

NOKIA CORP  
Form S-8 POS  
May 06, 2011

**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 RESTRICTED SHARE PLAN 2006**  
(Full title of the plan)

**Louise Pentland  
Nokia Holding, Inc.  
6000 Connection Drive  
Irving, Texas 75039  
+1 (972) 894-5000**  
(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**

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SIGNATURES

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Explanatory Statement

This Post Effective Amendment No. 2 to Registration on Form S-8, Registration No. 333- 132846 (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 Restricted Share Plan 2006 (the *2006 Restricted Share Plan* ). The Registration Statement registered 750,000 Shares issuable pursuant to the 2006 Restricted Share 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 2006 Restricted Share Plan.

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**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. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on May 4, 2011.

NOKIA CORPORATION

By: /s/ Kaarina Ståhlberg

Name:

Kaarina Ståhlberg

Title: Vice President, Assistant General

Counsel

By: /s/ Esa Niinimäki

Name:

Esa Niinimäki

Title: Senior Legal Counsel



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/s/ Dame Marjorie Scardino Vice Chairman, Director

Name: Dame Marjorie Scardino

/s/ Risto Siilasmaa Director

Name: Risto Siilasmaa

/s/ Kari Stadigh Director

Name: Kari Stadigh

**President and Chief Executive Officer:**

/s/ Stephen Elop

Name: Stephen Elop

**Chief Financial Officer** (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

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