

SHAH AJAY B
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 *

Â SHAH AJAY B

(Last) (First) (Middle)

2775 SAND HILL ROAD,
SUITE 100

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/10/2010

3. Issuer Name **and** Ticker or Trading Symbol
Spansion Inc. [CODE]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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 (1) (2)

I (1) (2) See footnote (1) (2)

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAH AJAY B 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	Â X	Â	Â	Â

Signatures

/s/ Ajay Shah	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. Shah is a member of the Sumeru investment committee and a managing member of the Upper GP; accordingly, Mr. Shah 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. Shah 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.

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