

SONY CORP  
Form S-8 POS  
May 20, 2013

As filed with the Securities and Exchange Commission on May 20, 2013

Registration No. 333 - 104172

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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

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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.)

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c/o 7-1, Konan 1-chome

Minato-ku

Tokyo 108-0075

Japan

(Address of principal executive offices)

The First Series of Stock Acquisition Rights for  
Shares of Common Stock of Sony Corporation  
The Third Series of Stock Acquisition Rights for  
Shares of Common Stock of Sony Corporation  
(Full title of the plan)

Sony Corporation of America  
550 Madison Avenue, 33rd Floor

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New York, New York 10022-3211  
Attn.: Office of the General Counsel  
212-833-4625

(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

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-104172) filed by Sony Corporation (the "Registrant") with the U.S. Securities and Exchange Commission on March 31, 2003 (the "Registration Statement") to register 107,200 shares of the Common Stock of the Registrant (the "First Series Shares") to be issued upon exercise of the First Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "First Series Stock Acquisition Rights") and 1,477,500 shares of Common Stock of the Registrant (the "Third Series Shares") to be issued upon exercise of the Third Series of Stock Acquisition Rights for Shares of Common Stock of Sony Corporation (the "Third Series Stock Acquisition Rights"). As of the date hereof, (a) none of the First Series Stock Acquisition Rights remain outstanding, and no additional First Series Shares will be issued and (b) none of the Third Series Stock Acquisition Rights remain outstanding, and no additional Third 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 First Series Shares and Third 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.  
333-104172).

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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 20th day of May, 2013.

SONY CORPORATION

By: /s/ Kunitaka Fujita  
Kunitaka Fujita  
Executive Vice President, Corporate  
Executive, Human Resources

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         |
|--|---|--------------|
| /s/ Kazuo Hirai<br>Kazuo Hirai                 | President and Chief Executive<br>Officer, Representative<br>Corporate Executive Officer,<br>Member of the Board | May 20, 2013 |
| /s/ Masaru Kato<br>Masaru Kato                 | Executive Vice President and<br>Chief Financial Officer,<br>Corporate Executive Officer,<br>Member of the Board | May 20, 2013 |
| /s/ Sir Howard Stringer<br>Sir Howard Stringer | Chairman of the Board   | May 20, 2013 |
| /s/ Ryoji Chubachi<br>Ryoji Chubachi           | Member of the Board   | May 20, 2013 |

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| /s/ Osamu Nagayama<br>Osamu Nagayama | Vice Chairman of the Board | May 20, 2013 |
|--------------------------------------|----------------------------|--------------|

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| /s/ Sir Peter Bonfield<br>Sir Peter Bonfield | Member of the Board | May 20, 2013 |
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| /s/ Ryuji Yasuda<br>Ryuji Yasuda | Member of the Board | May 20, 2013 |
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| /s/ Yukako Uchinaga<br>Yukako Uchinaga | Member of the Board | May 20, 2013 |
|--|---------------------|--------------|

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| /s/ Mitsuaki Yahagi<br>Mitsuaki Yahagi | Member of the Board | May 20, 2013 |
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| /s/ Tsun-Yan Hsieh<br>Tsun-Yan Hsieh | Member of the Board | May 20, 2013 |
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|--|--------------------------------|--------------|
| /s/ Roland A. Hernandez<br>Roland A. Hernandez | Member of the Board            | May 20, 2013 |
| /s/ Kanemitsu Anraku<br>Kanemitsu Anraku       | Member of the Board            | May 20, 2013 |
| /s/ Yorihiro Kojima<br>Yorihiro Kojima         | Member of the Board            | May 20, 2013 |
| /s/ Takaaki Nimura<br>Takaaki Nimura           | Member of the Board            | May 20, 2013 |
| /s/ Mary Jo Green<br>Mary Jo Green             | Authorized U.S. Representative | May 20, 2013 |

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