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

**POST-EFFECTIVE AMENDMENT NO. 3 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 FI-02610
Espoo, Finland
+358 10 4488000**
(Address of principal executive offices)

**NOKIA EMPLOYEE SHARE PURCHASE PLAN ["SHARE IN SUCCESS"]
NOKIA PERFORMANCE SHARE PLAN 2020
NOKIA RESTRICTED SHARE PLAN 2020**

(Full title of the plans)

**Ronald A. Antush
Nokia of America Corporation
3201 Olympus Blvd.
Dallas, Texas 75019
(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
(212) 848-5000**

EXPLANATORY NOTE

Nokia Employee Share Purchase Plan

This Post-Effective Amendment No. 3 to the Registration Statement on Form S-8, Registration No. 333-236903 (the “*2020 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 Employee Share Purchase Plan (the “*2020 Employee Share Purchase Plan*”). The 2020 Registration Statement registered 2,400,000 Shares issuable pursuant to the 2020 Employee Share Purchase Plan to employees of the Company. The 2020 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2020 Employee Share Purchase Plan.

Nokia Performance Share Plan 2020

This Post-Effective Amendment No. 3 to the 2020 Registration Statement is being filed to deregister certain Shares of the Company that were registered for issuance pursuant to the Nokia Performance Share Plan 2020 (the “*2020 Performance Share Plan*”). The 2020 Registration Statement registered 18,000,000 Shares issuable pursuant to the 2020 Performance Share Plan to employees of the Company. The 2020 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2020 Performance Share Plan.

Nokia Restricted Share Plan 2020

This Post-Effective Amendment No. 3 to the 2020 Registration Statement is being filed to deregister certain Shares that were registered for issuance pursuant to the Nokia Restricted Share Plan 2020 (the “*2020 Restricted Share Plan*”). The 2020 Registration Statement registered 4,500,000 Shares issuable pursuant to the 2020 Restricted Shares Plan to employees of the Company. The 2020 Registration Statement is hereby amended to deregister all Shares that were previously registered and that remain unissued under the 2020 Registration Statement.

Filing Fee Offset

Contemporaneously with the filing of this Post-Effective Amendment No. 3 to the 2020 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. 3 to the 2020 Registration Statement is also being filed to carry over to the New Registration Statement the \$10,829.74 portion of the registration fee previously paid by the Company in connection with the 2020 Registration Statement to register 21,870,000 Shares.

SIGNATURES

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. 3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Dallas, Texas on March 1, 2024.

NOKIA CORPORATION

By: /s/ Ronald A. Antush

Name: Ronald A. Antush

Title: Authorized Signatory

Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment No. 3.
