

ADVANTEST CORP  
Form S-8 POS  
September 26, 2012

Registration Statement No. 333-141394

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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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 No.)

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

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THE ADVANTEST CORPORATION INCENTIVE STOCK OPTION PLAN 2006

(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

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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 Statement on Form S-8 filed on March 19, 2007 (File No. 333-141394) (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 2006 (the “Plan”).

The Registration Statement registered a total of 348,000 shares issuable pursuant to the Plan.

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 September 26, 2012.

Advantest Corporation

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

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Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the indicated capacities on September 26, 2012.

Name	Capacity
/s/ Toshio Maruyama Toshio Maruyama	Chairman of the Board and Representative Director
/s/ Haruo Matsuno Haruo Matsuno	Representative Director, President and CEO (Principal Executive Officer)
Naoyuki Akikusa	Director
Yasushige Hagio	Director
Osamu Karatsu	Director
/s/ Shinichiro Kuroe Shinichiro Kuroe	Director and Managing Executive Officer
/s/ Sae Bum Myung Sae Bum Myung	Director and Managing Executive Officer
/s/ Hiroshi Nakamura Hiroshi Nakamura	Director and Managing Executive Officer (Principal Financial Officer)
/s/ Atsushi Fujita Atsushi Fujita	Accounting Department Manager (Principal Accounting Officer)

