

We rely on a combination of protections provided by contracts, including confidentiality and non-disclosure agreements, copyrights, patents, trademarks and common law rights, such as trade secrets, to protect our intellectual property. However, we cannot assure you that we will be able to adequately protect our technology or other intellectual property from third-party infringement or from misappropriation in the United States and abroad. Any patent owned or licensed by us or issued to us could be challenged, invalidated or circumvented or rights granted under these patents or licenses may not provide a competitive advantage to us. Furthermore, patent applications that we file may not result in issuance of a patent or, if a patent is issued, the patent may not be issued in a form that is advantageous to us. Despite our efforts to protect our intellectual property rights, others may independently develop similar products, duplicate our products or design around our patents and other intellectual property rights. In addition, it is difficult to monitor compliance with, and enforce, our intellectual property rights on a worldwide basis in a cost-effective manner. Foreign laws may provide less intellectual property protection than is afforded in the United States. Our efforts to protect our intellectual property in the United States and abroad, through lawsuits such as those that have been filed between us and Samsung may be time-consuming and costly. If we cannot adequately protect our technology or other intellectual property rights in the United States and abroad, we may be materially adversely affected.

We are a party to intellectual property litigation and may become party to other intellectual property claims or litigation that could cause us to incur substantial costs or pay substantial damages or prohibit us from selling our products.

We are currently party to various lawsuits brought by third parties alleging that we infringe their intellectual property rights. In the future, third parties may bring additional actions against us based on similar allegations. To resolve such claims, we may seek to obtain a license under the third party s intellectual property rights. We cannot assure you that we will be able to obtain all of the necessary licenses on satisfactory terms, if at all. These parties have or may in the future file lawsuits against us seeking damages (potentially including treble damages or willful infringement) or an injunction against the sale of our products that incorporate allegedly infringed intellectual property or against the operation of our business as presently conducted, which could result in our having to stop the sale of some of our products, increase the costs of selling some of our

products, or cause damage to our reputation. The award of damages, including material royalty payments, or the entry of an injunction against the manufacture and sale of some or all of our products, would have a material adverse effect on us. We could decide, in the alternative, to redesign our products or to resort to litigation to challenge or defend such claims, either of which could be expensive and time-consuming and may have a material adverse effect on us.

We expect to attempt to negotiate agreements and arrangements with third parties for the license of intellectual property and technology that are important to our business. We also expect to continue to apply for new patents as our success in negotiating patent cross-license agreements with other industry participants will depend in large part upon the strength of our patent portfolio relative to that of the third party with which we are negotiating. If we are unable to negotiate agreements or arrangements for intellectual property, or to obtain patents, necessary for the success of our business, we may be materially adversely affected.

We provide indemnities relating to non-infringement of patents and other intellectual property indemnities to certain of our customers in connection with the delivery, design, manufacture and sale of our products. If we incur substantial costs in connection with any claim pursuant to such indemnification, our business, results of operations and financial condition could be materially adversely affected.

If essential equipment or adequate supplies of satisfactory materials are not available to manufacture our products, we could be materially adversely affected.

Our manufacturing operations depend upon obtaining deliveries of equipment and adequate supplies of materials on a timely basis. We purchase equipment and materials from a number of suppliers. From time to time, suppliers may extend lead times, limit supply to us or increase prices due to capacity constraints or other factors. For example, the impact of the earthquake and related tsunami in March 2011 on our suppliers in Japan caused delays and reductions in the provision of raw materials in the first and second quarters of 2011. Because the equipment that we purchase is complex, it is difficult for us to substitute one supplier for another or one piece of equipment for another. Some raw materials we use in the manufacture of our products are available from a limited number of suppliers or only from a limited number of suppliers in a particular region. In addition, we purchase raw materials for which prices on the world markets have increased significantly during recent periods. Such volatility may have an adverse effect on our operations. For example, we use gold in the assembly of our die into a packaged product. Due to the increased cost of gold in 2011, we had to re-engineer existing products to use copper as an alternative material to gold in order to counteract this increased cost, maintain our competitiveness and mitigate the impact on our customers. Our manufacturing operations also depend upon the quality and usability of the materials we use in our products, including raw materials and wafers we receive from our suppliers. If the materials we receive from our suppliers do not meet our manufacturing requirements or product specifications, are not obtained in a timely manner or if there are significant increases in costs of materials, we may be materially adversely affected.

