

SONY CORP  
Form S-8 POS  
May 20, 2013

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

Registration No. 333 - 11756

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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 Sony Corporation of America 2000 Stock Incentive Plan  
(Full title of the plan)

Sony Corporation of America  
550 Madison Avenue, 33rd Floor  
New York, New York 10022-3211  
Attn.: Office of the General Counsel  
212-833-4625

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(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. 333-11756) filed by Sony Corporation (the “Registrant”) with the U.S. Securities and Exchange Commission on March 31, 2000 (the “Registration Statement”) to register 4,662 Convertible Bonds of the Registrant (the “Convertible Bonds”) to be issued pursuant to the Sony Corporation of America 2000 Stock Incentive Plan (the “Plan”) and 466,200 shares of Common Stock of the Registrant (the “Shares”), to be issued pursuant to the Plan upon conversion of the Convertible Bonds. As of the date hereof, none of the Convertible Bonds remain outstanding under the Plan, and no additional Shares will be issued pursuant to the Plan.

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 Convertible Bonds and 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.  
333-11756).

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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 |

Sony Corp. Post-Effective Amendment  
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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 |
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| /s/ Kanemtisu Anraku<br>Kanemtisu Anraku | Member of the Board | May 20, 2013 |
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| /s/ Yorihiro Kojima<br>Yorihiro Kojima | Member of the Board | May 20, 2013 |
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| /s/ Takaaki Nimura<br>Takaaki Nimura | Member of the Board | May 20, 2013 |
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| /s/ Mary Jo Green<br>Mary Jo Green | Authorized U.S. Representative | May 20, 2013 |
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