

Spansion Inc.  
Form SC 13G/A  
February 03, 2011

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

Spansion Inc.  
(Name of Issuer)

Class A Common Stock, \$0.001 Par Value  
(Title of Class of Securities)

84649R200  
(CUSIP Number)

December 31, 2010  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G/A is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 10 Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).



1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Phaeton International (BVI) Ltd.  
 None

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES   
 CERTAIN SHARES\*\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.0%

12 TYPE OF REPORTING PERSON  
 CO

---

CUSIP No. 84649R200

13G/A

Page 3 of 10 Pages

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Phoenix Partners, L.P.  
 13-6272912

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		0
6		SHARED VOTING POWER
		0
7		SOLE DISPOSITIVE POWER
		0
8		SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.0%

12 TYPE OF REPORTING PERSON  
 PN

---

CUSIP No. 84649R200

13G/A

Page 4 of 10 Pages

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Morgens, Waterfall, Vintiadis & Co., Inc.  
 13-2674766

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York

5	NUMBER OF	SOLE VOTING POWER
	SHARES	0
6	BENEFICIALLY	SHARED VOTING POWER
	OWNED BY	0
7	EACH	SOLE DISPOSITIVE POWER
	REPORTING	0
8	PERSON WITH	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES   
 CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.0%

12 TYPE OF REPORTING PERSON  
 IA

---

1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Edwin H. Morgens

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

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON WITH	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES   
 CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 0.0%

12 TYPE OF REPORTING PERSON  
 IN

---

CUSIP No. 84649R200

13G/A

Page 6 of 10 Pages

Item 1 (a). NAME OF ISSUER.

Spansion Inc. (the "Company")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

915 DeGuigne Drive, Sunnyvale, CA 94085

Item 2 (a). NAME OF PERSON FILING:

This Schedule 13G/A is filed jointly by (a) Phaeton International (BVI) Ltd. ("Phaeton"), (b) Phoenix Partners, L.P. ("Phoenix"), (c) Morgens, Waterfall, Vintiadis & Company, Inc. ("Morgens Waterfall") and (d) Edwin H. Morgens ("Morgens" and together with the persons listed in (a) through (c), the "Reporting Persons").

Phaeton and Phoenix are hereinafter sometimes collectively referred to as the "Advisory Clients".

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The business address of each of the Reporting Persons is 600 Fifth Avenue, 27th Floor, New York NY 10020.

Item 2(c). CITIZENSHIP:

Phoenix is a limited partnership organized under the laws of the State of New York. Phaeton is an exempted company organized in the British Virgin Islands. Morgens Waterfall is a corporation organized under the laws of the State of New York. Morgens is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Class A Common Stock, \$0.001 Par Value (the "Common Stock").

CUSIP No. 84649R200

13G/A

Page 7 of 10 Pages

Item 2(e). CUSIP NUMBER:

84649R200

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or dealer registered under Section 15 of the Act,
- (b) .. Bank as defined in Section 3(a)(6) of the Act,
- (c) .. Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) .. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) .. Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) .. Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) .. Parent Holding Company or control person in accordance with Rule 13d-1(b)(ii)(G),
- (h) .. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) .. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box:  x

Item 4. OWNERSHIP.

The percentages used herein and in the rest of Item 4 are calculated based upon (i) the 59,270,916 shares of Common Stock issued and outstanding on October 27, 2010 as reflected in the Form 10-Q of the Company filed with the Securities and Exchange Commission on November 1, 2010.

A. Phaeton International (BVI) Ltd

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.0%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition of: -0-





