

SONY CORP
Form S-8 POS
March 27, 2019

As filed with the Securities and Exchange Commission on March 27, 2019

Registration No. 333 - 155448

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 Sixteenth Series of Stock Acquisition Rights for

Shares of Common Stock of Sony Corporation

The Seventeenth Series of Stock Acquisition Rights for

Shares of Common Stock of Sony Corporation

(Full title of the plans)

Sony Corporation of America
25 Madison Avenue, 26th Floor
New York, New York 10010
Attn.: Office of the General Counsel
212-833-5893

(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. 333-155448) filed by Sony Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on November 18, 2008 (the "Registration Statement") to register 831,800 shares of the Common Stock of the Registrant (the "Sixteenth Series Shares") to be issued upon exercise of the Sixteenth Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Sixteenth Series Stock Acquisition Rights") and 1,676,700 shares of Common Stock of the Registrant (the "Seventeenth Series Shares") to be issued upon exercise of the Seventeenth Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Seventeenth Series Stock Acquisition Rights"). As of the date hereof, (a) none of the Sixteenth Series Stock Acquisition Rights remain outstanding, and no additional Sixteenth Series Shares will be issued and (b) none of the Seventeenth Series Stock Acquisition Rights remain outstanding, and no additional Seventeenth 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 Sixteenth Series Shares and Seventeenth 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. 1 to the Registration Statement on

Form S-8 (Registration No. 333-155448).

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 26th day of March, 2019.

SONY CORPORATION

By: /s/ Kazushi Ambe

Kazushi Ambe

Executive Vice President, Corporate

Executive Officer, 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 | March 26 th , 2019 |
| <u>/s/ Kenichiro Yoshida</u> | | |
| Kenichiro Yoshida | | |
| | Chairman, Member of the Board | March 26 th , 2019 |
| <u>/s/ Kazuo Hirai</u> | | |
| Kazuo Hirai | Chairman of the Board | March 26 th , 2019 |
| <u>/s/ Osamu Nagayama</u> | | |

Osamu Nagayama

Vice Chairman of the Board

March
26th,
2019

/s/ Shuzo Sumi

Shuzo Sumi

Member of the Board

March
26th,
2019

/s/ Eikoh Harada

Eikoh Harada

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Member of the Board

March 26th,
2019

/s/ Tim Schaaff

Tim Schaaff

Member of the Board

March 26th,
2019

/s/ Kazuo
Matsunaga

Kazuo Matsunaga

Member of the Board

March 26th,
2019

/s/ Koichi Miyata

Koichi Miyata

Member of the Board

March 26th,
2019

/s/ John V. Roos

John V. Roos

Member of the Board

March 26th,
2019

/s/ Eriko Sakurai

Eriko Sakurai

Member of the Board

March 26th,
2019

/s/ Kunihiro
Minakawa

Kunihiro Minakawa

Member of the Board

March 26th,
2019

/s/ Toshiko Oka

Toshiko Oka

Senior Executive Vice President and Chief Financial Officer, Representative
Corporate Executive Officer

March 26th,
2019

/s/ Hiroki Totoki

Hiroki Totoki

Executive Vice President, General Counsel and Secretary, Sony Corporation of
America

March 26th,
2019

/s/ Mark Khalil

Mark Khalil

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