

Mercadante Paul
Form 3
May 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mercadante Paul | | | (Month/Day/Year) | Spansion Inc. [CODE] | |
| (Last) | (First) | (Middle) | 05/10/2010 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2775 SAND HILL ROAD, SUITE 100 | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| MENLO PARK, Â CA Â 94025 | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Class A Common Stock, par value \$0.001 per share | 4,846,793 <u>(1)</u> <u>(2)</u> <u>(3)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> | See footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mercadante Paul 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | X | X | X | X |

Signatures

/s/ Paul
Mercadante

05/12/2010

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The 4,846,793 shares reported herein (the "Securities") are directly owned by SLS Spansion Holdings, LLC ("SLS Spansion"). Silver Lake Sumeru Fund, L.P. (the "Sumeru Fund") and Silver Lake Technology Investors Sumeru, L.P. (the "Side Fund") are members of SLS Spansion. Silver Lake Technology Associates Sumeru, L.P. (the "Lower GP") is the sole general partner of the Sumeru Fund and the Side Fund. SLTA Sumeru (GP), L.L.C. (the "Upper GP") is the sole general partner of the Lower GP.
- Mr. Mercadante is a member of the Sumeru investment committee and a managing director of the Upper GP; accordingly, Mr. Mercadante may be deemed to have an indirect pecuniary interest in the securities owned by SLS Spansion under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Mr. Mercadante disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- (2) In addition to the Securities reported herein, Silver Lake Credit Fund, L.P. (the "Credit Fund") and SL Capital Appreciation Fund, L.L.C. (the "Cap Appreciation Fund") also own 870,738 and 54,160 shares, respectively, of Spansion, Inc.'s Class A Common Stock. Silver Lake Group, L.L.C. ("SLG"), which is a managing member of the Upper GP described above, is also the managing member of (i) the Cap Appreciation Fund; and (ii) SLFA (GP), L.L.C., the general partner of Silver Lake Financial Associates, L.P., which is in turn the general partner of the Credit Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.