

ADVANTEST CORP
Form S-8 POS
May 12, 2008

As filed with the Securities and Exchange Commission on May 12, 2008

Registration Statement No. 333-108385

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)

None
(I.R.S. Employer
Identification No.)

Shin-Marunouchi Center Building
1-6-2 Marunouchi,
Chiyoda-ku, Tokyo 100-0005
Japan
(81-3) 3214-7500
(Address and Telephone Number of Principal Executive Offices)

THE ADVANTEST CORPORATION
INCENTIVE STOCK OPTION PLAN 2003
(Full Title of the Plan)

Advantest America Corporation (Holding Co.)
3201 Scott Boulevard
Santa Clara, California 95054

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Attention: Corporate Secretary
(408) 988-7700

(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

EXPLANATORY NOTE

Advantest Corporation (the "Registrant") is hereby filing this Post-Effective Amendment No.1 to Registration Statement on Form S-8 filed on August 29, 2003 (File No. 333-108385) (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 2003 (the "Plan").

The Registration Statement registered a total of 278,000 shares issuable pursuant to the Plan, including 139,000 shares that became available for issuance under the Plan as a result of the two for one stock split of shares of the Registrant's common stock conducted on October 1, 2006.

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 May 12, 2008.

Advantest Corporation

By: /s/ Yuichi Kurita
Name: Yuichi Kurita
Title: Director and Managing
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the following capacities on May 12, 2008.

| Name | Title |
|--|--|
| /s/ Shimpei Takeshita Shimpei Takeshita | Chairman of the Board |
| /s/ Toshio Maruyama Toshio Maruyama | President and CEO (Principal Executive Officer) |
| Naoyuki Akikusa | Director |
| Yasushige Hagio | Director |
| /s/ Junji Nishiura Junji Nishiura | Director and Senior Executive Officer |
| | Director and Senior Executive Officer |

/s/ Hiroji Agata
Hiroji Agata

/s/ Takashi Tokuno Director and Senior Executive Officer
Takashi Tokuno

/s/ Hiroshi Tsukahara Director and Managing Executive Officer
Hiroshi Tsukahara

/s/ Yuichi Kurita Director and Managing Executive Officer
Yuichi Kurita (Principal Financial Officer)