

NOKIA CORP  
Form S-8 POS  
March 19, 2015

Registration No. 333-173064

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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NOKIA CORPORATION  
(Exact name of registrant as specified in its charter)

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

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

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

NOKIA RESTRICTED SHARE PLAN 2011

(Full title of the plan)

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Katariina Kujala  
Nokia USA Inc.  
6000 Connection Drive  
Irving, Texas 75039  
+1 (972) 374-3000  
(Name, address and telephone number of agent for service)

Copies to:

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New York, New York 10022  
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EXPLANATORY NOTE

Nokia Restricted Share Plan 2011

This Post-Effective Amendment No. 2 to Registration on Form S-8, Registration No. 333-173064 (the “2011 Registration Statement”) is being filed to deregister certain shares of the Company that were registered for issuance pursuant to the Nokia Restricted Share Plan 2011 (the “2011 Restricted Share Plan”). The 2011 Registration Statement registered 2,500,000 Shares issuable pursuant to the 2011 Restricted Share Plan to employees of the Company. The 2011 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2011 Restricted Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to the 2011 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. 2 to the 2011 Registration Statement is also being filed to carry over to the New Registration Statement the \$1,894.19 portion of the registration fee previously paid by the Company in connection with the 2011 Registration Statement to register 2,060,000 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. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on March 19, 2015.

NOKIA CORPORATION

By: /s/ Riikka Tieaho  
Name: Riikka Tieaho  
Title: Vice President, Corporate  
Legal

By: /s/ Saana Nurminen  
Name: Saana Nurminen  
Title: Director, Legal

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Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 has been signed below by the following persons in the indicated capacities on March 19, 2015.

Members of the Board of Directors:

/s/ Vivek Badrinath  
Name: Vivek Badrinath Director

/s/ Bruce Brown  
Name: Bruce Brown Director

/s/ Elizabeth Doherty  
Name: Elizabeth Doherty Director

/s/ Jouko Karvinen  
Name: Jouko Karvinen Vice Chairman, Director

/s/ Mårten Mickos  
Name: Mårten Mickos Director

/s/ Elizabeth Nelson  
Name: Elizabeth Nelson Director

/s/ Risto Siilasmaa  
Name: Risto Siilasmaa Chairman of the Board of Directors

/s/ Kari Stadigh  
Name: Kari Stadigh Director

Name: Dennis Strigl Director



President and Chief Executive Officer:

/s/ Rajeev Suri

Name: Rajeev Suri

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

/s/ Timo Ihamuotila

Name: Timo Ihamuotila

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Authorized Representative in the United States:

Name:                   /s/Katariina Kujala  
                              Katariina Kujala

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