

Spansion Inc.
Form 4
December 03, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SLS Spansion Holdings, LLC

(Last) (First) (Middle)

2775 SAND HILL ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock, par value \$0.001 per share | 11/29/2012 | | S | 529,601 D | \$ 11.41 | 6,814,154 ⁽¹⁾ _{(2) (3) (4)} D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SLS Spansion Holdings, LLC 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Sumeru Fund LP 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Technology Investors Sumeru, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| Silver Lake Technology Associates Sumeru, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SLTA Sumeru (GP), L.L.C. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Karen M. King, Managing Director and Chief Legal Officer of Silver Lake Technology Associates Sumeru, L.P., general partner of Silver Lake Sumeru Fund, L.P., the managing member of SLS Spansion Holdings, LLC

12/03/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

These shares of Class A Common Stock (the "Securities") are directly owned by SLS Spansion Holdings, LLC ("SLS Spansion"). Silver Lake Sumeru Fund, L.P. (the "Sumeru Fund") is the managing member of SLS Spansion, and Silver Lake Technology Investors Sumeru,

(1) L.P. (the "Side Fund") is a member of SLS Spansion. Silver Lake Technology Associates Sumeru, L.P. (the "Lower GP") is the sole general partner of each 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.

As such, under Rule 16a-1(a)(2) promulgated under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the Securities owned directly by SLS Spansion may also be deemed to be beneficially owned by: (i) the Sumeru Fund and the Side Fund as members of SLS Spansion; (ii) the Lower GP, as the sole general partner of the Sumeru Fund and the Side Fund; and (iii) the Upper GP, as the sole general partner of the Lower GP. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of the reporting persons (other than SLS Spansion) disclaims beneficial ownership of the Securities, except to the extent of its pecuniary interest

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 3,489,555 and 298,036 shares of Class A Common Stock, respectively. 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. SLG disclaims any and all beneficial ownership of the shares disclosed herein, except to the extent of any pecuniary interest therein.

Each of Paul Mercadante and Ajay Shah is (i) an officer of Silver Lake Management Company Sumeru, L.L.C. ("SLMCS") and a managing director of certain of the affiliated entities described above and (ii) a member of the board of directors of Spansion Inc. Pursuant to director compensation arrangements of Spansion Inc., Mr. Mercadante has been granted 42,500 shares of restricted Class A

(4) Common Stock and options to acquire 32,500 shares of Class A Common Stock and Mr. Shah has been granted 30,000 shares of restricted Class A Common Stock and options to acquire 20,000 shares of Class A Common Stock. Such restricted stock and options were granted pursuant to the Spansion Inc. 2010 Equity Incentive Award Plan. Pursuant to their arrangements with SLMCS with respect to director compensation, the proceeds therefrom will be assigned to SLMCS. Such shares and options are not reflected in this Form 4.

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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