

ADVANTEST CORP  
Form S-8 POS  
May 28, 2010

As filed with the Securities and Exchange Commission on May 28, 2010

Registration Statement No. 333-132374

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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KABUSHIKI KAISHA ADVANTEST

(Exact Name of Registrant as Specified in Its Charter)

ADVANTEST CORPORATION

(Translation of Registrant's name into English)

Japan  
(State or Other Jurisdiction of  
Incorporation or Organization)

None  
(I.R.S. Employer  
Identification No.)

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Shin-Marunouchi Center Building  
1-6-2 Marunouchi,  
Chiyoda-ku, Tokyo 100-0005  
Japan  
(81-3) 3214-7500  
(Address and Telephone Number of Principal Executive Offices)

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THE ADVANTEST CORPORATION  
INCENTIVE STOCK OPTION PLAN 2005  
(Full Title of the Plan)

Advantest America Corporation (Holding Co.)  
3201 Scott Boulevard  
Santa Clara, California 95054  
Attention: Corporate Secretary  
(408) 988-7700  
(Name, address and telephone number of agent for service)

With a copy to:

Masahisa Ikeda  
Shearman & Sterling LLP  
Fukoku Seimei Building  
2-2 Uchisaiwaicho 2-chome  
Chiyoda-ku, Tokyo 100-0011  
Japan  
81-3-5251-1601

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EXPLANATORY NOTE

Advantest Corporation (the "Registrant") is hereby filing this Post-Effective Amendment No.1 to Registration Statement on Form S-8 filed on March 13, 2006 (File No. 333-132374) (the "Registration Statement") to deregister certain shares of the Registrant's common stock relating to options that were registered for issuance under the Advantest Corporation Incentive Stock Option Plan 2005 (the "Plan").

The Registration Statement registered a total of 244,000 shares issuable pursuant to the Plan, including 122,000 shares that became available for issuance under the Plan as a result of the two for one stock split of shares of the Registrant's common stock conducted on October 1, 2006.

The Registration Statement is hereby amended to deregister the remaining unissued shares following the expiration of the awards under the Plan.

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 No.1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chiyoda-ku, Tokyo of Japan on May 28, 2010.

Advantest Corporation

By: /s/ Yuichi Kurita  
Name: Yuichi Kurita  
Title: Director and Managing  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the following capacities on May 28, 2010.

Name	Title
/s/ Toshio Maruyama Toshio Maruyama	Chairman of the Board and Representative Director
/s/ Haruo Matsuno Haruo Matsuno	Representative Director, President and CEO (Principal Executive Officer)
Naoyuki Akikusa	Director
Yasushige Hagio	Director
/s/ Takashi Tokuno Takashi Tokuno	Director and Senior Executive Officer
/s/ Hiroshi Tsukahara Hiroshi Tsukahara	Director and Managing Executive Officer
/s/ Yuichi Kurita Yuichi Kurita	Director and Managing Executive Officer (Principal Financial Officer)
/s/ Hiroyasu Sawai	Director and Managing Executive Officer

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Hiroyasu Sawai

/s/ Shinichiro Kuroe  
Shinichiro Kuroe

Director and Managing Executive Officer

/s/ Hiroshi Nakamura  
Hiroshi Nakamura

Managing Executive Officer  
(Principal Accounting Officer)