We also rely on purchasing commercial memory die such as PSRAM from third-party suppliers to incorporate these die into multi-chip package products. The availability of these third-party purchased commercial die is subject to market availability, and the process technology roadmaps and manufacturing capacities of our vendors. In addition, some of our suppliers may also be our competitors. Interruption of supply from a competitor that is a supplier or otherwise or increased demand in the industry could cause shortages and price increases in various essential materials. If we are unable to procure these materials, or if the materials we receive from our suppliers do not meet our production requirements or product specifications, we may have to reduce our manufacturing operations or our manufacturing yields may be adversely affected. Such a reduction and yield issues have in the past and could in the future have a material adverse effect on us.

Costs related to defective products could have a material adverse effect on us.

One or more of our products may be found to be defective or we may initiate voluntary recalls of products after they have been shipped to customers in volume. We generally provide a limited warranty with respect to our products. Accordingly, if we recall products or are forced to replace defective products, the cost of product replacements or product returns may be substantial, and our reputation with our customers could be damaged. In addition, we could incur substantial costs to implement modifications to fix defects. Any of these problems could materially adversely affect us.

Worldwide economic and political conditions and risks may adversely affect demand for our products and have a material adverse effect on us.

Table of Contents

We operate in more than ten countries and we derive a majority of our net sales outside the United States. For example, a significant portion of our planned wafer fabrication capacity for existing and future products is provided by third parties located in Japan and China, and nearly all final tests and assembly of our products is performed at our facilities in Malaysia and Thailand and by third parties in China, Taiwan, Korea and Thailand. Our business depends on overall worldwide economic conditions and the economic and business conditions within our customers industries. Our business may also be affected by economic factors that are beyond our control, such as downturns in economic activity in a specific country or region. A further weakening of the worldwide economy or the economies of individual countries or the demand for our customers products may cause a decrease in demand for our products, which could materially adversely affect us.

We could also be significantly and adversely affected by geopolitical concerns and world events, such as wars and terrorist attacks. Our net sales and financial results have been and could be negatively affected to the extent such geopolitical concerns continue or similar events occur or are anticipated to occur. Terrorist attacks or armed conflicts may directly impact our physical facilities or those of our suppliers or customers. Furthermore, these attacks may make travel and the transportation of our products more difficult and more expensive, which could materially adversely affect us.

The political and economic risks associated with our sales to, and operations in, foreign countries include:

- expropriation;
- changes in political or economic conditions;
- compliance with U.S. and international laws involving international operations, including the Foreign Corrupt Practices Act and export control laws;
- changes in tax laws, trade protection measures and import or export licensing requirements;
- difficulties in protecting our intellectual property;
- changes in foreign currency exchange rates;
- restrictions on transfers of funds and other assets of our subsidiaries between jurisdictions;
- changes in freight and interest rates;
- disruption in air transportation between the location of our facilities; and
- loss or modification of exemptions for taxes and tariffs.

In particular, consequences of military action in the Middle East have in the past, and may in the future, adversely affect demand for our products and our relationship with various third parties with which we collaborate. Our subsidiary, Spansion Israel Ltd., conducts business in Israel, which is affected and surrounded by unstable political, economic and military conditions. We cannot predict the effect of continued or increased violence, or the effect of military action in that region. Continued armed conflicts or political instability in the region would harm business conditions and could adversely affect our results of operations. Furthermore, several countries continue to restrict or ban business with Israel and Israeli companies. These restrictive laws and policies may limit our ability to make sales in those countries, and, as a global company,

may limit our own ability to efficiently administer our worldwide resources.

