

ADVANTEST CORP
Form S-8 POS
September 26, 2012

Registration No. 333-146218

UNITED STATES

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

KABUSHIKI KAISHA ADVANTEST
(Exact name of registrant as specified in its charter)

ADVANTEST CORPORATION
(Translation of registrant's name into English)

Japan
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

Shin-Marunouchi Center Building
1-6-2 Marunouchi,
Chiyoda-ku, Tokyo 100-0005
Japan
(Address of Principal Executive Offices)

THE ADVANTEST CORPORATION INCENTIVE STOCK OPTION PLAN 2007

(Full title of the plan)

Advantest America, Inc.
3061 Zanker Road
San Jose, California 95134
Attention: Corporate Secretary
(408) 456-3600
(Name, address and telephone number of agent for service)

With a copy to:
Masahisa Ikeda
Shearman & Sterling LLP

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Fukoku Seimei Building
2-2 Uchisaiwaicho 2-chome
Chiyoda-ku, Tokyo 100-0011
Japan
81-3-5251-1601

Explanatory Note

Advantest Corporation (the “Registrant”) is hereby filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed on September 21, 2007 (File No. 333-146218) (the “Registration Statement”) to deregister certain shares of the Registrant’s common stock relating to options that were registered for issuance under the Advantest Corporation Incentive Stock Option Plan 2007 (the “Plan”).

The Registration Statement registered a total of 191,000 shares issuable pursuant to the Plan.

The Registration Statement is hereby amended to deregister the remaining unissued shares following the expiration of the awards under the Plan.

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 No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chiyoda-ku, Tokyo of Japan on September 26, 2012.

ADVANTEST CORPORATION

By: /s/ Hiroshi Nakamura
Name: Hiroshi Nakamura
Title: Director and Managing Executive Officer
(Principal Financial Officer)

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Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the indicated capacities on September 26, 2012.

| Name | Capacity |
|--|---|
| /s/ Toshio Maruyama Toshio Maruyama | Chairman of the Board and Representative Director |
| /s/ Haruo Matsuno Haruo Matsuno | Representative Director, President and CEO (Principal Executive Officer) |
| Naoyuki Akikusa | Director |
| Yasushige Hagio | Director |
| Osamu Karatsu | Director |
| /s/ Shinichiro Kuroe Shinichiro Kuroe | Director and Managing Executive Officer |
| /s/ Sae Bum Myung Sae Bum Myung | Director and Managing Executive Officer |
| /s/ Hiroshi Nakamura Hiroshi Nakamura | Director and Managing Executive Officer (Principal Financial Officer) |
| /s/ Atsushi Fujita Atsushi Fujita | Accounting Department Manager (Principal Accounting Officer) |