

SONY CORP

Form S-8 POS

January 29, 2016

As filed with the Securities and Exchange Commission on January 29<sup>th</sup>, 2016

**Registration No. 333 - 129808**

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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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.)

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c/o 7-1, Konan 1-chome  
Minato-ku  
Tokyo 108-0075  
Japan

(Address of principal executive offices)

The Tenth Series of Stock Acquisition Rights for  
Shares of Common Stock of Sony Corporation

The Eleventh Series of Stock Acquisition Rights for

Shares of Common Stock of Sony Corporation

(Full title of the plans)

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

(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. 2 (this "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-129808) filed by Sony Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on November 18, 2005 (the "Registration Statement") and amended on February 6, 2006 to register 109,100 shares of the Common Stock of the Registrant (the "Tenth Series Shares") to be issued upon exercise of the Tenth Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Tenth Series Stock Acquisition Rights") and 1,367,500 shares of Common Stock of the Registrant (the "Eleventh Series Shares") to be issued upon exercise of the Eleventh Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Eleventh Series Stock Acquisition Rights"). As of the date hereof, (a) none of the Tenth Series Stock Acquisition Rights remain outstanding, and no additional Tenth Series Shares will be issued and (b) none of the Eleventh Series Stock Acquisition Rights remain outstanding, and no additional Eleventh Series Shares will be issued.

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 Tenth Series Shares and Eleventh Series Shares that remain unsold or otherwise unissued, if any, and to terminate the effectiveness of the Registration Statement.

Sony Corp. Post-Effective Amendment

No. 2 to the Registration Statement on  
Form S-8 (Registration No. 333-129808).

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 29<sup>th</sup> day of January, 2016.

SONY CORPORATION

By: /s/ Kazushi Ambe

Kazushi Ambe

Senior Vice President, Corporate Executive, In charge of Human Resources and General Affairs

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
	President and Chief Executive Officer, Representative Corporate Executive Officer, Member of the Board	January 29 <sup>th</sup> , 2016
<u>/s/ Kazuo Hirai</u>		
Kazuo Hirai		
	Executive Deputy President and CFO, Representative Corporate Executive Officer, Member of the Board	January 29 <sup>th</sup> , 2016
<u>/s/ Kenichiro Yoshida</u>		
—		
Kenichiro Yoshida		
	Chairman of the Board	January 29 <sup>th</sup> , 2016
<u>/s/ Osamu Nagayama</u>		
Osamu Nagayama	Member of the Board	
		January 29 <sup>th</sup> , 2016

/s/ Kanemitsu  
Anraku

Kanemitsu Anraku

Member of the Board

January 29<sup>th</sup>,  
2016

/s/ Takaaki Nimura

—

Takaaki Nimura

Member of the Board

January 29<sup>th</sup>,  
2016

/s/ Eikoh Harada

Eikoh Harada

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Member of the Board January 29<sup>th</sup>, 2016

/s/ Joichi Ito

Joichi Ito

Member of the Board January 29<sup>th</sup>, 2016

/s/ Tim Schaaff

Tim Schaaff

Member of the Board January 29<sup>th</sup>, 2016

/s/ Kazuo Matsunaga

Kazuo Matsunaga

Member of the Board January 29<sup>th</sup>, 2016

/s/ Koichi Miyata

Koichi Miyata

Member of the Board January 29<sup>th</sup>, 2016

/s/ John V. Roos

John V. Roos

Member of the Board January 29<sup>th</sup>, 2016

/s/ Eriko Sakurai

Eriko Sakurai

Authorized U.S. Representative January 15<sup>th</sup>, 2016

/s/ Steven E. Kober

Steven E. Kober

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