

STMICROELECTRONICS NV

Form 20-F/A

March 30, 2010

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As filed with the Securities and Exchange Commission on March 30, 2010
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 20-F/A
(Amendment No. 1)

- o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
- OR
- p ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009
- OR
- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
- o SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report
Commission file number: 1-13546
STMicroelectronics N.V.
(Exact name of registrant as specified in its charter)

Not Applicable
(Translation of registrant's name into English)

The Netherlands
(Jurisdiction of incorporation or organization)

39, Chemin du Champ des Filles
1228 Plan-Les-Ouates
Geneva
Switzerland
(Address of principal executive offices)

Carlo Bozotti
39, Chemin du Champ des Filles
1228 Plan-Les-Ouates
Geneva
Switzerland
Tel: +41 22 929 29 29
Fax: +41 22 929 29 88

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:

Name of Each Exchange on Which Registered:

Common shares, nominal value 1.04 per share

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

878,333,566 common shares at December 31, 2009

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated
filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting
company ☐

(Do not check if a smaller reporting company)

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒ International Financial Reporting Standards as issued by the International Accounting Standards Board ☐ Other ☐

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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EXPLANATORY NOTE

This Form 20-F/A is being filed by STMicroelectronics N.V. (the "Company") as Amendment No. 1 to its Annual Report on Form 20-F for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on March 10, 2009 ("2009 20-F"). The purpose of this Form 20-F/A is to amend the 2009 20-F to provide Interactive Data File disclosure. The Interactive Data File disclosure attached as Exhibit 101 to this Form 20-F/A is the first Interactive Data File the Company is required to submit in order to comply with Rule 405 of Regulation S-T.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update, or restate the information in any Item of the Company's 2009 20-F.

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ITEM 19. EXHIBITS

1.1	Amended and Related Articles of Associations of STMicroelectronics N.V., dated May 20, 2009, as adopted by the annual general meeting of Shareholders on May 20, 2009 (incorporated by reference to Form 20-F of STMicroelectronics N.V. filed on March 10, 2010).
4.1	Sale and Contribution Agreement between STMicroelectronics N.V. and NXP B.V. dated April 10, 2008 (incorporated by reference to Form 20-F of STMicroelectronics N.V. filed on May 13, 2009).
4.2	Framework Agreement by and between STMicroelectronics N.V. and Telefonaktiebolaget L.M. Ericsson dated August 19, 2008 (incorporated by reference to Form 20-F of STMicroelectronics N.V. filed on May 13, 2009).
8.1	Subsidiaries and Equity Investments of the Company (incorporated by reference to Form 20-F of STMicroelectronics N.V. filed on March 10, 2010).
12.1	Certification of Carlo Bozotti, President and Chief Executive Officer of STMicroelectronics N.V., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of Carlo Ferro, Executive Vice President and Chief Financial Officer of STMicroelectronics N.V., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certification of Carlo Bozotti, President and Chief Executive Officer of STMicroelectronics N.V., and Carlo Ferro, Executive Vice President and Chief Financial Officer of STMicroelectronics N.V., pursuant to 18 U.S.C. §1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
15.1	Consent of Independent Registered Public Accounting Firm (incorporated by reference to Form 20-F of STMicroelectronics N.V. filed on March 10, 2010).
15.2	Consent of Independent Registered Public Accounting Firm for Numonyx Holdings B.V. (incorporated by reference to Form 20-F of STMicroelectronics N.V. filed on March 10, 2010).
101	Interactive Data File

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to its Form 20-F for the year ended December 31, 2009 on its behalf.

STMICROELECTRONICS N.V.

Date: March 30, 2010

By: /s/ Carlo Bozotti

Carlo Bozotti

President and Chief Executive Officer