

ERICSSON LM TELEPHONE CO
Form S-8 POS
April 25, 2007

As filed with the Securities and Exchange Commission on April 25, 2007

Registration No. 333-135116

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

TELEFONAKTIEBOLAGET LM ERICSSON

(Exact Name of Registrant as Specified in Its Charter)

LM ERICSSON TELEPHONE COMPANY

(Translation of Registrant's Name into English)

Telefonplan, SE-126 25

Kingdom of Sweden
(State or Other Jurisdiction of

Stockholm, Sweden
(Address of Principal Executive Offices

N.A.
(I.R.S. Employer

Incorporation or Organization)

Including Zip Code)

Identification Number)

ERICSSON INC. STOCK PURCHASE PLAN

(Full Title of the Plan)

Ericsson Inc.

Vice President Legal Affairs

6300 Legacy Drive

Plano, Texas 75024

(Name and Address of Agent For Service)

(972) 583-0572

(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

David Sirignano

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Ave, NW

Washington, DC 20004

Explanatory Note

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (the Amendment) under the Securities Act of 1933 (the Securities Act) is an amendment to the LM ERICSSON TELEPHONE COMPANY (the Company or the Registrant) Form S-8 Registration Statement filed with the Securities and Exchange Commission (the SEC) on June 19, 2006, Registration No. 333-135116. The purpose of this Amendment is to file as an exhibit the Ericsson Inc. Stock Purchase Plan (the Plan), as amended. In all other material respects this Amended Form S-8 is unchanged from the Form S-8 filed by the Company.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company 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. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Kingdom of Sweden, on this 25th day of April, 2007.

**TELEFONAKTIEBOLAGET LM
ERICSSON (publ)**

By: /s/ Karl-Henrik Sundström
Name: Karl-Henrik Sundström
Title: Executive Vice President and Chief
Financial Officer

By: /s/ Carl Olof Blomqvist
Name: Carl Olof Blomqvist
Title: Senior Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

| Name and Signature | Title |
|---------------------------|---|
| * Michael Treschow | Chairman of the Board |
| * Sverker Martin-Löf | Deputy Chairman of the Board and Director |
| * Marcus Wallenberg | Deputy Chairman of the Board and Director |
| * Carl-Henric Svanberg | CEO, President, and Director (Principal Executive Officer) |

| | |
|--|---|
| /s/ Karl-Henrik Sundström Karl-Henrik Sundström | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| * Sir Peter L. Bonfield | Director |
| * Börje Ekholm | Director |
| * Katherine Hudson | Director |
| * Ulf J. Johansson | Director |
| * Nancy McKinstry | Director |
| * Anders Nyrén | Director |
| * Monica Bergström | Director and Employee Representative |
| * Jan Hedlund | Director and Employee Representative |

* Director and Employee Representative
Torbjörn Nyman

* Deputy Director and Employee Representative
Anna Guldstrand

* By: /s/ Karl-Henrik Sundström
Karl-Henrik Sundström, on this 25th day of April, 2007
Attorney-in-fact
Pursuant to the Power of Attorney included as part of the signature page of Form S-8 as filed
on June 19, 2006

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 4.1 | Ericsson Inc. Stock Purchase Plan, as amended |
| 4.2 | Amendment One to the Ericsson Inc. Stock Purchase Plan |
| 4.3 | Articles of Association of Telefonaktiebolaget LM Ericsson, Stockholm (Org. #556016-0680) dated August 2004 (incorporated by reference to Exhibit 4.2 of the Company's Form S-8 filed February 14, 2005 (File No. 333-122785)) |
| 23.1 | Consent of PricewaterhouseCoopers LLP |

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Form S-8, this Post-Effective Amendment No. 1 has been signed below by the undersigned as the duly authorized representative of Telefonaktiebolaget LM Ericsson in the United States on this 25th day of April, 2007.

By: /s/ John Moore
Name: John Moore
Title: Vice President and General Counsel
Ericsson Inc.