

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

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 13)**

ALCATEL LUCENT

(Name of Subject Company (Issuer))

NOKIA CORPORATION

(Name of Filing Person (Offeror))

Ordinary Shares

(Title of Class of Securities)

ISIN No. FR0000130007

(CUSIP Number of Class of Securities)

American Depositary Shares (each representing one Ordinary Share)

(Title of Class of Securities)

013904305

(CUSIP Number of Class of Securities)

Copies to:

**Riikka Tieaho
Vice President, Corporate Legal
Nokia Corporation
Karaportti 3
FI-02610 Espoo
Finland
Tel. No.: +358 (0) 10-448-8000**

**Scott V. Simpson
Michal Berkner
Skadden, Arps, Slate, Meagher & Flom (UK) LLP
40 Bank Street
London E14 5DS
United Kingdom
Tel. No.: +44 20-7519-7000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$4 145 668 508	\$415 271.61

* For purposes of calculating the filing fee only. This amount is based upon the market value of the securities to be acquired in the U.S. Offer (as defined below) and was calculated as the sum of (a) the product of (i) 589 280 298 Alcatel Lucent ordinary shares, nominal value EUR 0.05 per share, estimated to be held by U.S. holders and (ii) the average of the high and low sales prices of Alcatel Lucent ordinary shares reported on Euronext Paris on November 13, 2015 (converted into U.S. Dollars on the basis of an exchange rate of EUR 1.00 = \$1.0722, which was the Federal Reserve Bank of New York noon buying rate on that date) and (b) the product of (i) 472 058 361 Alcatel Lucent American depositary shares estimated to be outstanding and the average of the high and low sales prices of Alcatel Lucent American depositary shares reported on the New York Stock Exchange on November 13, 2015.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, equals \$100.70 per \$1 million of the value of the Alcatel Lucent ordinary shares subject to the U.S. Offer (including Alcatel Lucent ordinary shares underlying all of Alcatel Lucent's outstanding American depositary shares) proposed to be acquired.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$435 497.29
Form or Registration No.: 333-206365

Filing Party: Nokia Corporation
Date Filed: November 13, 2015

☐ Check the box if the filing relates solely to preliminary communications made before commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which this statement relates:

- ☒ Third party tender offer subject to Rule 14d-1
- ☐ Issuer tender offer subject to Rule 13e-4
- ☐ Going private transaction subject to Rule 13e-3
- ☐ Amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☒ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 13 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 18, 2015 (as amended and together with any subsequent amendments and supplements thereto, the “Schedule TO”) by Nokia Corporation (“Nokia”), a Finnish corporation. The Schedule TO relates to Nokia’s offer to:

- all U.S. holders (within the meaning of Rule 14d-1(d) under the U.S. Securities Exchange Act of 1934 (the “Exchange Act”)) of outstanding ordinary shares, nominal value EUR 0.05 per share (the “Alcatel Lucent Shares”) of Alcatel Lucent, a French *société anonyme* (“Alcatel Lucent”),
- all holders of outstanding Alcatel Lucent American depositary shares, each representing one Alcatel Lucent Share (the “Alcatel Lucent ADSs”), wherever located, and
- all U.S. holders of outstanding (i) EUR 628 946 424.00 Alcatel Lucent bonds convertible into new Alcatel Lucent Shares or exchangeable for existing Alcatel Lucent Shares due on July 1, 2018 (the “2018 OCEANES”), (ii) EUR 688 425 000.00 Alcatel Lucent bonds convertible into new Alcatel Lucent Shares or exchangeable for existing Alcatel Lucent Shares due on January 30, 2019 (the “2019 OCEANES”) and (iii) EUR 460 289 979.90 Alcatel Lucent bonds convertible into new Alcatel Lucent Shares or exchangeable for existing Alcatel Lucent Shares due on January 30, 2020 (the “2020 OCEANES” and, together with the 2018 OCEANES and the 2019 OCEANES, the “OCEANES” and, together with the Alcatel Lucent Shares and the Alcatel Lucent ADSs, the “Alcatel Lucent Securities”) (the “U.S. Offer”).

