

Spansion Inc.  
Form 8-K  
October 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**October 24, 2011**

**Date of Report (Date of earliest event reported)**

**SPANSION INC.**

**(Exact name of registrant as specified in its charter)**

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(State of Incorporation)

(Commission

(IRS Employer

File Number)

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 October 24, 2011, Spansion Inc. (the Company) entered into a Separation Agreement and Release (the Agreement) with Ahmed Nawaz, the Company's Executive Vice President, Wireless Solutions Group. Mr. Nawaz's last day of employment with the Company will be November 11, 2011 (the Termination Date). Under the terms of the Agreement, Mr. Nawaz will continue to receive his base salary and the Company will pay COBRA premiums for continuation of Mr. Nawaz's health insurance for seven months following the Termination Date. In addition, the Company agreed to accelerate the vesting of 61,876 shares of stock subject to unvested stock options and 15,643 restricted stock units held by Mr. Nawaz and Mr. Nawaz released any and all claims against the Company.

The preceding description of the Agreement is qualified in its entirety by reference to the full text of the Agreement, which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the year ending December 25, 2011.

*[Signature Page Follows]*

**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: October 28, 2011

SPANSION INC.

By: /s/ Randy W. Furr

Name: Randy W. Furr

Title: Executive Vice President and Chief Financial Officer