

Spansion Inc.  
Form 8-K  
August 15, 2011

**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

Date of Report (Date of earliest event reported): August 11, 2011

**SPANSION INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State of Incorporation)

001-34747  
(Commission File Number)

20-3898239  
(IRS Employer Identification No.)

915 DeGuigne Drive

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P.O. Box 3453

Sunnyvale, California 94088

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 962-2500

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 11, 2011, the board of directors of Spansion Inc. (the Company) elected Keith Barnes to the Company's board. Mr. Barnes was elected to fill the vacancy on the board resulting from an increase in the number of directors which was approved by the stockholders at the Company's 2011 annual meeting. Mr. Barnes was also named to serve on the board's compensation committee.

A copy of the press release announcing the election of Mr. Barnes to the Company's board is furnished as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description                          |
|-------------|--------------------------------------|
| 99.1        | Press Release dated August 15, 2011. |

**SIGNATURES**

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

Date: August 15, 2011

SPANSION INC.

By: /s/ John H. Kispert

Name: John H. Kispert

Title: President and Chief Executive Officer

**EXHIBIT INDEX**

| Exhibit No. | Description                          |
|-------------|--------------------------------------|
| 99.1        | Press Release dated August 15, 2011. |