Holders of Alcatel Lucent ADSs located outside of the United States may participate in the U.S. Offer only to the extent the local laws and regulations applicable to those holders permit them to participate in the U.S. Offer. Holders of Alcatel Lucent Securities who are restricted from participating in the U.S. Offer pursuant to the Sanctions (as defined in the Exchange Offer/Prospectus) may not participate in the U.S. Offer.

This offer is being made on the terms and subject to the conditions set forth in the exchange offer/prospectus, dated November 12, 2015 (the “Exchange Offer/Prospectus”) attached hereto as Exhibit (a)(4) and incorporated herein by reference, and the related Letter of Transmittal for Certificated Alcatel Lucent ADSs, Letter of Transmittal for Book-Entry Only Alcatel Lucent ADSs and Notice of Guaranteed Delivery, attached hereto as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), respectively, and incorporated herein by reference. Concurrently with the U.S. Offer, Nokia is also making, on substantially similar terms and subject to the same conditions a French offer (the “French Offer” and, together with the U.S. Offer, the “Exchange Offer”) open to all holders of Alcatel Lucent Shares who are located in France. Holders of Alcatel Lucent Shares located outside of France may not participate in the French Offer except if, pursuant to the local laws and regulations applicable to those holders, they are permitted to participate in the French Offer. Together, the U.S. Offer and the French Offer are being made for all the outstanding Alcatel Lucent Shares, including Alcatel Lucent Shares represented by Alcatel Lucent ADSs and OCEANES.

ITEMS 1 THROUGH 9, AND ITEM 11

All information contained in the Exchange Offer/Prospectus, Letter of Transmittal for Certificated Alcatel Lucent ADSs, Letter of Transmittal for Book-Entry Only Alcatel Lucent ADSs, Notices of Guaranteed Delivery and the Letter to Alcatel Lucent Security holders dated January 14, 2016 or any other supplement thereto related to the Exchange Offer, is hereby expressly incorporated herein by reference with respect to Items 1 through 9 and Item 11 of the Schedule TO, except that such information is amended and supplemented to the extent specifically provided herein.

Items 1 and 4(a) of the Schedule TO are hereby amended and supplemented by adding the following:

On January 14, 2016, Nokia commenced a subsequent offering period for all remaining outstanding Alcatel Lucent Securities. The deadline for tendering Alcatel Lucent Shares and OCEANEs into the subsequent offering period is 5:30 PM Paris time (11:30 AM New York City time) on February 3, 2016. The deadline for tendering Alcatel Lucent ADSs into the subsequent offering period is 5:00 PM New York City time on February 2, 2016. Any Alcatel Lucent Securities validly tendered during the subsequent offering period will be accepted for payment upon completion of the subsequent offering period (as defined in the Exchange Offer/Prospectus), and tendering Alcatel Lucent Security holders will promptly thereafter be paid the same consideration per Alcatel Lucent Share, Alcatel Lucent ADS and OCEANE as was offered and paid in the initial offering period. The Alcatel Lucent Securities validly tendered during the subsequent offering period will not be permitted to be withdrawn. Nokia will accept all Alcatel Lucent Securities tendered into the subsequent offering period without any minimum tender condition.

Following the expiration of the subsequent offering period, if Nokia owns at least 95% of the Alcatel Lucent share capital and voting rights, Nokia intends to squeeze out the remaining Alcatel Lucent Shares. If Nokia reaches 95% ownership of the Alcatel Lucent Shares on a fully diluted basis, it intends to squeeze-out the remaining OCEANE convertible bonds. Such squeeze-out must be implemented within three months of the closing of the subsequent offering period and will be subject to a clearance decision of the AMF. In addition, Nokia intends to terminate the Alcatel Lucent ADS program, delist the Alcatel Lucent ADSs from the NYSE and, subject to applicable law, to deregister the Alcatel Lucent Shares and Alcatel Lucent ADSs and terminate the reporting obligations of Alcatel Lucent under the Exchange Act.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

- (a)(1)(vi) Form of Letter of Transmittal for the Subsequent Offering Period
- (a)(1)(vii) Notice of Guaranteed Delivery for the Subsequent Offering Period
- (a)(1)(viii) Letter to Alcatel Lucent Security Holders

