

NOKIA CORP  
Form S-8  
February 27, 2014

As filed with the Securities and Exchange Commission on \_\_\_\_\_, 2014

Registration No. 333-\_\_\_\_\_

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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NOKIA CORPORATION  
(Exact name of Registrant as specified in its charter)

Republic of Finland  
(State or other jurisdiction of  
incorporation or organization)

Not Applicable  
(I.R.S. Employer  
Identification Number)

Keilalahdentie 4, P.O. Box 226  
FIN-00045 NOKIA GROUP  
Espoo, Finland  
(011) 358-9-18071  
(Address and telephone number of Registrant's principal executive offices)

NOKIA USA INC. RETIREMENT SAVINGS AND INVESTMENT PLAN

(Full title of the plans)

Louise Pentland  
Nokia Holding, Inc.  
6021 Connection Drive  
Irving, Texas 75039  
+1 (972) 600-1289  
(Name, address and telephone number of agent for service)

Copies to:  
Doreen E. Lilienfeld, Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022

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+1 (212) 848-7171

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to Be Registered | Amount to Be Registered | Proposed Maximum Offering Price Per Security | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|-------------------------|--|---|----------------------------|
| Shares of Nokia Corporation (1)      | 400,000 (2)             | \$7.64 (3)                                   | \$3,056,000                               | \$393.62                   |

- (1) American Depositary Receipts evidencing American Depositary Shares (“ADSs”) issuable on deposit of shares of Nokia Corporation (the “Shares”) have been registered pursuant to a separate Registration Statement on Form F-6 (Registration No. 333-105373 and 333-182900) and currently are traded on the New York Stock Exchange under the ticker symbol “NOK.” Each ADS represents one Share. Pursuant to Rule 416 under the U.S. Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover (i) any additional Shares that become deliverable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding Shares to be offered or sold pursuant to the plans and (ii) an indeterminate amount of interests to be offered or sold pursuant to the Nokia USA Inc. Retirement Savings and Investment Plan (the “Plan”).
- (2) Represents an aggregate of 400,000 Shares, which are available for purchase pursuant to the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee. Such estimate is calculated pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices (\$7.73 and \$7.55, respectively) of Nokia Corporation ADSs on the New York Stock Exchange on February 26, 2014.
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Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.\*

Item 2. Registrant Information and Employee Plan Annual Information.\*

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\*Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the U.S. Securities Act of 1933, as amended (hereinafter, the "Securities Act"), and the "Note" to Part I of Form S-8.

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Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the "Commission") are incorporated by reference as of their respective dates in this Registration Statement:

- (a) the Registrant's Form 20-F for the fiscal year ended December 31, 2012 (File No. 001-13202), filed on March 7, 2013; and
- (b) the Registrant's Form 6-K, dated July 1, 2013, furnished to the Commission on July 1, 2013 (File No. 001-13202) and titled "Nokia to fully acquire Siemens' stake in Nokia Siemens Networks" and the Registrant's Form 6-K, dated September 3, 2013, furnished to the Commission on September 3, 2013 (File No. 001-13202) and titled "Nokia to sell Devices & Services Business to Microsoft in EUR 5.44 billion all-cash transaction"; and
- (c) the description of the Registrant's Shares (the "Shares"), registered under Section 12 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), contained in "Item 9. The Offer and Listing" and "Item 10. Additional Information," respectively, of the Form 20-F described in, and incorporated by reference in, paragraph (a) above.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Articles of Association of the Registrant contain no provisions under which any member of the Board of Directors or officers is indemnified in any manner against any liability which he may incur in his capacity as such. Article 12 of the Articles of Association of the Registrant, however, provides inter alia, that the "Annual General Meeting shall ... take resolutions on ... discharging the members of the Board of Directors and the President from liability."



The Registrant maintains liability insurance for its Board of Directors and certain of its officers. Such persons are insured against liability for “wrongful acts,” including breach of duty, breach of trust, neglect, error and misstatement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index.

Pursuant to Item 8(b) of Part II of Form S-8, the Registrant hereby undertakes that it will submit the Plan and any amendment thereto to the Internal Revenue Service (the “IRS”) in a timely manner and it will make all changes required by the IRS in order to qualify the Plan.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of securities registered hereby, a post-effective amendment to this Registration Statement which shall include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant’s annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.





