Spansion Inc. Form SC 13G September 19, 2014

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

Spansion Inc (Name of Issuer)

COMMON STOCK (Title of Class of Securities)

84649R200 (CUSIP Number)

September 10, 2014 (Date of Event Which Requires Filing of this Statement)

## Edgar Filing: Spansion Inc. - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is file	Ch	neck	the a	appror	riate	box t	o des	signate	the	rule	pursuant	to	which	this	Sch	edule	e is	file	ed	l:
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"Rule 13d-1(b)

x Rule 13d-1(c)

" Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 84649R200 Page 2 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
- Atlas Master Fund, Ltd.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,588,326 (See Item 4)

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (see Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

1,588,326 (See Item 4)

PERSON 8 SHARED DISPOSITIVE POWER

WITH

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,588,326 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.59%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 3 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
  - Atlas Global, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,588,326

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,588,326

SON & CHAD

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,588,326 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.59%

12 TYPE OF REPORTING PERSON\*

00

CUSIP No. 84649R200 Page 4 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Investments, Ltd.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,588,326

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,588,326

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,588,326 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.59%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 5 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
- Atlas Institutional Fund, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,588,326

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,588,326

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

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CUSIP No. 84649R200 Page 6 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund, Ltd.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

1,588,326 **SHARES** 

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

**REPORTING** 

**PERSON** 

1,588,326

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,588,326 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.59%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 7 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
- Atlas Institutional Fund II, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

1,588,326 **SHARES** 

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

**REPORTING** 

**PERSON** 

1,588,326

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12 TYPE OF REPORTING PERSON\*

00

CUSIP No. 84649R200 Page 8 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund II, Ltd.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,588,326

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,588,326

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,588,326 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.59%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 9 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

- Atlas Global Japan Unit Trust
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,588,326

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,588,326

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,588,326 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.59%

12 TYPE OF REPORTING PERSON\*

00

CUSIP No. 84649R200 Page 10 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Enhanced Master Fund, Ltd.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

1,267,283 **SHARES** 

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

**REPORTING** 

**PERSON** 

1,267,283

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,267,283 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.07%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 11 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
- Atlas Enhanced Fund, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,267,283

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

1,267,283

PERSON 1,207,203

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,267,283 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.07%

12 TYPE OF REPORTING PERSON\*

00

CUSIP No. 84649R200 Page 12 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
  - Atlas Enhanced Fund, Ltd.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,267,283

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,267,283

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,267,283 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.07%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 13 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

- Atlas Fundamental Trading Master Fund, Ltd.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

SHARES 148,232

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON

148,232

O CHADEI

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

148,232 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.24%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 14 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
- Atlas Fundamental Trading Fund, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 148,232

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON 148,232

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

148,232 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.24%

12 TYPE OF REPORTING PERSON\*

00

CUSIP No. 84649R200 Page 15 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
- Atlas Fundamental Trading Fund, Ltd.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman

5 SOLE VOTING POWER

NUMBER OF

SHARES 148,232

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON 148,232

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

148,232 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.24%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 16 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

- Lyxor/Balyasny Atlas Enhanced Fund Limited
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey

5 SOLE VOTING POWER

NUMBER OF

SHARES 161,685

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None (See Item 4)

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON

161,685

RSON 8 CH

8 SHARED DISPOSITIVE POWER

WITH

None (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

161,685 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

.26%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP No. 84649R200 Page 17 of 35 Pages

- 1 NAMES OF REPORTING PERSONS
  - I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
- Balyasny Asset Management L.P.
- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* 2
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

3,165,526 (See Item 4) **SHARES** 

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None

**EACH** 

SOLE DISPOSITIVE POWER

**REPORTING** 

3,165,526 (See Item 4) **PERSON** 

8 SHARED DISPOSITIVE POWER

WITH

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,165,526 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.17%