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- (a)(5)(lxv) Press Release Announcing the Subsequent Offering Period (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 14, 2016)
- (a)(5)(lxvi) Press Release Announcing First Day of Combined Operations of Nokia and Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 14, 2016)
- (a)(5)(lxvii) Tweets by Nokia in Connection with the Subsequent Offering Period (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 14, 2016)

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

NOKIA CORPORATION

By: /s/ Riikka Tieaho

Name: Riikka Tieaho

Title: Vice President, Corporate Legal

By: /s/ Kristian Pullola

Name: Kristian Pullola

Title: Senior Vice President, Corporate Controller

January 14, 2016

EXHIBIT INDEX

(a)(1)(i)	Form of Letter of Transmittal for Certificated Alcatel Lucent ADSs (incorporated herein by reference to Exhibit 99.1 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
(a)(1)(ii)	Form of Letter of Transmittal for book-entry only Alcatel Lucent ADSs (incorporated herein by reference to Exhibit 99.2 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
(a)(1)(iii)	Notice of Guaranteed Delivery (Alcatel Lucent ADSs) (incorporated herein by reference to Exhibit 99.3 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
(a)(1)(iv)	Letter to Clients (incorporated herein by reference to Exhibit 99.4 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
(a)(1)(v)	Letter to Brokers (incorporated herein by reference to Exhibit 99.5 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
(a)(1)(vi)	Form of Letter of Transmittal for the Subsequent Offering Period
(a)(1)(vii)	Notice of Guaranteed Delivery for the Subsequent Offering Period
(a)(1)(viii)	Letter to Alcatel Lucent Security Holders
(a)(2)	None
(a)(3)	Not applicable
(a)(4)	Exchange Offer/Prospectus, dated November 12, 2015 (incorporated herein by reference to the Registration Statement on Form F-4 filed by Nokia (File No: 333-206365))
(a)(5)(i)	Press release announcing the Exchange Offer for Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
(a)(5)(ii)	Nokia / Alcatel Lucent Factsheet (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
(a)(5)(iii)	Speech by Rajeev Suri, President and CEO of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
(a)(5)(iv)	Speech by Risto Siilasmaa, Chairman of the board of directors of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 15, 2015)
(a)(5)(v)	Presentation on Nokia / Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
(a)(5)(vi)	Innovation presentation on Nokia / Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
(a)(5)(vii)	Transcript of Press Conference Call (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
(a)(5)(viii)	Transcript of Town Hall Meeting (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
(a)(5)(ix)	Transcript of Press Conference in Paris (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
(a)(5)(x)	Transcript of Call with Employees (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
(a)(5)(xi)	Transcript of Speech to Employees by Rajeev Suri, President and CEO of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)

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- (a)(5)(xii) Senior Leader Key Messages (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
 - (a)(5)(xiii) Employee FAQ (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 16, 2015)
 - (a)(5)(xiv) Press release Announcing Jorg Erlemeier Appointed Integration Planning Head (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 20, 2015)
 - (a)(5)(xv) Transcript of Speech by Rajeev Suri, President and CEO of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 20, 2015)
 - (a)(5)(xvi) Investor Relations Script for Q1 Results (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on April 30, 2015)
 - (a)(5)(xvii) Transcript of Speech by Rajeev Suri, President and CEO of Nokia, at Annual General Meeting (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on May 5, 2015)
 - (a)(5)(xviii) Investor Q&A (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on June 15, 2015)
 - (a)(5)(xix) Investor Q&A (process and technical) (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on June 15, 2015)
 - (a)(5)(xx) Press Release Announcing U.S. Department of Justice Permission (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on June 17, 2015)
 - (a)(5)(xxi) Press Release Announcing European Commission Approval (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on July 24, 2015)
 - (a)(5)(xxii) SEC Form F-4 Filing Q&A (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on August 14, 2015)
 - (a)(5)(xxiii) Press Release Announcing Form F-4 Filing (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on August 14, 2015)
 - (a)(5)(xxiv) Press Release Announcing Signing of Memorandum of Understanding to Combine Nokia China and Alcatel Lucent Shanghai Bell (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on August 28, 2015)
 - (a)(5)(xxv) Press Release Announcing Committee on Foreign Investment in the United States Approval (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 14, 2015)
 - (a)(5)(xxvi) Senior Leaders Letter (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 16, 2015)
 - (a)(5)(xxvii) Press Release Announcing Affirmation of Nokia's Commitment to Innovation in France (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 23, 2015)
 - (a)(5)(xxviii) Overview of Nokia's Commitment to Innovation in France (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 23, 2015)

