

ADVANTEST CORP  
Form S-8 POS  
April 15, 2009

As filed with the Securities and Exchange Commission on April 15, 2009

Registration Statement No. 333-123671

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UNITED STATES  
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

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.)

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)

THE ADVANTEST CORPORATION  
INCENTIVE STOCK OPTION PLAN 2004  
(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

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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 30, 2005 (File No. 333-123671) (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 2004 (the “Plan”).

The Registration Statement registered a total of 242,000 shares issuable pursuant to the Plan, including 121,000 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 April 15, 2009.

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 April 15, 2009.

| Name                                       | Title  |
|--|--|
| /s/ Shimpei Takeshita<br>Shimpei Takeshita | Chairman of the Board  |
| /s/ Toshio Maruyama<br>Toshio Maruyama     | President and CEO<br>(Principal Executive Officer)                       |
| Naoyuki Akikusa                            | Director   |
| Yasushige Hagio                            | Director   |
| /s/ Takashi Tokuno<br>Takashi Tokuno       | Director and Senior Executive Officer                                    |
| /s/ Hiroshi Tsukahara<br>Hiroshi Tsukahara | Director and Managing Executive Officer                                  |
| /s/ Yuichi Kurita<br>Yuichi Kurita         | Director and Managing Executive Officer<br>(Principal Financial Officer) |
| /s/ Takao Tadokoro<br>Takao Tadokoro       | Director and Managing Executive Officer                                  |

/s/ Hiroyasu Sawai  
Hiroyasu Sawai

Director and Managing Executive Officer

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