

Spansion Inc.
Form 8-K
August 21, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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)

August 15, 2008

SPANSION INC.

(Exact name of registrant as specified in its charter)

State of Delaware
(State or other jurisdiction
of incorporation)

0-51666
(Commission
File Number)
915 DeGuigne Drive

20-3898239
(IRS Employer
Identification No.)

P.O. Box 3453

Sunnyvale, California 94088-3453

(Address of principal executive offices, including zip code)

(408) 962-2500

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(Registrant's telephone number, including area code)

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

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 (see General Instruction A.2. below):

- 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 1.01 Entry into a Material Definitive Agreement

On August 15, 2008, Spansion Inc. (the Company) and Semiconductor Manufacturing International Corporation (SMIC) entered into the First Amendment (the Amendment) to the Foundry Agreement dated August 31, 2007 between the Company and SMIC (the Foundry Agreement). The Amendment sets forth a Product Supplement Form (the Product Supplement), pursuant to which SMIC will manufacture the Company's MirrorBit ORNAND2 Flash memory products and technologies for, and provide related foundry services to, the Company. Except as otherwise provided in the Product Supplement, the Product Supplement is subject to the terms and conditions of the Foundry Agreement. The Amendment also provides SMIC or the Company the ability to terminate certain commitments set forth in the Product Supplement, under certain circumstances after December 31, 2009. In addition, the Amendment amends the initial term of the Foundry Agreement from December 31, 2009 until July 30, 2013. Copies of the Foundry Agreement and the Amendment will be filed as exhibits to the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2008.

SIGNATURES

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

SPANSION INC.

By: /s/ ROBERT C. MELENDRES

Name: Robert C. Melendres

Title: Executive Vice President, Chief Legal
Officer and Corporate Development

Date: August 20, 2008