(a)(5)(xxix)	Convertible Bond Q&A (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on September 29, 2015)
(a)(5)(xxx)	Press Release Announcing Planned Leadership and Organizational Structure for Combined Company (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 7, 2015)
(a)(5)(xxxi)	Press Release Announcing Clearance from China’s Ministry of Commerce (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 20, 2015)
(a)(5)(xxxii)	Press Release Announcing Receipt of All Regulatory Approvals (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 21, 2015)
(a)(5)(xxxiii)	Press Release Announcing Convening of Nokia’s Extraordinary General Meeting and Reiterating Unanimous Recommendation (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 22, 2015)
(a)(5)(xxxiv)	Press Release Announcing Finnish Financial Supervisory Authority Approval of Listing Prospectus (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 23, 2015)
(a)(5)(xxxv)	English Language Finnish Listing Prospectus (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 26, 2015)
(a)(5)(xxxvi)	Nokia Extraordinary General Meeting 2015 Proxy Materials (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 27, 2015)
(a)(5)(xxxvii)	Press Release Announcing Optimization of Capital Structure and Planned Public Exchange Offer for Alcatel Lucent Securities (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 29, 2015)
(a)(5)(xxxviii)	Press Release Announcing Filing of Draft Public Exchange Offer Document with French Stock Market Authority (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on October 29, 2015)
(a)(5)(xxxix)	Press Release Announcing French Stock Market Approval of Nokia’s Public Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 12, 2015)
(a)(5)(xxxx)	Presentation to Industry Analysts (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 12, 2015)
(a)(5)(xxxxi)	Offer Document Prepared by Nokia Corporation (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 13, 2015)
(a)(5)(xxxxii)	Press Release Announcing Supplement to Finnish Listing Prospectus (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 16, 2015)
(a)(5)(xxxxiii)	Presentation to Investors (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 16, 2015)
(a)(5)(xxxxiv)	Press Release Announcing Filing of the “Other Information” Document, Publication of the Timetable for the Exchange Offer and Approval of Nokia’s Listing on Euronext Paris (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 17, 2015)

- (a)(5)(xxxv) “Other Information” Document Prepared by Nokia Corporation (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 17, 2015)
- (a)(5)(xxxvi) English Language Finnish Listing Prospectus Supplement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 17, 2015)
- (a)(5)(xxxvii) Press Release Announcing the Launch of the Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(xxxviii) Summary Offer Document Advertisement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(xxxix) Digital Awareness Advertisement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(l) Banner Advertisement (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(li) Transcript of Press Conference Call (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on November 18, 2015)
- (a)(5)(lii) Press Release Announcing Results of the Nokia Emergency General Meeting (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 2, 2015)
- (a)(5)(liii) Speech given at the Nokia Emergency General Meeting by Risto Siilasmaa, chairman of the Nokia board of directors (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 9, 2015)
- (a)(5)(liv) Speech given at the Nokia Emergency General Meeting by Rajeev Suri, President and CEO of Nokia (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 9, 2015)
- (a)(5)(lv) Individual Shareholder Public Exchange Offer Frequently Asked Questions (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 10, 2015)
- (a)(5)(lvi) Press Release Reminding Alcatel-Lucent Security Holders that Nokia May Waive the Minimum Tender Condition (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 11, 2015)
- (a)(5)(lvii) Transcript of a Voicemail Reminding Alcatel-Lucent of the Expiration Time of the Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 11, 2015)
- (a)(5)(lviii) Tweets by Nokia in Connection with the Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 14, 2015)
- (a)(5)(lix) Press Release Announcing Closing of the Initial Offering Period (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on December 23, 2015)
- (a)(5)(lx) Press Release Announcing the Interim Results and Success of the Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 4, 2016)
- (a)(5)(lxi) Press Release Announcing the Final Results of the Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 5, 2016)

