

**UNITED STATES
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**

NOKIA CORPORATION
(Exact name of registrant as specified in its charter)

Republic of Finland
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

**Karakaari 7, P.O. Box 226
FI-00045 NOKIA GROUP
Espoo, Finland
+358 10 4488000**
(Address of principal executive offices)

NOKIA RESTRICTED SHARE PLAN 2016
(Full title of the plan)

Ronald A. Antush
Nokia of America Corporation
601 Data Drive
Plano, Texas 75075
+1 (469) 682-7649

(Name, address and telephone number of agent for service)

Copies to:
Doreen E. Lilienfeld, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
+1 (212) 848 7171

EXPLANATORY NOTE

Nokia Restricted Share Plan 2016

This Post-Effective Amendment No. 2 to Registration Statement on Form S-8, Registration No. 333-210545 (the “*2016 Registration Statement*”) is being filed to deregister certain shares (the “*Shares*”) of Nokia Corporation (the “*Company*”) that were registered for issuance pursuant to the Nokia Restricted Share Plan 2016 (the “*2016 Restricted Share Plan*”). The 2016 Registration Statement registered 1,350,000 Shares issuable pursuant to the 2016 Restricted Share Plan to employees of the Company. The 2016 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2016 Restricted Share Plan.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 2 to the 2016 Registration Statement, the Company is filing a Registration Statement on Form S-8 (the “*New Registration Statement*”) to register shares issuable under other of its employee benefit plans. In accordance with Rule 457(p) under the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the 2016 Registration Statement is also being filed to carry over to the New Registration Statement the \$580.21 portion of the registration fee previously paid by the Company in connection with the 2016 Registration Statement to register 990,000 Shares.

SIGNATURES

The Registrant. Pursuant to the requirements of the U.S. 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. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in Espoo, Republic of Finland on March 5, 2020.

NOKIA CORPORATION

By: /s/ Esa Niinimäki
Name: Esa Niinimäki
Title: Deputy Chief Legal Officer, Corporate

By: /s/ Ulla Nyberg
Name: Ulla Nyberg
Title: Senior Legal Counsel, Corporate Legal

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 has been signed below by the following persons in the indicated capacities on March 5, 2020.

Members of the Board of Directors

<div>/s/ Sari Baldauf</div> <div>Name: Sari Baldauf</div>	Vice Chair of the Board of Directors
<div>/s/ Bruce Brown</div> <div>Name: Bruce Brown</div>	Director
<div>/s/ Jeanette Horan</div> <div>Name: Jeanette Horan</div>	Director
<div>/s/ Edward Kozel</div> <div>Name: Edward Kozel</div>	Director
<div>/s/ Elizabeth Nelson</div> <div>Name: Elizabeth Nelson</div>	Director
<div>/s/ Olivier Piou</div> <div>Name: Olivier Piou</div>	Director
<div>/s/ Risto Siilasmaa</div> <div>Name: Risto Siilasmaa</div>	Chair of the Board of Directors
<div>/s/ Søren Skou</div> <div>Name: Søren Skou</div>	Director
<div>/s/ Carla Smits-Nusteling</div> <div>Name: Carla Smits-Nusteling</div>	Director
<div>/s/ Kari Stadigh</div> <div>Name: Kari Stadigh</div>	Director



President and Chief Executive Officer:

/s/ Rajeev Suri
Name: Rajeev Suri

Chief Financial Officer (whose functions include those of Chief Accounting Officer):

/s/ Kristian Pullola
Name: Kristian Pullola

Authorized Representative in the United States:

/s/ Ronald A. Antush
Name: Ronald A. Antush