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NOKIA CORP  
Form S-8 POS  
May 07, 2004

As filed with the Securities and Exchange Commission on May 7, 2004.

Registration No. 333-6786

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 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)

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

NOKIA CORPORATION  
1997 Employee Offering  
(Full title of the plan)

Kari-Pekka Wilska  
Nokia Holding, Inc.  
6000 Connection Drive  
Irving, Texas 75039  
(972) 894-5000  
(Name, address and telephone number of agent for service)

Copies to:  
Doreen E. Lilienfeld, Esq.  
Shearman & Sterling LLP  
Broadgate West  
9 Appold Street  
London, England EC2A 2AP  
+44 (0)20 7655 5942

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EXPLANATORY STATEMENT

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8,

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Registration No. 333-6786 (the "Registration Statement"), is being filed to deregister certain Shares, par value EUR 0.06 per share (the "Shares"), of Nokia Corporation (the "Registrant" or "Nokia") and certain bonds, each with 2,000 attached warrants to purchase Shares ("Bonds") that were registered for issuance pursuant to the Nokia Corporation 1997 Employee Offering (the "Worldwide Employee Offering").<sup>1</sup> The Registration Statement registered 19,200,000 Shares and 600 Bonds issuable pursuant to the Worldwide Employee Offering to employees of the Nokia Group residing in the United States and Canada. The Registration Statement is hereby amended to deregister the remaining unissued shares and unissued bonds.

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1 The original Form S-8, which was filed with the Securities and Exchange Commission on April 15, 1997, registered 1,200,000 A Shares of Nokia, Par value 5 Finnish markka per share, and 600 bonds, each with 2,000 attached warrants to purchase A Shares. In each of 1998 and 1999, Nokia effected a two-for-one share split, effective in public trading on April 16, 1998 and April 12, 1999, respectively. In 2000, Nokia effected a four-for-one share split, effective in public trading on April 10, 2000. In addition, Nokia's A Shares were consolidated with Nokia's K Shares on April 9, 1999 into one class of Shares.

### PART II

#### SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Helsinki, Republic of Finland on May 7, 2004.

NOKIA CORPORATION

By: /s/ Ursula Ranin

By: /s/ Marianna Uotinen-Tarkoma

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Name: Ursula Ranin

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Name: Marianna Uotinen-Tarkoma

Title: Vice President, General Counsel

Title: Senior Legal Counsel

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Ms. Ursula Ranin and/or Ms. Marianna

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Uotinen-Tarkoma his/her true and lawful attorney-in-fact and agent, each acting alone, each with full power of substitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments, including post-effective amendments, and supplements to this Nokia Corporation Registration Statement on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney(s)-in-fact and agent(s) full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorney(s)-in-fact and agent(s), or his/her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the indicated capacities on May 7, 2004.

Members of the Board of Directors:

/s/ Paul J. Collins  
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Name: Paul J. Collins Vice Chairman, Director

/s/ Georg Ehrnrooth  
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Name: Georg Ehrnrooth Director

/s/ Dr. Bengt Holmstrom  
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Name: Dr. Bengt Holmstrom Director

/s/ Per Karlsson  
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Name: Per Karlsson Director

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/s/ Jorma Ollila  
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Name: Jorma Ollila Chairman of the Board of Directors  
Chief Executive Officer

/s/ Dame Marjorie Scardino  
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Name: Dame Marjorie Scardino Director

/s/ Vesa Vainio  
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Name: Vesa Vainio Director

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/s/ Arne Wessberg

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Director

Name: Arne Wessberg

President:

/s/ Pekka Ala-Pietila

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Name: Pekka Ala-Pietila

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

/s/ Richard A. Simonson

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Name: Richard A. Simonson

Authorized Representative in the United States:

/s/ Kari-Pekka Wilska

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Name: Kari-Pekka Wilska