- (a)(5)(lxii) Press Release Announcing the Issuance of Nokia Shares to the Holders of Alcatel Lucent Securities (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 6, 2016)
- (a)(5)(lxiii) Press Release Announcing the Settlement of the Exchange Offer (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 7, 2016)
- (a)(5)(lxiv) Press Release Confirming the Composition of the Board and Announcing the Composition of the Board Committees and Leadership Team (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 8, 2016)
- (a)(5)(lxv) Press Release Announcing the Subsequent Offering Period (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 14, 2016)
- (a)(5)(lxvi) Press Release Announcing First Day of Combined Operations of Nokia and Alcatel Lucent (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 14, 2016)
- (a)(5)(lxvii) Tweets by Nokia in Connection with the Subsequent Offering Period (incorporated herein by reference to the filing made by Nokia pursuant to Rule 425 on January 14, 2016)
- (b) None
- (d) Memorandum of Understanding, dated as of April 15, 2015, by and between Nokia Corporation and Alcatel Lucent S.A., as amended (incorporated herein by reference to Exhibits 2.1 and 2.2 to the Registration Statement on Form F-4 filed by Nokia (File No. 333-206365))
- (g) None
- (h) None



Nokia Corporation

**LETTER OF TRANSMITTAL TO TENDER AMERICAN DEPOSITARY SHARES OF ALCATEL-LUCENT.
TIME IS CRITICAL. PLEASE COMPLETE AND RETURN PROMPTLY IN ACCORDANCE WITH THE ENCLOSED INSTRUCTIONS.**

Nokia Corporation successfully completed its offer (the "Offer") to exchange the validly tendered Alcatel-Lucent American Depositary Shares, each representing one Alcatel-Lucent share ("Alcatel-Lucent ADSs"), for Nokia Corporation American Depositary Shares, each representing one Nokia Corporation share ("Nokia ADSs"), upon the terms and conditions of the Registration Statement on Form F-4 dated November 12, 2015 and Schedule TO dated November 18, 2015, each as amended from time to time. The Offer expired at 5:00 PM, New York City Time, December 22, 2015.

Nokia Corporation has opened the subsequent offering period with respect to the Offer. The subsequent offering period will expire in the U.S. at 5:00 PM, New York City Time, February 2, 2016. The purpose of the subsequent offering period is to enable Alcatel-Lucent ADS holders who have not previously tendered their Alcatel-Lucent ADSs during the initial offer period to do so and receive the same 0.55 Nokia ADS per Alcatel-Lucent ADS that was paid to Alcatel-Lucent ADS holders who previously tendered their Alcatel-Lucent ADSs during the initial Offer period. DURING THE REOPENED OFFER, TENDERING ALCATEL-LUCENT ADS HOLDERS WILL NOT HAVE WITHDRAWAL RIGHTS.

Any Alcatel-Lucent ADSs not tendered into the reopened Offer will remain outstanding. After completion of the Offer, Nokia Corporation intends to delist the Alcatel-Lucent ADSs from the New York Stock Exchange, meaning they will not be tradeable on any regulated securities exchange, and terminate the Alcatel-Lucent ADR program.

See Instructions on the reverse side on how to tender your Alcatel-Lucent ADSs in the reopened Offer.

Please use the space below to list your Alcatel-Lucent ADSs held in certificate and/or book-entry form

Certificated Alcatel-Lucent ADS Total shares: _____
(Please include original certificates with this Letter of Transmittal)

Book-Entry Alcatel-Lucent ADS Share Total: _____

Complete the appropriate box on the reverse side to tender your Alcatel-Lucent ADSs in the reopened Offer for Nokia ADSs upon the terms and conditions of the subsequent offering period.

Although Nokia Corporation has mailed the Offer documents to the extent required by U.S. law, including to holders located outside the United States, the Offer documents are not an offer to buy, sell or exchange and it is not a solicitation of an offer to buy, sell or exchange either Alcatel-Lucent securities or Nokia Corporation securities in any jurisdiction in which such offer, sale or exchange is not permitted. Countries outside the United States generally have their own legal requirements that govern securities offerings made to persons residing in those countries and often impose stringent requirements about the form and content of offers made to the general public. The ability of any non-U.S. person to tender Alcatel-Lucent securities in the subsequent offering period will depend on compliance with the laws of such person's home country, including any applicable exemption, that would permit the person to participate in the subsequent offering period. Non-U.S. holders should consult their advisors in considering whether they may participate in the subsequent offering period in accordance with the laws of their home countries and, if they do participate, whether there are any restrictions or limitations on transactions in Alcatel-Lucent securities that may apply in their home countries. None of Nokia Corporation, Alcatel-Lucent, the Exchange Agent or the Information Agent can provide any assurance about whether such limitations exist.



