

Spansion Inc.  
Form 8-K  
December 07, 2006

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 1, 2006**

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**SPANSION INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51666**  
(Commission File No.)

**20-3898239**  
(I.R.S. Employer

Identification Number)

**915 DeGuigne Drive**

**P.O. Box 3453**

**Sunnyvale, California 94088-3453**

(Address of Principal Executive Offices) (Zip Code)

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**Registrant's telephone number, including area code: (408) 962-2500**

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N/A

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

In accordance with the terms of the Company's Amended and Restated Certificate of Incorporation and as a result of a decrease in the aggregate ownership interest of Spansion Inc. (the "Company") securities held by Advanced Micro Devices, Inc. ("AMD"), Robert J. Rivet resigned from his position as a member of the Company's Board of Directors, effective December 1, 2006. The Company's Amended and Restated Certificate of Incorporation provides that, in the event AMD's aggregate ownership interest in the Company falls below 35% but remains equal to or above 10%, the number of the Company's Class B directors, which are elected by AMD, decreases to one. In connection with Mr. Rivet's resignation, the number of members of the Company's Board of Directors decreased from seven to six.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPANSION INC.

(Registrant)

Date: December 7, 2006

By: /s/ Robert C. Melendres

Name: Robert C. Melendres

Title: Executive Vice President, Corporate

Development, General Counsel and

Corporate Secretary