

NOKIA CORP  
Form S-8 POS  
February 27, 2014

Registration No. 333-187096

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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)

NOKIA PERFORMANCE SHARE PLAN 2012  
NOKIA PERFORMANCE SHARE PLAN 2011

(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:

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New York, New York 10022  
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EXPLANATORY NOTE

Nokia Performance Share Plan 2012

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-187096 (the “2013 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 Performance Share Plan 2012 (the “2012 Performance Share Plan”). The 2013 Registration Statement registered 710,000 Shares issuable pursuant to the 2012 Performance Share Plan to employees of the Company. The 2013 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2012 Performance Share Plan.

Nokia Performance Share Plan 2011

This Post-Effective Amendment No. 1 to the 2013 Registration Statement is being filed to deregister certain shares of the Company that were registered for issuance pursuant to the Nokia Performance Share Plan 2011 (the “2011 Performance Share Plan”). The 2013 Registration Statement registered 1,590,000 Shares issuable pursuant to the 2011 Performance Share Plan to employees of the Company. The 2013 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2011 Performance Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the 2013 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 2013 Registration Statement is also being filed to carry over to the New Registration Statement the \$1,121.55 portion of the registration fee previously paid by the Company in connection with the 2013 Registration Statement to register 2,300,000 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 February 27, 2014.

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. 1 has been signed below by the following persons in the indicated capacities on January 23, 2014.

Members of the Board of Directors:

/s/ Bruce Brown Director  
Name: Bruce Brown

/s/ Elizabeth Doherty Director  
Name: Elizabeth Doherty

/s/ Henning Kagermann Director  
Name: Henning Kagermann

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

/s/ Helge Lund Director  
Name: Helge Lund

/s/ Mårten Mickos Director  
Name: Mårten Mickos

/s/ Elizabeth Nelson Director  
Name: Elizabeth Nelson

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

/s/ Kari Stadigh Director  
Name: Kari Stadigh



Chairman of the Board and Interim CEO:

/s/ Risto Siilasmaa  
Name: Risto Siilasmaa

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

/s/ Timo Ihamuotila  
Name: Timo Ihamuotila

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Authorized Representative in the United States:

*/s/* Louise Pentland  
Name: Louise Pentland