## B. Phoenix Partners, L.P.

- |       |  |     |  |      |  |       |  |      |  |
|-------|--|-----|--|------|--|-------|--|------|--|
| (a)   | Amount beneficially owned: -0-   |     |  |      |  |       |  |      |  |
| (b)   | Percent of class: 0.0%   |     |  |      |  |       |  |      |  |
| (c)   | <table border="0"> <tr> <td style="padding-right: 20px;">(i)</td> <td>Sole power to vote or direct the vote: -0-</td> </tr> <tr> <td>(ii)</td> <td>Shared power to vote or direct the vote: -0-</td> </tr> <tr> <td>(iii)</td> <td>Sole power to dispose or direct the disposition: -0-</td> </tr> <tr> <td>(iv)</td> <td>Shared power to dispose or direct the disposition: -0-</td> </tr> </table> | (i) | Sole power to vote or direct the vote: -0- | (ii) | Shared power to vote or direct the vote: -0- | (iii) | Sole power to dispose or direct the disposition: -0- | (iv) | Shared power to dispose or direct the disposition: -0- |
| (i)   | Sole power to vote or direct the vote: -0-   |     |  |      |  |       |  |      |  |
| (ii)  | Shared power to vote or direct the vote: -0-   |     |  |      |  |       |  |      |  |
| (iii) | Sole power to dispose or direct the disposition: -0-   |     |  |      |  |       |  |      |  |
| (iv)  | Shared power to dispose or direct the disposition: -0-   |     |  |      |  |       |  |      |  |

## C. Morgens, Waterfall, Vintiadis &amp; Co., Inc.

- |       |  |     |  |      |  |       |  |      |  |
|-------|--|-----|--|------|--|-------|--|------|--|
| (a)   | Amount beneficially owned: -0-   |     |  |      |  |       |  |      |  |
| (b)   | Percent of class: 0.0%   |     |  |      |  |       |  |      |  |
| (c)   | <table border="0"> <tr> <td style="padding-right: 20px;">(i)</td> <td>Sole power to vote or direct the vote: -0-</td> </tr> <tr> <td>(ii)</td> <td>Shared power to vote or direct the vote: -0-</td> </tr> <tr> <td>(iii)</td> <td>Sole power to dispose or direct the disposition: -0-</td> </tr> <tr> <td>(iv)</td> <td>Shared power to dispose or direct the disposition: -0-</td> </tr> </table> | (i) | Sole power to vote or direct the vote: -0- | (ii) | Shared power to vote or direct the vote: -0- | (iii) | Sole power to dispose or direct the disposition: -0- | (iv) | Shared power to dispose or direct the disposition: -0- |
| (i)   | Sole power to vote or direct the vote: -0-   |     |  |      |  |       |  |      |  |
| (ii)  | Shared power to vote or direct the vote: -0-   |     |  |      |  |       |  |      |  |
| (iii) | Sole power to dispose or direct the disposition: -0-   |     |  |      |  |       |  |      |  |
| (iv)  | Shared power to dispose or direct the disposition: -0-   |     |  |      |  |       |  |      |  |

## D. Edwin H. Morgens

- |       |  |     |  |      |  |       |  |      |  |
|-------|--|-----|--|------|--|-------|--|------|--|
| (a)   | Amount beneficially owned: -0-   |     |  |      |  |       |  |      |  |
| (b)   | Percent of class: 0.0%   |     |  |      |  |       |  |      |  |
| (c)   | <table border="0"> <tr> <td style="padding-right: 20px;">(i)</td> <td>Sole power to vote or direct the vote: -0-</td> </tr> <tr> <td>(ii)</td> <td>Shared power to vote or direct the vote: -0-</td> </tr> <tr> <td>(iii)</td> <td>Sole power to dispose or direct the disposition: -0-</td> </tr> <tr> <td>(iv)</td> <td>Shared power to dispose or direct the disposition: -0-</td> </tr> </table> | (i) | Sole power to vote or direct the vote: -0- | (ii) | Shared power to vote or direct the vote: -0- | (iii) | Sole power to dispose or direct the disposition: -0- | (iv) | Shared power to dispose or direct the disposition: -0- |
| (i)   | Sole power to vote or direct the vote: -0-   |     |  |      |  |       |  |      |  |
| (ii)  | Shared power to vote or direct the vote: -0-   |     |  |      |  |       |  |      |  |
| (iii) | Sole power to dispose or direct the disposition: -0-   |     |  |      |  |       |  |      |  |
| (iv)  | Shared power to dispose or direct the disposition: -0-   |     |  |      |  |       |  |      |  |

## Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

## 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 THE PARENT HOLDING COMPANY.

Not applicable.

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 each Reporting Person certifies that, to the best of its 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.

---

SIGNATURES

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

DATED: February 3, 2011

/s/ Edwin H. Morgens  
Edwin H. Morgens,  
as attorney in fact for the Reporting Persons