

SONY CORP
Form S-8 POS
May 20, 2013

As filed with the Securities and Exchange Commission on May 20, 2013

Registration No. 333 - 11756

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 Sony Corporation of America 2000 Stock Incentive Plan
(Full title of the plan)

Sony Corporation of America
550 Madison Avenue, 33rd Floor
New York, New York 10022-3211
Attn.: Office of the General Counsel
212-833-4625

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(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. 333-11756) filed by Sony Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on March 31, 2000 (the "Registration Statement") to register 4,662 Convertible Bonds of the Registrant (the "Convertible Bonds") to be issued pursuant to the Sony Corporation of America 2000 Stock Incentive Plan (the "Plan") and 466,200 shares of Common Stock of the Registrant (the "Shares"), to be issued pursuant to the Plan upon conversion of the Convertible Bonds. As of the date hereof, none of the Convertible Bonds remain outstanding under the Plan, and no additional Shares will be issued pursuant to the Plan.

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 Convertible Bonds and Shares that remain unsold or otherwise unissued, if any, and to terminate the effectiveness of the Registration Statement.

Sony Corp. Post-Effective
Amendment
No. 1 to the Registration Statement
on
Form S-8 (Registration No.
333-11756).

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 20th day of May, 2013.

SONY CORPORATION

By: /s/ Kunitaka Fujita
Kunitaka Fujita
Executive Vice President, Corporate
Executive, Human Resources

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:

| Name | Title | Date |
|--|---|--------------|
| /s/ Kazuo Hirai Kazuo Hirai | President and Chief Executive Officer, Representative Corporate Executive Officer, Member of the Board | May 20, 2013 |
| /s/ Masaru Kato Masaru Kato | Executive Vice President and Chief Financial Officer, Corporate Executive Officer, Member of the Board | May 20, 2013 |
| /s/ Sir Howard Stringer Sir Howard Stringer | Chairman of the Board | May 20, 2013 |
| /s/ Ryoji Chubachi Ryoji Chubachi | Member of the Board | May 20, 2013 |

Sony Corp. Post-Effective Amendment
No. 1 to the Registration Statement on
Form S-8 (Registration No. 333-11756).

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| /s/ Osamu Nagayama Osamu Nagayama | Vice Chairman of the Board | May 20, 2013 |
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| /s/ Sir Peter Bonfield Sir Peter Bonfield | Member of the Board | May 20, 2013 |
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| /s/ Ryuji Yasuda Ryuji Yasuda | Member of the Board | May 20, 2013 |
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| /s/ Yukako Uchinaga Yukako Uchinaga | Member of the Board | May 20, 2013 |
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| /s/ Mitsuaki Yahagi Mitsuaki Yahagi | Member of the Board | May 20, 2013 |
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| /s/ Tsun-Yan Hsieh Tsun-Yan Hsieh | Member of the Board | May 20, 2013 |
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/s/ Roland A. Hernandez Member of the Board May 20, 2013
Roland A. Hernandez

/s/ Kanemitsu Anraku Member of the Board May 20, 2013
Kanemitsu Anraku

/s/ Yorihiro Kojima Member of the Board May 20, 2013
Yorihiro Kojima

/s/ Takaaki Nimura Member of the Board May 20, 2013
Takaaki Nimura

/s/ Mary Jo Green Authorized U.S. Representative May 20, 2013
Mary Jo Green

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