NOTICE OF GUARANTEED DELIVERY

For the Tender of American Depositary Shares
of
ALCATEL LUCENT
Pursuant to the U.S. Offer to Exchange
by
NOKIA CORPORATION
During the Subsequent Offering Period

(Not to be used for Signature Guarantees)

THE SUBSEQUENT OFFERING PERIOD FOR THE ALCATEL LUCENT AMERICAN DEPOSITARY SHARES WILL EXPIRE AT 5:00 PM, NEW YORK CITY TIME, ON FEBRUARY 2, 2016, UNLESS THE SUBSEQUENT OFFERING PERIOD IS EXTENDED. DURING THE SUBSEQUENT OFFERING PERIOD, TENDERING HOLDERS OF ALCATEL LUCENT AMERICAN DEPOSITARY SHARES WILL NOT HAVE WITHDRAWAL RIGHTS.

Nokia Corporation opened the subsequent offering period (the “Subsequent Offering Period”) with respect to the Exchange Offer described in the exchange offer/prospectus, dated November 12, 2015, forming part of the registration statement on Form F-4, file number 333-206365, as amended and/or supplemented (the “exchange offer/prospectus”) in respect of the American depositary shares (“ADSs”) of Alcatel Lucent, a French *société anonyme*. This notice of guaranteed delivery, or a form substantially equivalent to this notice of guaranteed delivery, must be used for acceptance of the Exchange Offer during the Subsequent Offering Period if certificates evidencing Alcatel Lucent ADSs are not immediately available or if the procedure for book-entry transfer cannot be completed on a timely basis, or if the time will not permit all required documents to reach the U.S. ADS Exchange Agent prior to the expiration of the Subsequent Offering Period. This notice of guaranteed delivery may be delivered by hand, transmitted by facsimile transmission or mailed to the U.S. ADS Exchange Agent and must include a guarantee by an Eligible Institution (as defined below) in the form set out in this notice of guaranteed delivery. If a message is transmitted through The Depository Trust Company pursuant to which the participant agrees to be bound by the terms set forth herein, an agent’s message must be delivered. See “The Exchange Offer – Procedure for Tendering – Guaranteed Delivery” in the exchange offer/prospectus.

The U.S. ADS Exchange Agent for the Subsequent Offering Period is:

CITIBANK, N.A.

By First Class Mail:

Citibank, N.A. – Exchange Agent
C/O Computershare Trust Company, N.A.
Voluntary Corporate Actions
P.O. Box 43011
Providence, RI 02940-3011

Overnight Courier:

Citibank, N.A. – Exchange Agent
C/O Computershare Trust Company, N.A.
Voluntary Corporate Actions
250 Royall Street, Suite V
Canton, MA 02021

By Facsimile Transmission (for Eligible Institutions Only): (617) 360-6810
Confirm Facsimile Transmission: (781) 575-2332

(Eligible Institutions Only)

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY TO THE U.S. ADS EXCHANGE AGENT.

THIS FORM IS NOT TO BE USED TO GUARANTEE SIGNATURES. IF A SIGNATURE ON AN ADS LETTER OF TRANSMITTAL IS REQUIRED TO BE GUARANTEED BY AN “ELIGIBLE INSTITUTION” UNDER THE INSTRUCTIONS TO THE ADS LETTER OF TRANSMITTAL, SUCH SIGNATURE GUARANTEE MUST APPEAR IN THE APPLICABLE SPACE PROVIDED IN THE SIGNATURE BOX IN THE ADS LETTER OF TRANSMITTAL.

THE GUARANTEE ON THE REVERSE SIDE MUST BE COMPLETED.

