

ADVANTEST CORP  
Form S-8 POS  
May 12, 2008

As filed with the Securities and Exchange Commission on May 12, 2008

Registration Statement No. 333-108385

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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 Principal Executive Offices)

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THE ADVANTEST CORPORATION  
INCENTIVE STOCK OPTION PLAN 2003  
(Full Title of the Plan)

Advantest America Corporation (Holding Co.)  
3201 Scott Boulevard  
Santa Clara, California 95054

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Attention: Corporate Secretary  
(408) 988-7700

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

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

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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 August 29, 2003 (File No. 333-108385) (the "Registration Statement") to deregister certain shares of the Registrant's common stock relating to options that were registered for issuance under the Advantest Corporation Incentive Stock Option Plan 2003 (the "Plan").

The Registration Statement registered a total of 278,000 shares issuable pursuant to the Plan, including 139,000 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 following the expiration of the awards under the Plan.

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 No.1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chiyoda-ku, Tokyo of Japan on May 12, 2008.

Advantest Corporation

By: /s/ Yuichi Kurita  
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 May 12, 2008.

Name	Title
/s/ Shimpei Takeshita Shimpei Takeshita	Chairman of the Board
/s/ Toshio Maruyama Toshio Maruyama	President and CEO (Principal Executive Officer)
Naoyuki Akikusa	Director
Yasushige Hagio	Director
/s/ Junji Nishiura Junji Nishiura	Director and Senior Executive Officer
	Director and Senior Executive Officer

/s/ Hiroji Agata  
Hiroji Agata

/s/ Takashi Tokuno                      Director and Senior Executive Officer  
Takashi Tokuno

/s/ Hiroshi Tsukahara                    Director and Managing Executive Officer  
Hiroshi Tsukahara

/s/ Yuichi Kurita                         Director and Managing Executive Officer  
Yuichi Kurita                             (Principal Financial Officer)