12 TYPE OF REPORTING PERSON\*

IA

CUSIP No. 84649R200 Page 18 of 35 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

**Dmitry Balyasny** 

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*
  - (a) " (b) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States** 

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,165,526 (See Item 4)

6 SHARED VOTING POWER

**BENEFICIALLY** 

OWNED BY

None

**EACH** 

SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,165,526 (See Item 4)

8 SHARED DISPOSITIVE POWER

WITH

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,165,526 (See Item 4)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.17%

12 TYPE OF REPORTING PERSON\*

IN

#### **Item 1** (a) <u>Name of Issuer</u>:

Spansion Inc. (the Company )

(b) Address of Issuer s Principal Executive Offices:

915 DeGuigne Drive P.O Box 3453

Sunnyvale, CA

94088

**United States** 

### **Item 2** (a) (c) This statement is filed on behalf of the following:

- (1) Atlas Master Fund, Ltd. is a Cayman corporation (AMF), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies.
- (2) Atlas Global, LLC is a Delaware limited liability company (AG), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AG owns 11.44% of the equity interests in AMF.
- (3) Atlas Global Investments, Ltd. is a Cayman corporation (AGI), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AGI owns 18.96% of the equity interests in AMF.
- (4) Atlas Institutional Fund, LLC is a Delaware limited liability company ( AIF LLC ), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AIF LLC owns 3.93% of the equity interests in AMF.
- (5) Atlas Institutional Fund, Ltd. is a Cayman corporation ( AIF LTD ), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AIF, LTD owns 15.82% of the equity interests in AMF.
- (6) Atlas Institutional Fund II, LLC is a Delaware limited liability company (AIF2 LLC), with its principal business office at 181 West Madison, Suite 3600, and Chicago, IL 60602. AIF2 LLC owns 11.04% of the equity interests in AMF.
- (7) Atlas Institutional Fund II, Ltd. is a Cayman corporation (AIF2 LTD), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AIF2 LTD owns 25.95% of the equity interests in AMF.

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- (8) Atlas Global Japan Unit Trust is a Cayman exempted unit trust (AGJ), with its principal business office at c/o CIBC Bank and Trust Company (Cayman) Limited, CIBC Financial Centre, 11 Dr. Roy s Drive- Floor, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies. AGJ owns 8.38% of the equity interests in AMF.
- (9) Atlas Enhanced Master Fund, Ltd. is a Cayman corporation ( AEMF ), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies.
- (10) Atlas Enhanced Fund, L.P. is a Delaware limited partnership (AEF LP), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AEF LP owns 19.52% of the equity interests in AEMF.
- (11) Atlas Enhanced Fund, Ltd. is a Cayman corporation ( AEF LTD ), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AEF LTD. owns 80.48% of the equity interests in AEMF.
- (12) Atlas Fundamental Trading Master Fund Ltd. is a Cayman corporation ( AFT MASTER ), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies.
- (13) Atlas Fundamental Trading Fund, L.P., is a Delaware limited partnership ( AFT LP ), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AFT LP owns 79.93% of the equity interests in AFT MASTER.
- (14) Atlas Fundamental Trading Fund Ltd. is a Cayman corporation ( AFT LTD ), with its principal business office at c/o Maples Corporate Services Limited, P.O Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AFT LTD owns 19.97% of the equity interests in AFT MASTER.
- (15) Lyxor/Balyasny Atlas Enhanced Fund Limited is a Jersey limited corporation ( LYXOR ), with its registered office at 18 Esplanade, St. Helier, Jersey JE4 8RT, Channel Islands.
- (16) Balyasny Asset Management L.P. is a Delaware limited partnership (BAM), with its principal business office at 181 West Madison, Suite 3600, and Chicago, IL 60602. BAM is the investment manager to each of AMF, AG, AGI, AIF LLC, AIF LTD, AIF2 LLC, AIF2 LTD, AGJ, AEMF, AEF LP, AEF LTD, AFT MASTER, AFT LP, AFT LTD and LYXOR.