More generally, any of these events could cause consumer confidence and spending to decrease or result in increased volatility in the U.S. economy and worldwide financial markets.

Unfavorable currency exchange rate fluctuations could adversely affect us.

As a result of our foreign operations, we have sales, expenses, assets and liabilities that are denominated in Japanese yen and other foreign currencies. For example:

- some of our costs are denominated in Japanese yen, Thai baht and Malaysian ringgit;
- sales of our products to, and purchases from, TI are denominated in both U.S. dollars and Japanese yen; and
- some fixed asset purchases are denominated in Japanese yen and European Union euros.

Table of Contents

Consequently, movements in exchange rates could cause our net sales and expenses to fluctuate, affecting our results of operations and cash flows. We use foreign currency forward contracts to reduce our exposure to foreign currency exchange rate fluctuations. The objective of these contracts is to reduce the impact of foreign currency exchange rate movements on our operating results and on our foreign currency denominated monetary assets and liabilities. We do not use these contracts for speculative or trading purposes. We cannot assure you that these activities will be successful in reducing our foreign currency exchange rate exposure. If these activities are unsuccessful, our financial condition could be materially adversely affected.

We are subject to a variety of environmental laws that could result in liabilities.

Our properties and many aspects of our business operations are subject to various domestic and international environmental laws and regulations, including those relating to materials used in our products and manufacturing processes; chemical use and handling; waste minimization; discharge of pollutants into the environment; the treatment, transport, storage and disposal of solid and hazardous wastes; and remediation of contamination. Certain of these laws and regulations require us to obtain permits for our operations, including permits related to the discharge of air pollutants and wastewater. From time to time, our facilities are subject to investigation by governmental regulators. Environmental compliance obligations and liability risks are inherent in many of our manufacturing and other activities. Any failure to comply with applicable environmental laws, regulations or permits may subject us to a range of consequences, including fines, suspension of production, alteration of manufacturing processes, sales limitations, and criminal and civil liabilities or other sanctions. We could also be held liable for any and all consequences arising out of exposure to hazardous materials used, stored, released, disposed of by us or located at or under our facilities, or for other environmental or natural resource damage.

Certain environmental laws, including the U.S. Comprehensive Environmental Response, Compensation and Liability Act of 1980, or the Superfund Act, impose joint and several liabilities on current and previous owners or operators of real property for the cost of removal or remediation of hazardous substances and costs related to damages to natural resources. Liability can attach even if the owner or operator did not know of, or was not responsible for, the release of such hazardous substances. These environmental laws also can result in liability for persons, like us, who arrange for hazardous substances to be sent to disposal or treatment facilities, in the event such facilities are found to be contaminated. Such persons can be responsible for cleanup costs at a disposal or treatment facility, even if they never owned or operated the contaminated facility. One of our properties is listed on the U.S. Environmental Protection Agency s Superfund National Priorities List. However, other parties currently are responsible for all investigation, cleanup and remediation activities. Although we have not been named a responsible party at this site, if we were so named, costs associated with the cleanup of the site could have material adverse effect upon us. We have not been named a responsible party at any Superfund or other contaminated site. If we were ever so named, costs associated with the cleanup of the site could be material. Additionally, contamination that has not yet been identified could exist at one or more of our facilities, and identification of such contamination could have a material adverse effect on us.

Our business is subject to complex and dynamic environmental regulatory schemes. While we have budgeted for reasonably foreseeable environmental expenditures, we cannot assure you that environmental laws will not change or become more stringent in the future. Future environmental regulations could require us to procure expensive pollution abatement or remediation equipment; to modify product designs; or to incur other expenses associated with compliance with such regulations. For example, the European Union and China recently began imposing stricter requirements regarding reduced lead content in semiconductor packaging. Therefore, we cannot assure you that our costs of complying with current and future environmental and health and safety laws, or liabilities arising from past or future releases of, or exposure to, hazardous substances, will not have a material adverse effect on our business.

Changes to financial accounting standards may affect our results of operations and cause us to change our business practices.

