

NOKIA CORP  
Form S-8 POS  
March 22, 2019

As filed with the Securities and Exchange Commission on March 21, 2019  
Registration No. 333-202866  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 3 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)

(Address of principal executive offices)

Karaportti 3, P.O. Box 226  
FI-00045 NOKIA GROUP  
Espoo, Finland  
+358 10 4488000

NOKIA RESTRICTED SHARE PLAN 2015  
(Full title of the plan)

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Ronald A. Antush  
Nokia of America Corporation  
601 Data Drive  
Plano, Texas 75075  
+1 (469) 682-7649

(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

Nokia Restricted Share Plan 2015

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8, Registration No. 333-202866 (the “2015 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 Restricted Share Plan 2015 (the “2015 Restricted Share Plan”). The 2015 Registration Statement registered 750,000 Shares issuable pursuant to the 2015 Restricted Share Plan to employees of the Company. The 2015 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2015 Restricted Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 3 to the 2015 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. 3 to the 2015 Registration Statement is also being filed to carry over to the New Registration Statement the \$494.00 portion of the registration fee previously paid by the Company in connection with the 2015 Registration Statement to register 555,000 Shares.

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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 21, 2019.

NOKIA CORPORATION

By: /s/ Esa Niinimäki

Name: Esa Niinimäki

Title: Vice President, Corporate Legal

By: /s/ Ulla Nyberg

Name: Ulla Nyberg

Title: Legal Counsel, Corporate Legal

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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 21, 2019.

Members of the Board of Directors

/s/ Sari Baldauf                      Director  
Name: Sari Baldauf

/s/ Bruce Brown                      Director  
Name: Bruce Brown

/s/ Jeanette Horan                      Director  
Name: Jeanette Horan

/s/ Louis R. Hughes                      Director  
Name: Louis R. Hughes

/s/ Edward Kozel                      Director  
Name: Edward Kozel

/s/ Elizabeth Nelson                      Director  
Name: Elizabeth Nelson

/s/ Olivier Piou                      Vice Chairman of the Board of Directors  
Name: Olivier Piou

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

/s/ Carla Smits-Nusteling                      Director  
Name: Carla Smits-Nusteling

/s/ Kari Stadigh                      Director  
Name: Kari Stadigh

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President and Chief Executive Officer:

*/s/ Rajeev Suri*  
Name: Rajeev Suri

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

*/s/ Kristian Pullola*  
Name: Kristian Pullola

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Authorized Representative in the United States:

*/s/ Ronald A. Antush*  
Name: Ronald A. Antush

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