Part III

SIGNATURES

The Registrant. Pursuant to the requirements of the U.S. 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on February 27, 2014.

NOKIA CORPORATION

By: /s/ Riikka Tieaho  
Name: Riikka Tieaho  
Title: Vice President, Corporate Legal

By: /s/ Jani Salovaara  
Name: Jani Salovaara  
Title: Senior Legal Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Ms. Riikka Tieaho and/or Mr. Jani Salovaara his/her true and lawful attorney-in-fact and agent, each acting alone, each with full power of substitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments, including post-effective amendments, and supplements to this Nokia Corporation Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney(s)-in-fact and agent(s) full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorney(s)-in-fact and agent(s), or his/her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the indicated capacities on January 23, 2014.

Members of the Board of Directors:

|       |             |          |
|-------|-------------|----------|
| /s/   | Bruce Brown | Director |
| Name: | Bruce Brown |          |

|       |                   |          |
|-------|-------------------|----------|
| /s/   | Elizabeth Doherty | Director |
| Name: | Elizabeth Doherty |          |

|       |                   |          |
|-------|-------------------|----------|
| /s/   | Henning Kagermann | Director |
| Name: | Henning Kagermann |          |

|       |                |                         |
|-------|----------------|-------------------------|
| /s/   | Jouko Karvinen | Vice Chairman, Director |
| Name: | Jouko Karvinen |                         |

|       |            |          |
|-------|------------|----------|
| /s/   | Helge Lund | Director |
| Name: | Helge Lund |          |

|       |               |          |
|-------|---------------|----------|
| /s/   | Mårten Mickos | Director |
| Name: | Mårten Mickos |          |



/s/ Elizabeth Nelson  
Name: Elizabeth Nelson

Director

/s/ Risto Siilasmaa  
Name: Risto Siilasmaa

Chairman of the Board of Directors

/s/ Kari Stadigh  
Name: Kari Stadigh

Director

Chairman of the Board and Interim CEO:

/s/ Risto Siilasmaa  
Name: Risto Siilasmaa

Chief Financial Officer and Interim President (whose functions include those of Chief Accounting Officer):

/s/ Timo Ihamuotila  
Name: Timo Ihamuotila

Authorized Representative in the United States:

/s/ Louise Pentland  
Name: Louise Pentland

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The Plan:

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, the trustee (or other persons who administer the employee benefit plan) have duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Chicago, state of Illinois, on February 27, 2014.

Nokia USA Inc. Retirement Savings and Investment Plan

/s/ Billie Hartless  
Name: Billie Hartless  
Title: Member of the New Plan  
Committee

EXHIBIT INDEX

| Exhibit No. | Description of Document  |
|-------------|--|
| 4.1         | Articles of Association of the Registrant (English translation) (incorporated by reference to the Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2010 (File No. 001-13202), filed with the Commission as Exhibit 1 to such report on March 11, 2011).  |
| 4.2         | Amended and Restated Deposit Agreement dated March 28, 2000, by and among Nokia Corporation, Citibank, N.A., as Depositary, and the Holders from time to time of American Depositary Receipts representing American Depositary Shares issued thereunder (incorporated  |
| 4.3         | by reference to Registrant's Form F-6 Registration Statement (File No. 333-182900), filed with the Commission on May 19, 2003).<br>Letter Agreement, dated as of September 27, 2007, by and between the Company and the Depositary (previously filed and incorporated by reference to Post-Effective Amendment No. 1 to Registration Statement on Form F-6 (File No. 333-105373) filed with the Commission on February 6, 2008).   |
| 4.4         | Amendment No. 1 to Amended and Restated Deposit Agreement, dated February 6, 2008, by and among Nokia Corporation, Citibank, N.A., as Depositary, and the Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued under the Amended and Restated Deposit Agreement, dated as of March 28, 2000 (incorporated by reference to Registrant's Form F-6 Registration Statement (File No. 333-105373), filed with the Commission on July 27, 2012). |
| *23.1       | Consent of PricewaterhouseCoopers Oy, Helsinki, Finland, Independent Registered Public Accounting Firm.  |
| *24         | Power of Attorney (included on signature page).  |

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\* Filed herewith.