We prepare our financial statements in accordance with generally accepted accounting principles, or GAAP, in the United States. These accounting principles are subject to interpretation by the Financial Accounting Standards Board, or FASB, the Securities and Exchange Commission, or SEC, and various bodies

formed to interpret and create appropriate accounting policies. A change in those policies or other requirements with respect to the reporting of financial statements can have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced.

For example, the SEC has released a proposed roadmap regarding the potential use by U.S. issuers of financial statements prepared in accordance with International Financial Reporting Standards, or IFRS. Under the proposed roadmap, we may be required to prepare financial statements in accordance with IFRS. The SEC announced it will make a determination in 2011 regarding the mandatory adoption of these new standards. It is unclear at this time how the Commission will propose GAAP and IFRS be harmonized if the proposed changes are adopted. If adopted, we will need to develop new systems and controls around IFRS principles. Since this would be a new endeavor, the specific costs associated with this conversion are uncertain and could have a material impact on our results of operations.

AMD and Fujitsu may continue to use all of our intellectual property and the intellectual property they have transferred to us.

In connection with our reorganization as Spansion LLC in June 2003, Advanced Micro Devices, Inc., or AMD, and Fujitsu transferred approximately 400 patents and patent applications to us. In addition, AMD and Fujitsu contributed additional patents to us at the time of our initial public offering. However, both AMD and Fujitsu have retained license rights under the patents they contributed to us. In addition, under their respective patent cross-license agreements with us, AMD and Fujitsu have also obtained licenses to our present and future patents with effective filing dates prior to June 30, 2013, although the scope of patents under license can be impacted by a change in control of the parties or their semiconductor groups. These licenses continue until the last to expire of the patents under license expires and provide AMD and Fujitsu with licenses to all of our present and future patents in existence through such cross-license termination date. In addition, we have granted a non-exclusive, perpetual, irrevocable fully paid and royalty-free license under our rights, other than patent and trademark rights, in our technology to each of AMD and Fujitsu. Under our non-competition agreement, both AMD and Fujitsu have agreed that they will not directly or indirectly engage in a business, and have agreed to divest any acquired business, that manufactures or supplies standalone semiconductor devices (including single chip, multiple chip or system devices) containing certain Flash memory, which is the business in which we primarily compete. With respect to each of AMD and Fujitsu, this non-competition restriction will last until May 10, 2012. After the expiration of the non-competition restriction period, should either AMD or Fujitsu decide to re-enter the Flash memory business, it could use our present and future patents and technologies licensed by us to AMD and Fujitsu to compete against us. If either AMD or Fujitsu were to compete with us, we could be materially adversely affected.

Our stock price may be volatile, and stockholders may lose all or part of their investment.

The market price of our common stock has been volatile and may in the future be subject to wide fluctuations in response to many risk factors listed in this section, and others beyond our control, including:

- actual or anticipated changes in our operating results;
- changes in financial estimates by securities analysts;
- fluctuations in the valuation of companies perceived to be comparable to us;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives; and
- stock price and volume fluctuations attributable to inconsistent trading volume levels or other factors.

Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of shares of our common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the

target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management s attention from other business concerns, which could materially adversely affect us.

