

ADVANTEST CORP  
Form S-8 POS  
July 23, 2014

Registration No. 333-161977

Registration No. 333-169624

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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 2009

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

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Explanatory Note

Advantest Corporation (the “Registrant”) is hereby filing this Post-Effective Amendment No. 1 to Registration Statements on Form S-8 (File Nos. 333-161977 and 333-169624) filed on September 18, 2009 and September 29, 2010, respectively (the “Registration Statements”) 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 2009 (the “Plan”).

The Registration Statements, in the aggregate, registered a total of 30,000 shares issuable pursuant to the Plan.

The Registration Statements are 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 Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Chiyoda-ku, Tokyo of Japan on July 23, 2014.

ADVANTEST CORPORATION

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

Note: No other person is required to sign this Post Effective Amendment No. 1 in reliance upon Rule 478 of the Securities Act of 1933, as amended.