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INTELLISYNC CORP
Form SC 13D
November 28, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13D)

Under the Securities Exchange Act of 1934

Intellisync Corporation

(Name of Issuer)

Common Stock \$0.001 PAR VALUE

(Title of Class of Securities)

458176104

(CUSIP Number)

Kaarina Stahlberg
Vice President, Assistant General Counsel
Nokia Corporation
Keilalahdentie 4
P.O. Box 226
FIN-00045 Nokia Group
+358-71-8008000

With a copy to:
Kenton J. King, Esq.
Celeste E. Greene, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Avenue, Suite 1100
Palo Alto, California 94301
(650) 470-4500

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 28, 2005

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting

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person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Nokia Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) [x]

3. SEC USE ONLY

4. Source of Funds (See Instructions)

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Helsinki, Finland

Number of Shares Beneficially Owned by Each Reporting Person with

| | |
|----|-------------------|
| 7. | Sole Voting Power |
| 0 | |

8. Shared Voting Power

9,027,147

9. Sole Dispositive Power

0

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,027,147

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

[]

13. Percent of Class Represented by Amount in Row (11)

12.29% (1)

14. Type of Reporting Person (See Instructions)

CO

(1) Based on 73,463,652 shares of Common Stock (as defined in Item 1 below) outstanding, of which 67,492,114 shares of Common Stock were issued and outstanding as of November 15, 2005, including 5,971,538 shares of restricted Common Stock and options to purchase shares of Common Stock that are deemed to be outstanding for purposes of this calculation pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons
(entities only)

Nokia Holding Inc.
58-1248993

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) [x]

3. SEC USE ONLY

4. Source of Funds (See Instructions)

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Georgia

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person with

7. Sole Voting Power

0

8. Shared Voting Power

9,027,147

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9. Sole Dispositive Power

0

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

9,027,147

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

[]

13. Percent of Class Represented by Amount in Row (11)

12.29% (1)

14. Type of Reporting Person (See Instructions)

CO

(1) Based on 73,463,652 shares of Common Stock (as defined in Item 1 below) outstanding, of which 67,492,114 shares of Common Stock were issued and outstanding as of November 15, 2005, including 5,971,538 shares of restricted Common Stock and options to purchase shares of Common Stock that are deemed to be outstanding for purposes of this calculation pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons
(entities only)

Nokia Inc.
59-3127709

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) [x]

3. SEC USE ONLY

4. Source of Funds (See Instructions)

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Delaware

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| | | | |
|--|-----|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person with | 7. | Sole Voting Power | 0 |
| | 8. | Shared Voting Power | 9,027,147 |
| | 9. | Sole Dispositive Power | 0 |
| | 10. | Shared Dispositive Power | 0 |
| 11. Aggregate Amount Beneficially Owned by Each Reporting Person | | | |
| 9,027,147 | | | |
| 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | | | |
| [] | | | |
| 13. Percent of Class Represented by Amount in Row (11) | | | |
| 12.29% (1) | | | |
| 14. Type of Reporting Person (See Instructions) | | | |
| CO | | | |

(1) Based on 73,463,652 shares of Common Stock (as defined in Item 1 below) outstanding, of which 67,492,114 shares of Common Stock were issued and outstanding as of November 15, 2005, including 5,971,538 shares of restricted Common Stock and options to purchase shares of Common Stock that are deemed to be outstanding for purposes of this calculation pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

Item 1. Security and Issuer.

The class of equity security to which this Schedule 13D relates is the common stock, \$0.001 par value (the "Common Stock"), of Intellisync Corporation, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 2550 North First Street, Suite 500, San Jose, California 95131.

Item 2. Identity and Background.

The names of the persons filing this Schedule 13D are Nokia Corporation, a corporation organized under the laws of the Republic of Finland, Nokia Holding Inc., a Georgia corporation and wholly-owned subsidiary of Nokia Corporation, and Nokia Inc., a Delaware corporation and wholly-owned subsidiary

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of Nokia Holding Inc. ("Nokia"). Nokia Corporation is the world's largest manufacturer of mobile devices and a leader in mobile networks. Nokia Corporation connects people to each other and the information that matters to them with mobile devices and solutions for voice, data, imaging, games, multimedia and business applications. Nokia Corporation also provides equipment, solutions and services for its operator and enterprise customers.

