

Spansion Inc.
Form POS AM
April 02, 2015

As filed with the Securities and Exchange Commission on April 2, 2015

Registration No. 333-180034

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT
TO
FORM S-3
REGISTRATION STATEMENT NO. 333-180034
UNDER
THE SECURITIES ACT OF 1933

SPANSION INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

20-3898239
(I.R.S. employer

incorporation or organization) **identification number)**

915 DeGuigne Drive

P.O. Box 3453

Sunnyvale, California 94088-3453

(408) 962-2500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

T.J. Rodgers

President

915 DeGuigne Drive

P.O. Box 3453

Sunnyvale, California 94088-3453

(408) 962-2500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Michael S. Ringler, Esq.

Wilson Sonsini Goodrich & Rosati

650 Page Mill Road

Palo Alto, California 94304

Approximate date of commencement of proposed sale to the public: Not applicable.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

DEREGISTRATION OF SECURITIES

Spansion Inc. (*Company*) is filing this Post-Effective Amendment to withdraw and remove from registration the unissued and unsold shares of the Company's Class A common stock, par value \$0.001 per share (*Common Stock*), and any other securities issuable by the Company, pursuant to the Registration Statement on Form S-3, File No. 333-180034, filed with the U.S. Securities and Exchange Commission on March 12, 2012, and subsequently amended, pertaining to the registration of 11,402,557 shares of Common Stock.

Effective March 12, 2015, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of December 1, 2014, by and among the Company, Cypress Semiconductor Corporation (*Cypress*) and Mustang Acquisition Corporation (*Merger Sub*), the Merger Sub merged with and into the Company, with the Company surviving the merger as a wholly-owned subsidiary of Cypress (the *Merger*).

In connection with the Merger, the Company has terminated all offerings of the Company's securities pursuant to the Registration Statement. Accordingly, pursuant to the undertaking contained in the Registration Statement 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, the Company is filing this post-effective amendment to deregister all of such securities of the Company registered under the Registration Statement that remained unsold as of the effective time of the Merger, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California, on the 2nd day of April, 2015. No other person is required to sign this Post-Effective Amendment to the Registration Statement on Form S-3 in reliance upon Rule 478 under the Securities Act of 1933, as amended.

SPANSION INC.

By: /s/ T.J. Rodgers

Name: T.J. Rodgers

Title: President and Treasurer