

SONY CORP

Form S-8 POS

February 13, 2018

As filed with the Securities and Exchange Commission on February 12, 2018

**Registration No. 333 - 138765**

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

Sony Kabushiki Kaisha

(Exact name of Registrant as specified in its charter)

Sony Corporation

(Translation of Registrant's name into English)

**Japan**

(State or other jurisdiction of incorporation or organization)

**N/A**

(I.R.S. Employer Identification No.)

c/o 7-1, Konan 1-chome

Minato-ku

Tokyo 108-0075

Japan

(Address of principal executive offices)

The Twelfth Series of Stock Acquisition Rights for

Shares of Common Stock of Sony Corporation

The Thirteenth Series of Stock Acquisition Rights for

Shares of Common Stock of Sony Corporation

(Full title of the plans)

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Sony Corporation of America  
25 Madison Avenue, 26<sup>th</sup> Floor  
New York, New York 10010  
Attn.: Office of the General Counsel  
212-833-5893

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

Copy to:  
Arthur H. Kohn, Esq.  
Cleary Gottlieb Steen & Hamilton LLP  
One Liberty Plaza  
New York, New York 10006

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer” and “large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

## **DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (this "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-138765) filed by Sony Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on November 16, 2006 (the "Registration Statement") to register 28,100 shares of the Common Stock of the Registrant (the "Twelfth Series Shares") to be issued upon exercise of the Twelfth Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Twelfth Series Stock Acquisition Rights") and 1,449,800 shares of Common Stock of the Registrant (the "Thirteenth Series Shares") to be issued upon exercise of the Thirteenth Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Thirteenth Series Stock Acquisition Rights"). As of the date hereof, (a) none of the Twelfth Series Stock Acquisition Rights remain outstanding, and no additional Twelfth Series Shares will be issued and (b) none of the Thirteenth Series Stock Acquisition Rights remain outstanding, and no additional Thirteenth Series Shares will be issued.

In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to remove from registration all of the Twelfth Series Shares and Thirteenth Series Shares that remain unsold or otherwise unissued, if any, and to terminate the effectiveness of the Registration Statement.

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 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Japan as of the 2<sup>nd</sup> day of February, 2018.

SONY CORPORATION

By: /s/ Kazushi Ambe  
Kazushi Ambe  
Executive Vice President, Corporate  
Executive Officer, In charge of Human Resources and General Affairs

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and as of the dates indicated:

<b>Name</b>	<b>Title</b>	<b>Date</b>
	President and Chief Executive Officer, Representative Corporate Executive Officer, Member of the Board	February 2 <sup>nd</sup> , 2018
<u>/s/ Kazuo Hirai</u>		
Kazuo Hirai		
	Executive Deputy President and Chief Financial Officer, Representative Corporate Executive Officer, Member of the Board	February 2 <sup>nd</sup> , 2018
<u>/s/ Kenichiro Yoshida</u>		
Kenichiro Yoshida	Chairman of the Board	February 2 <sup>nd</sup> , 2018
<u>/s/ Osamu Nagayama</u>		

Osamu Nagayama

Member of the Board

February 2<sup>nd</sup>,  
2018

/s/ Takaaki  
Nimura

Takaaki Nimura

Member of the Board

February 2<sup>nd</sup>,  
2018

/s/ Eikoh Harada

\_\_\_\_\_

Eikoh Harada

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/s/ Tim Schaaff \_\_\_\_\_ Member of the Board February 2<sup>nd</sup>, 2018

Tim Schaaff

Member of the Board February 2<sup>nd</sup>, 2018

/s/ Kazuo Matsunaga \_\_\_\_\_

Kazuo Matsunaga

Member of the Board February 2<sup>nd</sup>, 2018

/s/ Koichi Miyata \_\_\_\_\_

Koichi Miyata

Member of the Board February 2<sup>nd</sup>, 2018

/s/ John V. Roos \_\_\_\_\_

John V. Roos

Member of the Board February 2<sup>nd</sup>, 2018

/s/ Eriko Sakurai \_\_\_\_\_

Eriko Sakurai

Member of the Board February 2<sup>nd</sup>, 2018

/s/ Kunihiro Minakawa \_\_\_\_\_

Kunihito Minakawa

Member of the Board

February 2<sup>nd</sup>, 2018

/s/ Shuzo Sumi \_\_\_\_\_

Shuzo Sumi

Authorized U.S. Representative February 2<sup>nd</sup>, 2018

/s/ Steven E. Kober \_\_\_\_\_

Steven E. Kober