

SONY CORP  
Form S-8 POS  
May 30, 2014

As filed with the Securities and Exchange Commission on May 30<sup>th</sup>, 2014

**Registration No. 333 - 114158**

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Sony Kabushiki Kaisha

(Exact name of Registrant as specified in its charter)

Sony Corporation

(Translation of Registrant's name into English)

**Japan**

(State or other jurisdiction of incorporation or organization)

**N/A**

(I.R.S. Employer Identification No.)

c/o 7-1, Konan 1-chome  
Minato-ku  
Tokyo 108-0075  
Japan

(Address of principal executive offices)

The Fourth Series of Stock Acquisition Rights for

Shares of Common Stock of Sony Corporation

The Sixth Series of Stock Acquisition Rights for

Shares of Common Stock of Sony Corporation

(Full title of the plans)

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Sony Corporation of America  
550 Madison Avenue, 33<sup>rd</sup> Floor  
New York, New York 10022-3211  
Attn.: Office of the General Counsel  
212-833-4625

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

Copy to:  
Arthur H. Kohn, Esq.  
Cleary Gottlieb Steen & Hamilton LLP  
One Liberty Plaza  
New York, New York 10006

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer” and “large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

## **DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-114158) filed by Sony Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on April 2, 2004 (the "Registration Statement") to register 109,900 shares of the Common Stock of the Registrant (the "Fourth Series Shares") to be issued upon exercise of the Fourth Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Fourth Series Stock Acquisition Rights") and 1,223,600 shares of Common Stock of the Registrant (the "Sixth Series Shares") to be issued upon exercise of the Sixth Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Sixth Series Stock Acquisition Rights"). As of the date hereof, (a) none of the Fourth Series Stock Acquisition Rights remain outstanding, and no additional Fourth Series Shares will be issued and (b) none of the Sixth Series Stock Acquisition Rights remain outstanding, and no additional Sixth Series Shares will be issued.

In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all of the Fourth Series Shares and Sixth Series Shares that remain unsold or otherwise unissued, if any, and to terminate the effectiveness of 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-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Japan as of the 30<sup>th</sup> day of May, 2014.

SONY CORPORATION

By: /s/ Kunitaka Fujita  
Kunitaka Fujita  
Executive Vice President, Corporate Executive, Human Resources

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and as of the dates indicated:

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Kazuo Hirai</u> Kazuo Hirai	President and Chief Executive Officer, Representative Corporate Executive Officer, Member of the Board	May 30 <sup>th</sup> , 2014
<u>/s/ Masaru Kato</u> Masaru Kato	Executive Vice President and Chief Financial Officer, Corporate Executive Officer, Member of the Board	May 30 <sup>th</sup> , 2014



/s/ Osamu Nagayama Chairman of the Board May 30<sup>th</sup>, 2014

Osamu Nagayama

Member of the Board  
May 30<sup>th</sup>, 2014

/s/ Sir Peter Bonfield

Sir Peter Bonfield

Member of the Board May 30<sup>th</sup>, 2014

/s/ Ryuji Yasuda

Ryuji Yasuda

Member of the Board May 30<sup>th</sup>, 2014

/s/ Yukako Uchinaga

Yukako Uchinaga

Member of the Board May 30<sup>th</sup>, 2014

/s/ Mitsuaki Yahagi

Mitsuaki Yahagi

Member of the Board May 30<sup>th</sup>, 2014

/s/ Kanemitsu Anraku

Kanemitsu Anraku

Member of the Board May 30<sup>th</sup>, 2014

/s/ Yorihiro Kojima

Yorihiro Kojima

Member of the Board May 30<sup>th</sup>, 2014

/s/ Takaaki Nimura

Takaaki Nimura

Member of the Board May 30<sup>th</sup>, 2014

/s/ Eikoh Harada

Eikoh Harada

Member of the Board May 30<sup>th</sup>, 2014

/s/ Joichi Ito

Joichi Ito

Member of the Board May 30<sup>th</sup>, 2014

/s/ Tim Schaaff

Tim Schaaff

Authorized U.S. Representative May 30<sup>th</sup>, 2014

/s/ Steven E. Kober

Steven E. Kober