NOKIA CORP
Form S-8 POS
March 07, 2013

Registration No. 333-152445

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

NOKIA CORPORATION

(Exact name of registrant as specified in its charter)

Republic of Finland **(State or other jurisdiction of** **incorporation or organization)**	**Not Applicable** **(I.R.S. Employer** **Identification Number)**

Keilalahdentie 4, P.O. Box 226
FIN-00045 NOKIA GROUP
Espoo, Finland
(011) 358-9-18071
(Address of principal executive offices)

NAVTEQ CORPORATION

AMENDED & RESTATED 2001 STOCK INCENTIVE PLAN

(Full title of the plan)

Louise Pentland

Nokia Holding, Inc.

6021 Connection Drive

Irving, Texas 75039

+1 (972) 600-1289

(Name, address and telephone number of agent for service)

Copies to:

Doreen E. Lilienfeld, Esq.

Shearman & Sterling LLP

599 Lexington Avenue

New York, New York 10022

+1 (212) 848 7171

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-152445 (the *2008 Registration Statement*), is being filed to deregister certain shares (the *Shares*) of Nokia Corporation (the *Company*) that were registered for issuance in connection with a merger and subject to the terms of the NAVTEQ Corporation Amended and Restated 2001 Stock Incentive Plan (the *2001 NAVTEQ Stock Incentive Plan*). The 2008 Registration Statement registered 3,200,000 Shares issuable pursuant to the 2001 NAVTEQ Stock Incentive Plan. The 2008 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unsold or otherwise unissued under the 2001 NAVTEQ Stock Incentive Plan.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the 2008 Registration Statement, the Company is filing a Registration Statement on Form S-8 (the *New Registration Statement*) to register shares issuable under other of its employee benefit plans. In accordance with Rule 457(p) under the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the 2008 Registration Statement is also being filed to carry over to the New Registration Statement the $1482.59 portion of the registration fee previously paid by the Company in connection with the 2008 Registration Statement to register 1,500,000 Shares.

SIGNATURES

The Registrant. Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on March 7, 2013.

NOKIA CORPORATION

By:	/s/ Riikka Tieaho	By:	/s/ Jani Salovaara
Name:	Riikka Tieaho	Name:	Jani Salovaara
Title:	Vice President, Corporate Legal	Title:	Senior Legal Counsel

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 has been signed below by the following persons in the indicated capacities on March 7, 2013.

Members of the Board of Directors:

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

/s/ Risto Siilasmaa Name: Risto Siilasmaa	Chairman of the Board of Directors
/s/ Kari Stadigh Name: Kari Stadigh	Director

President and Chief Executive Officer:

/s/ Stephen Elop
Name: Stephen Elop

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

/s/ Timo Ihamuotila
Name: Timo Ihamuotila

Authorized Representative in the United States:

/s/ Louise Pentland
Name: Louise Pentland

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