

ADVANTEST CORP  
Form S-8 POS  
July 25, 2007

As filed with the Securities and Exchange Commission on July 25, 2007  
Registration Statement No. 333-97103

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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

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**KABUSHIKI KAISHA ADVANTEST  
(Exact Name of Registrant as Specified in Its Charter)**

**ADVANTEST CORPORATION  
(Translation of Registrant's name into English)**

**Japan  
(State or Other Jurisdiction of  
Incorporation or Organization)**

**None  
(I.R.S. Employer  
Identification No.)**

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**Shin-Marunouchi Center Building  
1-6-2 Marunouchi,  
Chiyoda-ku, Tokyo 100-0005  
Japan  
(81-3) 3214-7500  
(Address and Telephone Number of Registrant's Principal Executive Offices)**

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**THE ADVANTEST CORPORATION  
INCENTIVE STOCK OPTION PLAN 2002  
(Full Title of the Plan)**

**Advantest America Corporation (Holding Co.)  
3201 Scott Boulevard  
Santa Clara, California 95054  
Attention: Corporate Secretary  
(408) 988-7700  
(Name, address and telephone number of agent for service)**

**With a copy to:  
Masahisa Ikeda  
Shearman & Sterling  
Fukoku Seimei Building  
2-2 Uchisaiwaicho 2-chome  
Chiyoda-ku, Tokyo 100-0011  
Japan  
81-3-5251-1601**

**(Name, Address and Telephone Number of Agent For Service)**

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**EXPLANATORY NOTE**

Advantest Corporation (the "Registrant") is hereby filing this Post-Effective Amendment No.1 to Registration Statement on Form S-8 filed on July 25, 2002 (File No. 333-97103) (the "Registration Statement") to deregister shares of the Registrant's common stock relating to options that were registered for issuance under the Advantest Corporation Incentive Stock Option Plan 2002 (the "Plan").

The Registration Statement registered a total of 310,000 shares issuable pursuant to the Plan, including 155,000 shares that became available for issuance under the Plan as a result of the two for one stock split of shares of the Registrant's common stock conducted on October 1, 2006.

The Registration Statement is hereby amended to deregister the remaining unissued shares.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 No.1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chiyoda-ku, Tokyo of Japan on July 25, 2007.

**ADVANTEST CORPORATION**

By: /s/ Yuichi Kurita

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**Name: Yuichi Kurita**  
**Title: Director and Managing Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the following capacities on July 25, 2007.

| <b>Name</b>                                       | <b>Title</b>   |
|---|--|
| /s/ Shimpei Takeshita<br><b>Shimpei Takeshita</b> | Chairman of the Board  |
| /s/ Toshio Maruyama<br><b>Toshio Maruyama</b>     | President and CEO<br>(Principal Executive Officer)                       |
| <b>Naoyuki Akikusa</b>                            | Director   |
| <b>Yasushige Hagio</b>                            | Director   |
| /s/ Junji Nishiura<br><b>Junji Nishiura</b>       | Director and Senior Executive Officer                                    |
| /s/ Hiroji Agata<br><b>Hiroji Agata</b>           | Director and Senior Executive Officer                                    |
| /s/ Takashi Tokuno<br><b>Takashi Tokuno</b>       | Director and Senior Executive Officer                                    |
| /s/ Hiroshi Tsukahara<br><b>Hiroshi Tsukahara</b> | Director and Managing Executive Officer                                  |
| /s/ Yuichi Kurita<br><b>Yuichi Kurita</b>         | Director and Managing Executive Officer<br>(Principal Financial Officer) |

