

NAVTEQ CORP  
Form S-8 POS  
July 10, 2008

As filed with the Securities and Exchange Commission on July 10, 2008

Registration No. 333 - 142753

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**NAVTEQ CORPORATION**

(Exact name of registrant as specified in its charter)

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

**77-0170321**  
(I.R.S. employer  
identification no.)

**NAVTEQ Corporation**

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**425 W. Randolph Street**

**Chicago, Illinois 60606**

**(312) 894-7000**

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

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**Options to Purchase Common Stock Granted Under:**

**Traffic.com, Inc. Amended and Restated 1999 Long-Term Incentive Plan**

**and**

**Traffic.com, Inc. 2005 Long-Term Incentive Plan**

(Full title of the plans)

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**Lawrence M. Kaplan, Esq.**

Executive Vice President and General Counsel

NAVTEQ Corporation

425 W. Randolph Street

Chicago, Illinois 60606

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

**DEREGISTRATION OF SECURITIES**

The Registration Statement on Form S-8 (Registration No. 333-142753) (the "Registration Statement") of NAVTEQ Corporation, a Delaware corporation ("NAVTEQ"), pertaining to the registration of 122,816 shares of NAVTEQ common stock, \$0.001 par value per share ("Common Stock") (as such amounts may have adjusted for any stock split, stock dividend, spin-off, combination or exchange of shares, recapitalization, merger, consolidation, distribution to stockholder other than a normal cash dividend, or similar adjustment), to which this Post-Effective Amendment No. 1 relates, was originally filed by NAVTEQ with the Securities and Exchange Commission on May 9, 2007.

On October 1, 2007, NAVTEQ entered into an Agreement and Plan of Merger ("Merger Agreement") with Nokia Inc., a Delaware corporation ("Parent"), North Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent and, for certain purposes set forth in the Merger Agreement, Nokia Corporation, a corporation organized and existing under the laws of the Republic of Finland. The Merger Agreement was adopted and approved by NAVTEQ stockholders at a special meeting on December 12, 2007.

The parties have filed a Certificate of Merger with the Secretary of State of the State of Delaware pertaining to the merger contemplated by the Merger Agreement and the merger became effective as of 7:45 a.m. on July 10, 2008 (the "Effective Time"). At the Effective Time, NAVTEQ stockholders are entitled to receive \$78.00 in cash without interest and less any applicable withholding taxes, for each share of Common Stock they owned immediately prior to the effective time of the merger.

As a result of the merger, NAVTEQ has terminated all offerings of its securities (including its Common Stock) pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statement. In accordance with an undertaking made by NAVTEQ in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering, NAVTEQ hereby removes from registration all securities (including the Common Stock) registered under the Registration Statement which remained unsold as of the Effective Time.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, Illinois, on July 10, 2008.

**NAVTEQ CORPORATION**

By: */s/ Lawrence M. Kaplan*  
Lawrence M. Kaplan  
Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
* Judson C. Green	Director, President and Chief Executive Officer (Principal Executive Officer)	July 10, 2008
<i>/s/ David B. Mullen</i> David B. Mullen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 10, 2008
<i>/s/ James D. Murphy</i> James D. Murphy	Vice President and Corporate Controller (Principal Accounting Officer)	July 10, 2008
* Christopher B. Galvin	Chairman of the Board	July 10, 2008
* Richard J.A. de Lange	Director	July 10, 2008
* Andrew J. Green	Director	July 10, 2008
* William L. Kimsey	Director	July 10, 2008
* Scott D. Miller	Director	July 10, 2008
* Dirk-Jan van Ommeren	Director	July 10, 2008

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\*By: /s/ Lawrence M. Kaplan  
Lawrence M. Kaplan

*Attorney-in-fact*