

Spansion Inc.  
Form POSASR  
September 01, 2010

As filed with the Securities and Exchange Commission on September 1, 2010

Registration No. 333-139833

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**SPANSION INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**3674**  
(Primary Standard Industrial  
identification number)  
**915 DeGuigne Drive**

**20-3898239**  
(I.R.S. employer  
identification number)

**P.O. Box 3453**

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Sunnyvale, CA 94088

(408) 962-2500

(Address, including zip code, and  
telephone number, including area code,  
of registrant's principal executive offices)

**JOHN H. KISPERT**

Chief Executive Officer

Spansion Inc.

915 DeGuigne Drive

P.O. Box 3453

Sunnyvale, CA 94088

(408) 962-2500

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*

**TAD J. FREESE**

**Latham & Watkins LLP**

**140 Scott Drive**

**Menlo Park, California 94025**

**(650) 328-4600**

**Approximate date of commencement of proposed sale to the public:** Not applicable. If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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.

Large accelerated filer "

Non-accelerated filer x

Accelerated filer "

Smaller reporting company "

**Deregistration of Securities**

As previously disclosed, on March 1, 2009, Spansion Inc. (the **Registrant**) and certain of its subsidiaries (collectively, the **Debtors**) each filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware (the **Bankruptcy Court**) for reorganization relief under Chapter 11 of Title 11 of the United States Code (as amended, the **Bankruptcy Code**). On April 16, 2010, the Bankruptcy Court entered an order confirming the Second Amended and Restated Joint Plan of Reorganization filed by the Registrant (as amended, the **Plan**). On May 10, 2010 (the **Effective Date**), the Debtors consummated their reorganization under the Bankruptcy Code and the Plan became effective. Pursuant to the Plan, all of the Registrant's then issued and outstanding shares of Class A Common Stock, par value \$0.001 per share ( **Old Common Stock** ), was cancelled.

Pursuant to the undertaking of the Registrant contained in its Registration Statement on Form S-3 (Registration No. 333-139833), initially filed with the Securities and Exchange Commission and effective as of January 5, 2007 (the **Registration Statement**), this Post-Effective Amendment No. 1 (this **Post-Effective Amendment**) is filed by the Registrant and amends the Registration Statement registering the offer and sale by certain selling stockholders of the Registrant named therein of up to 11,749,748 shares of Old Common Stock. As a result of the cancellation of the Old Common Stock, the Registrant is filing this Post-Effective Amendment to deregister all shares of the Old Common Stock included in the Registration Statement.

**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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 1st day of September, 2010.

SPANSION INC.

a Delaware corporation

By: /s/ John H. Kispert  
John H. Kispert

President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints John H. Kispert and Randy W. Furr, and each of them, as attorneys-in-fact, each with the power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated below.

| <b>Signature</b>                       | <b>Title</b>   | <b>Date</b>       |
|--|--|-------------------|
| /s/ John H. Kispert<br>John H. Kispert | Director, President and Chief Executive Officer<br>(Principal Executive Officer)                     | September 1, 2010 |
| /s/ Randy W. Furr<br>Randy W. Furr     | Executive Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) | September 1, 2010 |
| /s/ Raymond Bingham<br>Raymond Bingham | Chairman of the Board of Directors   | September 1, 2010 |
| /s/ Eugene I. Davis<br>Eugene I. Davis | Director   | September 1, 2010 |
| /s/ Hans Geyer<br>Hans Geyer           | Director   | September 1, 2010 |
| /s/ Paul Mercadante                    | Director   | September 1, 2010 |

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Paul Mercadante

/s/ Ajay Shah

Director

September 1, 2010

Ajay Shah

/s/ Clifton Thomas Weatherford

Director

September 1, 2010

Clifton Thomas Weatherford