

Spansion Inc.
Form 3
May 20, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| SLS Spansion Holdings, LLC | | (Month/Day/Year) | Spansion Inc. [CODE] | |
| (Last) | (First) | (Middle) | 05/10/2010 | |
| 2775 SAND HILL ROAD, SUITE 100 | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| MENLO PARK, CA 94025 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Class A Common Stock, par value \$0.001 per share | 4,846,793 (1) (2) (3) | D (1) (2) (3) | ^ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

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/ Paul Mercadante, managing director 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.

05/20/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) The 4,846,793 shares reported herein (the "Securities") are directly owned by SLS Spansion Holdings, LLC ("SLS Spansion"). These Securities constitute approximately 37.4% of the Class A Common Stock of Spansion, Inc. based on the number of shares of Class A Common Stock outstanding as of May 10, 2010. Silver Lake Sumeru Fund, L.P. (the "Sumeru Fund") is the managing member of SLS Spansion, and Silver Lake Technology Investors Sumeru, 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.

(2) As such, under Rule 16a-1(a)(2) promulgated under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), the Securities 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 such Securities, except to the extent of its pecuniary interest.

(3) 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 870,738 and 54,160 shares, respectively, of Spansion, Inc.'s Class A Common Stock. 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

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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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.