

NOKIA CORP
Form S-8 POS
March 20, 2008

Registration No. 333-12364

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

POST-EFFECTIVE AMENDMENT NO. 2
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 Stock Option Plan 1999, RESTATED AS OF JUNE 30, 2000

(Full title of the plan)

Richard W. Stimson
Nokia Holding, Inc.
6000 Connection Drive
Irving, Texas 75039
+1 (972) 894-5000
(Name, address and telephone number of agent for service)

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Copies to:

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Explanatory Statement

This Post Effective Amendment No. 2 to Registration on Form S-8, Registration No. 333-12364 (the “Registration Statement”), is being filed to deregister certain shares (the “Shares”) of Nokia Corporation (the “Registrant” or “Nokia”) that were registered for issuance pursuant to the Nokia Stock Option Plan 1999, restated as of June 30, 2000 (the “1999 Stock Option Plan”). The Registration Statement registered 4,300,000 Shares issuable pursuant to the 1999 Stock Option Plan to employees of Nokia. The Registration Statement is hereby amended to deregister the remaining unissued shares following the expiration of the awards under the 1999 Stock Option Plan.

SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the Registrant has duly caused this Post Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Helsinki, Republic of Finland, and Irving, Texas, U.S.A. on March 20, 2008.

NOKIA CORPORATION

By: /s/ Leena Siirala

Name:

Leena Siirala

Title:

Director, Corporate Legal

By: /s/ Kaarina Ståhlberg

Name:

Kaarina Ståhlberg

Title:

Vice President, Assistant General Counsel

By: /s/ Richard W. Stimson

Name:

Richard W. Stimson

Title:

Authorized U.S. Representative