Ladies and Gentlemen:

The undersigned hereby tenders to Nokia Corporation, a Finnish corporation, upon the terms and subject to the conditions of the Exchange Offer described in the exchange offer/prospectus, dated November 12, 2015, forming part of the registration statement on Form F-4, file number 333-206365, as amended and/or supplemented (the “exchange offer/prospectus”), and of the related ADS letter of transmittal (which, together with any amendments or supplements thereto, collectively constitute the “U.S. offer”), receipt of each of which is hereby acknowledged, the number of American depositary shares of Alcatel Lucent (“Alcatel Lucent ADSs”) specified below pursuant to the guaranteed delivery procedures described in the exchange offer/prospectus under “The Exchange Offer — Procedure for Tendering — Guaranteed Delivery”.

Name(s) of Record Holder(s)	Number of Alcatel Lucent ADSs
Address(es)	Certificate Nos. (if available)
Zip code	Indicate account number at Book-Entry Transfer Facility if Alcatel Lucent ADSs will be tendered by book-entry transfer:
(Area Code) Telephone No.	Account Number
X	Dated: , 20
X	Dated: , 20
Signature(s) of Record Holder(s)	

GUARANTEE

(NOT TO BE USED FOR SIGNATURE GUARANTEE)

The undersigned, a bank, broker, dealer, credit union, savings association or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program or any other “eligible guarantor institution,” as defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended (each an “Eligible Institution” and collectively, “Eligible Institutions”), hereby guarantees the delivery to the U.S. ADS Exchange Agent, at one of its addresses set forth above, of the ADSs tendered by this notice of guaranteed delivery in proper form for transfer, or confirmation of the book-entry transfer of Alcatel Lucent Shares into the U.S. ADS Exchange Agent’s account at The Depository Trust Company, in either case together with delivery of a properly completed and duly executed ADS letter of transmittal (or a facsimile thereof) with any required signature guarantee, or an agent’s message (as defined in the exchange offer/prospectus), and any other documents required by the ADS letter of transmittal, within three New York Stock Exchange trading days after the date of execution of this notice of guaranteed delivery.

The Eligible Institution that completes this form must communicate the guarantee to the U.S. ADS Exchange Agent and must deliver the Alcatel Lucent ADS letter of transmittal and the Alcatel Lucent ADSs to the U.S. ADS Exchange Agent within the time period indicated herein. Failure to do so may result in financial loss to such Eligible Institution.

Name of Firm	X
Address	Authorized Signature
Zip Code	Name (Please Print)
(Area Code) Telephone No.	Title
	Dated: , 20

NOTE: DO NOT SEND CERTIFICATES EVIDENCING ALCATEL LUCENT ADSs WITH THIS NOTICE. SUCH CERTIFICATES SHOULD BE SENT WITH YOUR ADS LETTER OF TRANSMITTAL.



Nokia Corporation commenced a subsequent offering period with respect to its offer to acquire Alcatel Lucent securities identified below in France and the United States. The subsequent offering period commenced on January 14, 2016 and will expire at 5:30 PM Paris time (11:30 AM New York City time) on February 3, 2016. The deadline for tendering Alcatel Lucent ADSs into the U.S. offer is 5:00 PM New York City time on February 2, 2016. During the subsequent offering period, tendering Alcatel-Lucent ADS holders will not have withdrawal rights.

The exchange ratios during the subsequent offering period will remain the same:

0.5500 Nokia Share per Alcatel Lucent Ordinary Share

0.5500 Nokia American Depositary Share per Alcatel Lucent American Depositary Share

0.6930 Nokia Share per 2018 Alcatel Lucent OCEANE

0.7040 Nokia Share per 2019 Alcatel Lucent OCEANE

0.7040 Nokia Share per 2020 Alcatel Lucent OCEANE

Nokia invites the remaining Alcatel Lucent Securities holders to tender their Alcatel Lucent Shares, OCEANE convertible bonds or ADSs into the subsequent offering period. The offer has been unanimously supported by the Alcatel Lucent board at its meeting of October 28, 2015, as stated in Alcatel Lucent's Solicitation/Recommendation Statement on Schedule 14D-9 and under the conditions and assumptions mentioned therein. Holders of Alcatel Lucent ADSs may still use the original Letter of Transmittal with expiration date of 5:00 PM, New York City Time, December 22, 2015, to provide their tender instructions during the subsequent offering period.