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(17) Dmitry Balyasny, a United States citizen whose business address is 181 West Madison, Suite 3600, Chicago, II 60602. Dmitry Balyasny is the sole managing member of the general partner of BAM.
(d) <u>Title of Class of Securities</u> : Common Stock
(e) <u>CUSIP Number</u> : 84649R200
<b>Item 3</b> If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: Not Applicable
Item 4 Ownership: AMF
(a) Amount Beneficially Owned: 1,588,326
(b) Percent of Class: 2.59%
(c) Number of Shares as to which person has:
(i) Sole power to vote or to direct vote: 1,588,326
(ii) Shared power to vote or to direct vote: None
(iii) Sole power to dispose or direct disposition of: 1,588,326

# Edgar Filing: Spansion Inc. - Form SC 13G $\,$

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None	(iv)	Shared power to dispose or to direct disposition of:
<u>AG</u>		
	e of it	ount Beneficially Owned: s ownership of 11.44% of the equity interest in AMF, AG may be deemed to beneficially own the cres of the Company s Common Stock beneficially owned by AMF.
(b) 2.59%	Perce	ent of Class:
(c)	Num	ber of Shares as to which person has:
1,588,32	(i) 26	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
1,588,32	(iii) 26	Sole power to dispose or direct disposition of:
None	(iv)	Shared power to dispose or to direct disposition of:
		Page 22 of 35 Pages

<u>AGI</u>
(a) <u>Amount Beneficially Owned</u> : By virtue of its ownership of 18.96% of the equity interest in AMF, AGI may be deemed to beneficially own the 1,588,326 Shares of the Company s Common Stock beneficially owned by AMF.
(b) Percent of Class: 2.59%
(c) Number of Shares as to which person has:
(i) Sole power to vote or to direct vote: 1,588,326
(ii) Shared power to vote or to direct vote: None
(ii) Sole power to dispose or direct disposition of: 1,588,326
(iv) Shared power to dispose or to direct disposition of: None
<u>AIF LLC</u>

## (a) Amount Beneficially Owned:

By virtue of its ownership of 3.93% of the equity interest in AMF, AIF LLC may be deemed to beneficially own the 1,588,326 Shares of the Company s Common Stock beneficially owned by AMF.

(b) Percent of Class:

2.59%

## Edgar Filing: Spansion Inc. - Form SC 13G $\,$

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(c)	Num	ber of Shares as to which person has:
1,588,32	(i) 26	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
1,588,32	(iii) 26	Sole power to dispose or direct disposition of:
None	(iv)	Shared power to dispose or to direct disposition of:
AIF LTI	<u>D</u>	
	e of it	ount Beneficially Owned: s ownership of 15.82% of the equity interest in AMF, AIF LTD may be deemed to beneficially own the ares of the Company s Common Stock beneficially owned by AMF.
(b) 2.59%	Perce	ent of Class:
(c)	Num	aber of Shares as to which person has:
1,588,32	(i) 26	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
	(iii)	Sole power to dispose or direct disposition of:

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(iv) Shared power to dispose or to direct disposition of: None
AIF2 LLC
(a) <u>Amount Beneficially Owned</u> : By virtue of its ownership of 11.04% of the equity interest in AMF, AIF2 LLC may be deemed to beneficially own the 1,588,326 Shares of the Company s Common Stock beneficially owned by AMF.
(b) Percent of Class: 2.59%
(c) <u>Number of Shares as to which person has</u> :
(i) Sole power to vote or to direct vote: 1,588,326
(ii) Shared power to vote or to direct vote: None
(iii) Sole power to dispose or direct disposition of: 1,588,326
(iv) Shared power to dispose or to direct disposition of: None
AIF2 LTD
(a) Amount Beneficially Owned: By virtue of its ownership of 25.95% of the equity interest in AMF, AIF2 LTD may be deemed to beneficially own the 1,588,326 Shares of the Company s Common Stock beneficially owned by AMF.