ITEM 6. EXHIBITS

Exhibit Number	Description of Exhibits
3.1#	Amended and Restated Certificate of Incorporation of Spansion Inc.
10.1#	Purchase Agreement, by Spansion LLC with SL Capital Appreciation Fund, L.L.C., Silver Lake Sumeru Fund, L.P. and Silver Lake Credit Fund, L.P. entered into as of April 30, 2011.
10.2#	Amendment No. 5 and Consent, dated as of May 12, 2011, to the Credit Agreement dated as of February 9, 2010 among Spansion LLC, as Borrower, Spansion Inc. and Spansion Technology LLC, as Guarantors, each lender from time to time party thereto, Barclays Bank PLC, as Administrative Agent, Collateral Agent and Documentation Agent, Barclays Capital, as Joint Lead Arranger and Joint Book Runner, and Morgan Stanley Senior Funding, Inc., as Joint Lead Arranger, Joint Book Runner and Syndication Agent.
10.3#	Amendment Number Three, dated as of May 12, 2011, to (i) the Loan and Security Agreement dated as of May 10, 2010 among the Spansion Inc., Spansion LLC, certain of Spansion LLC s subsidiaries, the lenders party thereto, and Bank of America, N.A., as Administrative Agent, as Sole Lead Arranger, as Sole Bookrunner, and as agent for the Lenders; and (ii) the Guarantor Security Agreement dated as of May 10, 2010 among Spansion Inc., Spansion LLC, certain of Spansion LLC s subsidiaries, the lenders party thereto, and Bank of America, N.A.
10.4*	Third Amendment, dated as of May 16, 2011, to the Foundry Agreement, dated August 31, 2007, between Spansion LLC and Semiconductor Manufacturing International Corporation, filed as Exhibit 10.1 to Spansion s Current Report on Form 8-K/A dated July 7, 2011, is hereby incorporated by reference.
10.5#	Separation Agreement and Release, by Spansion Inc. with James P. Reid, entered into as of May 27, 2011.
10.6*	Amendment No. 6 to the Fujitsu Foundry Agreement, by and among Spansion Inc., Spansion LLC and Spansion Technology LLC, in their capacities as guarantors, Nihon Spansion Trading Limited (as successor in interest to Nihon Spansion Limited) and Fujitsu Semiconductor Limited, entered into as of April 1, 2011, filed as Exhibit 10.1 to Spansion s Current Report on Form 8-K dated July 7, 2011, is hereby incorporated by reference.
10.7*	Letter agreement regarding the Fujitsu Foundry Agreement, by and among Spansion Inc., Spansion LLC and Spansion Technology LLC, in their capacities as guarantors, Nihon Spansion Trading Limited (as successor in interest to Nihon Spansion Limited) and Fujitsu Semiconductor Limited, entered into as of April 29, 2011, filed as Exhibit 10.2 to Spansion s Current Report on Form 8-K dated July 7, 2011, is hereby incorporated by reference.
10.8*	Amendment No. 3 to the Foundry Agreement, by and among Spansion LLC, Nihon Spansion Trading Limited (as successor in interest to Nihon Spansion Limited) and Texas Instruments Incorporated, entered into as of March 11, 2011, filed as Exhibit 10.3 to Spansion s Current Report on Form 8-K dated July 7, 2011, is hereby incorporated by reference.
10.9+#	Spansion Inc. 2010 Employee Incentive Plan.
10.10+#	Spansion Inc. 2010 Executive Compensation Plan.
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS***##	XBRL Instance Document
101.SCH***##	XBRL Taxonomy Extension Schema Document
101.CAL***##	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***##	XBRL Taxonomy Extension Definition Linkbase Document

101.LAB***##	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***##	XBRL Taxonomy Extension Presentation Linkbase Document

52

* Confidential treatment has been requested with respect to portions of this exhibit. The redacted information has been filed separately with the SEC.

** Exhibits 32.1 and 32.2 are being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, nor shall such exhibits be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise specifically stated in such filing.

*** Pursuant to applicable securities laws and regulations, the Company is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any anti-fraud provisions or any other liability provision of the federal securities laws as long as the Company has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fails to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

+ Management Agreement or Compensation Plan.

Previously filed as an exhibit to Spansion Inc. s Quarterly Report on Form 10-Q for the period ended June 26, 2011, filed with the SEC on August 5, 2011.

Previously filed as an exhibit to Amendment No. 1 to Spansion Inc. s Quarterly Report on Form 10-Q for the period ended June 26, 2011, filed with the SEC on September 2, 2011.

Table of Contents

SIGNATURE

Pursuant to the requirements 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.

	SPANSION INC.	
Date: November 2, 2011	By:	/s/ Randy W. Furr
		Randy W. Furr
		Executive Vice President and Chief Financial Officer