

ADVANTEST CORP
Form S-8 POS
April 22, 2016

Registration No. 333-175704

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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)

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

Shin-Marunouchi Center
Building
1-6-2 Marunouchi,
Chiyoda-ku, Tokyo 100-0005
Japan
(Address of Principal Executive Offices)

ADVANTEST CORPORATION 2011 EQUITY INCENTIVE PLAN (FOR VERIGY LTD.)
(Full title of the plan)

Advantest America, Inc.
3061 Zanker Road
San Jose, California 95134
Attention: Corporate Secretary
(408) 456-3600
(Name, address and telephone number of agent for service)

With a copy to:
Masahisa Ikeda
Shearman & Sterling LLP
Fukoku Seimei Building

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2-2 Uchisaiwaicho 2-chome
Chiyoda-ku, Tokyo 100-0011
Japan
81-3-5251-1601

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Explanatory Note

Advantest Corporation (the “Registrant”) is hereby filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (File No. 333-175704), filed on July 21, 2011 (the “Registration Statement”), to deregister any securities that were registered pursuant to the Registration Statement and remaining unissued.

The Registration Statement registered a total of 2,387,046 shares of the Registrant’s common stock (the “Shares”), issuable under The Advantest Corporation 2011 Equity Incentive Plan (for Verigy Ltd.) (the “Plan”).

The Registration Statement is hereby amended to deregister all the Shares remaining unissued under the Plan as of the date hereof.

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 April 22, 2016.

ADVANTEST CORPORATION

By: /s/ Hiroshi Nakamura
Name: Hiroshi Nakamura
Title: Director and Managing
Executive Officer
(Principal Financial Officer)

Note: No other person is required to sign this Post-Effective Amendment No. 1 in reliance upon Rule 478 of the Securities Act of 1933, as amended.