

Spansion Inc.  
Form 8-K  
October 28, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 28, 2010**

**SPANSION INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

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

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**001-34747**

**20-3898239**

(Commission File Number)

(IRS Employer Identification Number)

**915 DeGuigne Drive**

**P.O. Box 3453**

**Sunnyvale, California 94088**

(Address of principal executive offices, including Zip Code)

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

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))

**Item 8.01. Other Events.**

On October 28, 2010, Spansion Inc. (the Company ) announced that Spansion LLC, the Company s wholly owned operating company subsidiary, intends to conduct a private offering of \$200 million aggregate principal amount of senior notes due 2017 to qualified institutional buyers pursuant to Rule 144A and in offshore transactions pursuant to Regulation S under the Securities Act of 1933, as amended. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated October 28, 2010.

**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.

Date: October 28, 2010

SPANSION INC.

By: /s/ Ahmed Nawaz  
Name: Ahmed Nawaz  
Title: Executive Vice President

Wireless Solutions Group

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press release dated October 28, 2010.