(b) Percent of Class:

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(c)	Num	aber of Shares as to which person has:
1,588,32	(i) 26	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
1,588,32	(iii) 26	Sole power to dispose or direct disposition of:
None	(iv)	Shared power to dispose or to direct disposition of:
<u>AGJ</u>		
	e of its 26 Sha	ount Beneficially Owned: s ownership of 8.38% of the equity interest in AMF, AGJ may be deemed to beneficially own the ares of the Company s Common Stock beneficially owned by AMF.
2.59%	<u>r crev</u>	ent of Class.
(c)	Num	aber of Shares as to which person has:
1,588,32	(i)	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
	(iii)	Sole power to dispose or direct disposition of:

1,588,326

(iv) Shared power to dispose or to direct disposition of:

None

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<u>AEMF</u>

(a) Amount Beneficially Owned: 1,267,283
(b) Percent of Class: 2.07%
(c) Number of Shares as to which person has:
(i) Sole power to vote or to direct vote: 1,267,283
(ii) Shared power to vote or to direct vote: None
(iii) Sole power to dispose or direct disposition of: 1,267,283
(iv) Shared power to dispose or to direct disposition of:  None  AEF LP
(a) <u>Amount Beneficially Owned</u> : By virtue of its ownership of 19.52% of the equity interest in AEMF, AEF LP may be deemed to beneficially own the 1,267,283 Shares of the Company s Common Stock beneficially owned by AEMF.
(b) Percent of Class: 2.07%

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(c)	Num	ber of Shares as to which person has:
1,267,28	(i) 33	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
1,267,28	(iii) 33	Sole power to dispose or direct disposition of:
None	(iv)	Shared power to dispose or to direct disposition of:
AEF LT	<u>D.</u>	
	e of its	bunt Beneficially Owned: s ownership of 80.48% of the equity interest in AEMF, AEF LTD may be deemed to beneficially own Shares of the Company s Common Stock beneficially owned by AEMF.
(b) 2.07%	Perce	ent of Class:
(c)	Num	ber of Shares as to which person has:
1,267,28	(i) 33	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
	(iii)	Sole power to dispose or direct disposition of:

(iv) Shared power to dispose or to direct disposition of: None

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## AFT MASTER

(a) 148,232	Amount Beneficially Owned:
(b)	Percent of Class:
(c)	Number of Shares as to which person has:
148,232	(i) Sole power to vote or to direct vote:
None	(ii) Shared power to vote or to direct vote:
148,232	(iii) Sole power to dispose or direct disposition of:
None <u>AFT LP</u>	(iv) Shared power to dispose or to direct disposition of:
By virtue	Amount Beneficially Owned: e of its ownership of 79.93% of the equity interest in AFT MASTER, AFT LP may be deemed to beneficially 148,232 Shares of the Company s Common Stock beneficially owned by AFT MASTER.
(b)	Percent of Class:

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(c)	Num	ber of Shares as to which person has:
148,232	(i)	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
148,232	(iii)	Sole power to dispose or direct disposition of:
None	(iv)	Shared power to dispose or to direct disposition of:
AFT LT	<u>D</u>	
	e of its	unt Beneficially Owned: s ownership of 19.97% of the equity interest in AFT MASTER, AFT LTD may be deemed to wn the 148,232 Shares of the Company s Common Stock beneficially owned by AFT MASTER.
(b) .24%	Perce	ent of Class:
(c)	Num	ber of Shares as to which person has:
148,232	(i)	Sole power to vote or to direct vote:
None	(ii)	Shared power to vote or to direct vote:
	(iii)	Sole power to dispose or direct disposition of:

(iv) Shared power to dispose or to direct disposition of: None

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LYXOR	
(a) 161,685	Amount Beneficially Owned:
(b) .26%	Percent of Class:
(c)	Number of Shares as to which person has:
161,685	(i) Sole power to vote or to direct vote:
None	(ii) Shared power to vote or to direct vote:
161,685	(iii) Sole power to dispose or direct disposition of:
None BAM	(iv) Shared power to dispose or to direct disposition of:
	Amount Beneficially Owned: e of its position as investment manager to each of AMF, AG, AGI, AIF LLC, AIF LTD, AIF2 LLC, AIF2 GJ, AEMF, AEF LP, AEF LTD, AFT MASTER, AFT LP, AFT LTD and LYXOR, BAM may be deemed to

beneficially own the 3,165,526 Shares of the Company s Common Stock beneficially owned by AMF, AG, AGI, AIF LLC, AIF LTD, AIF2 LLC, AIF2 LTD, AGJ, AEMF, AEF LP, AEF LTD, AFT MASTER, AFT LP, AFT LTD and

LYXOR.

3,165,526
(b) Percent of Class: 5.17%
(c) Number of Shares as to which person has:
(i) Sole power to vote or to direct vote: 3,165,526
(ii) Shared power to vote or to direct vote: None
(iii) Sole power to dispose or direct disposition of: 3,165,526
(iv) Shared power to dispose or to direct disposition of: None
Dmitry Balyasny
(a) <u>Amount Beneficially Owned:</u> By virtue of his position as the sole managing member of the general partner of BAM, Mr. Balyasny may be deemed to beneficially own the 3,165,526 Shares of the Company s Common Stock beneficially owned by BAM.
3,165,526
(b) Percent of Class: 5.17%
(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote: 3,165,526

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(ii) Shared power to vote or to direct vote: None	
(iii) Sole power to dispose or direct disposition of: 3,165,526	
(iv) Shared power to dispose or to direct disposition of: None	
Item 5 Ownership of Five Percent or Less of a Class: Applicable	
Item 6 Ownership of More than Five Percent on Behalf of Another Person: Not Applicable	
Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by Parent Holding Company:  Not Applicable	<u>the</u>
Item 8 Identification and Classification of Members of the Group: Not Applicable	
Item 9 Notice of Dissolution of Group: Not Applicable	
Item 10 Certification:	

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 19, 2014

ATLAS MASTER FUND, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS GLOBAL INVESTMENTS, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND II, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory ATLAS GLOBAL, LLC

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND, LLC

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND II, LLC

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS GLOBAL JAPAN UNIT TRUST

By: /s/ Scott Schroeder Scott Schroeder

Authorized Representative

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ATLAS ENHANCED MASTER FUND, LTD.

By: /s/ Scott Schroeder

Scott Schroeder Authorized Signatory

ATLAS ENHANCED FUND, LTD.

By: /s/ Scott Schroeder

Scott Schroeder

Authorized Signatory

ATLAS FUNDAMENTAL TRADING FUND, L.P.

By: /s/ Scott Schroeder

Scott Schroeder

Authorized Signatory

LYXOR/BALYASNY ATLAS ENHANCED

FUND LIMITED

By: /s/ Scott Schroeder

Scott Schroeder

Authorized Representative

**DMITRY BALYASNY** 

By: /s/ Scott Schroeder

Scott Schroeder

Authorized Representative

ATLAS ENHANCED FUND, L.P.

By: /s/ Scott Schroeder

Scott Schroeder

**Authorized Signatory** 

ATLAS FUNDAMENTAL TRADING

MASTER FUND LTD.

By: /s/ Scott Schroeder

Scott Schroeder

**Authorized Signatory** 

ATLAS FUNDAMENTAL TRADING FUND, LTD.

By: /s/ Scott Schroeder

Scott Schroeder

**Authorized Signatory** 

BALYASNY ASSET MANAGEMENT L.P.

By: /s/ Scott Schroeder Scott Schroeder

**Authorized Signatory** 

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