

ADVANTEST CORP  
Form S-8 POS  
April 22, 2016  
Registration No. 333-97107

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

KABUSHIKI KAISHA ADVANTEST  
(Exact name of registrant as specified in its charter)

ADVANTEST CORPORATION  
(Translation of Registrant's name into English)

Japan  
(State or other jurisdiction of  
incorporation or organization)

Not Applicable  
(I.R.S. Employer  
Identification Number)

Shin-Marunouchi Center  
Building  
1-6-2 Marunouchi,  
Chiyoda-ku, Tokyo 100-0005  
Japan  
(Address of Principal Executive Offices)

THE ADVANTEST AMERICA EMPLOYEE STOCK PURCHASE PROGRAM

(Full title of the plan)

Advantest America, Inc.  
3061 Zanker Road  
San Jose, California 95134  
Attention: Corporate Secretary  
(408) 456-3600  
(Name, address and telephone number of agent for service)

With a copy to:  
Masahisa Ikeda  
Shearman & Sterling LLP

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Fukoku Seimei Building  
2-2 Uchisaiwaicho 2-chome  
Chiyoda-ku, Tokyo 100-0011  
Japan  
81-3-5251-1601

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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Explanatory Note

Advantest Corporation (the "Registrant") is hereby filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-97107), filed on July 25, 2002 (the "Registration Statement") to deregister any securities that were registered pursuant to the Registration Statement and remaining unissued.

The Registration Statements, in the aggregate, registered a total of 312,500 shares of the Registrant's common stock (the "Shares"), issuable under the Advantest America Employee Stock Purchase Program (the "Plan").

The Registration Statement is hereby amended to deregister all the Shares remaining unissued under the Plan as of the date hereof.

SIGNATURES

Pursuant to the requirements of the 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. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Chiyoda-ku, Tokyo of Japan on April 22, 2016.

ADVANTEST CORPORATION

By: /s/ Hiroshi Nakamura  
Name: Hiroshi Nakamura  
Title: Director and Managing  
Executive Officer  
(Principal Financial Officer)

Note: No other person is required to sign this Post-Effective Amendment No. 1 in reliance upon Rule 478 of the Securities Act of 1933, as amended.