

Spansion Inc.  
Form 8-K  
April 20, 2009

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**April 16, 2009**

**Date of Report (Date of earliest event reported)**

**SPANSION INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**000-51666**  
**(Commission File Number)**

**20-3898239**  
**(IRS Employer**

**Identification Number)**

**915 DeGuigne Drive**

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P.O. Box 3453 Sunnyvale, California 94088-3453

(Address of principal executive offices) (Zip Code)

(408) 962-2500

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On April 16, 2009, Spansion Inc. (the *Company*) received an additional determination by the NASDAQ Listing Qualifications Department to delist the Company's securities under Listing Rule 5210(d) because of the Company's failure to pay outstanding listing fees. This determination was made in addition to the two NASDAQ determinations to delist the Company's securities previously reported in the Company's Current Reports on Form 8-K filed March 10, 2009 and March 20, 2009 (collectively, the *Delisting*).

The Company intends to appeal the Delisting.

A copy of the Company's press release announcing the receipt of the NASDAQ staff determination letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated April 17, 2009.

*[Signature Page Follows]*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 17, 2009

SPANSION INC.

By: /s/ Thora Thoroddsen  
Name: Thora Thoroddsen  
Title: Interim Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated April 17, 2009.