

Spansion Inc.  
Form 8-K  
August 19, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**August 15, 2014**

Date of Report (Date of earliest event reported)

**SPANSION INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-34747**

**20-3898239**

(State of Incorporation) (Commission File Number)

(IRS Employer  
Identification Number)

**915  
DeGuigne  
Drive**

**P.O. Box  
3453  
Sunnyvale,  
California  
94088-3453**

(Address of  
principal  
executive  
offices) (Zip  
Code)

**(408) 962-2500**

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 15, 2014, Mr. O.C. Kwon was elected to the Spansion Inc. (the “Company”) Board of Directors (the “Board”). Mr. Kwon will serve as a Class II director. The Company will provide Mr. Kwon with the standard compensation approved for non-employee directors, as described in the Company’s 2014 Proxy Statement, and the Company’s standard form of indemnification agreement for members of the Board. A copy of the press release announcing the election of Mr. Kwon to the Company’s Board is furnished as Exhibit 99.1 to this report. Mr. Kwon was not presently appointed to any committees of the Board.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No. Description

99.1 Press Release dated August 19, 2014.

*[Signature Page Follows]*

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**SIGNATURES**

Pursuant to the requirement of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 19, 2014

SPANSION INC.

By: /s/ Katy Motiey  
Name: Katy Motiey  
Title: Corporate Senior Vice President,  
General Counsel and Secretary

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**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release dated August 19, 2014.