

NOKIA CORP  
Form S-8 POS  
March 07, 2013

Registration No. 333-124700

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

**POST-EFFECTIVE AMENDMENT NO. 3**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**NOKIA CORPORATION**

(Exact name of registrant as specified in its charter)

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**Republic of Finland**  
(State or other jurisdiction of

**Not Applicable**  
(I.R.S. Employer

incorporation or organization)

**Keilalahdentie 4, P.O. Box 226**

Identification Number)

**FIN-00045 NOKIA GROUP**

**Espoo, Finland**

**(011) 358-9-18071**

(Address of principal executive offices)

**NOKIA STOCK OPTION PLAN 2005**

(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. 3 to Registration on Form S-8, Registration No. 333-124700 (the *2005 Registration Statement* ), is being filed to deregister certain shares (the *Shares* ) of Nokia Corporation (the *Company* ) that were registered for issuance pursuant to the Nokia Stock Option Plan 2005 (the *2005 Stock Option Plan* ). The 2005 Registration Statement registered 2,000,000 Shares issuable pursuant to the 2005 Stock Option Plan to employees of the Company. The 2005 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2005 Stock Option Plan.

**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. 3 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  
Name: Riikka Tieaho  
Title: Vice President, Corporate Legal

By: /s/ Jani Salovaara  
Name: Jani Salovaara  
Title: Senior Legal Counsel

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Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 3 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<br>Name: Bruce Brown                       | Director                |
| /s/ Stephen Elop<br>Name: Stephen Elop                     | Director                |
| /s/ Henning Kagermann<br>Name: Henning Kagermann           | Director                |
| /s/ Jouko Karvinen<br>Name: Jouko Karvinen                 | Director                |
| Name: Helge Lund   | Director                |
| /s/ Isabel Marey-Semper<br>Name: Isabel Marey-Semper       | Director                |
| /s/ Mårten Mickos<br>Name: Mårten Mickos                   | Director                |
| /s/ Elizabeth Nelson<br>Name: Elizabeth Nelson             | Director                |
| /s/ Dame Marjorie Scardino<br>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