

Spansion Inc.  
Form 8-K  
May 14, 2013  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**May 13, 2013**

Date of Report (Date of earliest event reported)

**SPANSION INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-34747**                      **20-3898239**  
(State of Incorporation) (Commission File Number) (IRS Employer  
Identification Number)

**915 DeGuigne Drive**

**P.O. Box 3453**  
**Sunnyvale, California 94088-3453**

(Address of principal executive offices) (Zip Code)

**(408) 962-2500**

(Registrant's telephone number, including area code)

**N/A**

(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:

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**

On May 13, 2013, the Board of Directors of Spansion Inc. (the Company) was notified that Mr. Paul Mercadante and Mr. Ajay Shah resigned from the Company's Board of Directors effective on May 13, 2013.

*[Signature Page Follows]*

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**SIGNATURES**

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

Date: May 14, 2013

SPANSION INC.

By: /s/ Scot A. Griffin  
Name: Scot A. Griffin  
Title: Corporate Senior Vice President,  
General Counsel