The business address of Nokia Corporation is Keilalahdentie 4, P.O. Box 226, FIN-00045, Nokia Group. The business address of each of Nokia Holding, Inc. and Nokia is 6000 Connection Drive, Irving, TX 75039, USA.

The name, citizenship, principal occupation and business address of each executive officer and director of Nokia Corporation, Nokia Holding Inc. and Nokia are set forth in Schedule I hereto, which is incorporated by reference herein.

During the last five years, none of the persons or entities referred to in this Item 2 (including those persons listed on Schedule I hereto) has been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to a civil proceeding or a judicial or administrative body of competent jurisdiction and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Nokia has entered into a voting agreement, dated November 15, 2005, with each of the directors and executive officers of the Issuer, as described in Item 4 below. The voting agreements were entered into in consideration of the execution and delivery of the Merger Agreement (as defined in Item 4 below) and Nokia did not pay any additional consideration in connection with the execution and delivery of the voting agreements.

Item 4. Purpose of Transaction.

On November 15, 2005, the Issuer, Nokia and Jupiter Acquisition Corporation, a Delaware corporation and direct wholly-owned subsidiary of Nokia ("AcquisitionCo"), entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which the Issuer will become a subsidiary of Nokia. The Merger Agreement contemplates that AcquisitionCo will merge with and into the Issuer (the "Merger") and each share of the Issuer's Common Stock (the "Shares"), except for treasury shares and dissenting shares, will be converted into the right to receive \$5.25 in cash per share (the "Merger Consideration") following the satisfaction or waiver of the conditions set forth in the Merger Agreement, including obtaining Issuer stockholder approval for the transactions contemplated thereby.

In connection with the Merger Agreement, and as a condition and inducement to Nokia's willingness to enter into the Merger Agreement, Woodson Hobbs, Terrence Valeski, Said Mohammadioun, J. Keith Kitchen, Scott Hrastar, Blair Hankins, Robert Gerber, Clyde Foster, David P. Eichler, Keith A. Cornell, Kristen Berg-Painter, Richard W. Arnold and Michael Clair (the "Principal Stockholders") entered into voting agreements with Nokia, each dated as of November 15, 2005 (each, a "Voting Agreement") with respect to all Shares over which each such Principal Stockholder exercises voting or investment power (as determined pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended) (collectively, the "Owned Shares"). The Owned Shares include any shares of the Issuer as to which a Principal Stockholder acquires beneficial ownership after the execution of the Voting Agreement.

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Pursuant to the Voting Agreements, each of the Principal Stockholders appointed Nokia and any designee of Nokia as such Principal Stockholder's proxy and attorney-in-fact to vote and act on each such Principal Stockholder's behalf and in each such Principal Stockholder's name, place and stead with respect to such Principal Stockholder's Owned Shares, at any annual, special or other meeting of the stockholders of the Issuer and at any adjournment or postponement of any such meeting and to act by written consent with respect to each such Principal Stockholder's Owned Shares.

Each Principal Stockholder affirmed that the proxy is coupled with an interest and shall be irrevocable and agreed not to grant any subsequent proxy with respect to such Principal Stockholder's Owned Shares. Each Principal Stockholder further irrevocably and unconditionally agreed (i) to vote or consent, or cause to be voted or consented, the Owned Shares in favor of the Merger Agreement and the consummation of the Merger if Nokia is unable to vote the Owned Shares at such meeting; (ii) to execute and deliver or cause to be executed and delivered any written consent in favor of the Merger with respect to all of the Owned Shares; and (iii) with respect to any Owned Shares, to vote or execute and deliver any written consent against any opposing or competing proposal or action that would be inconsistent with or frustrate the purposes of the Voting Agreement, the Merger Agreement or any of the transactions contemplated by the Merger Agreement.

Each Principal Stockholder also agreed that he will not, without the prior written consent of Nokia, (a) directly or indirectly, sell, transfer, pledge, assign or otherwise dispose of, or enter into any contract, option, commitment or other arrangement or understanding with respect to the disposition of, any of the Owned Shares or any securities convertible into or exchangeable for Shares, or (b) take any action that would prohibit, prevent or preclude such Principal Stockholder from performing his or its obligations under the Voting Agreement, including, without limitation, granting a power of attorney with respect to the Owned Shares, depositing the Owned Shares in a voting trust or entering into any other stockholder voting agreements with respect to the Owned Shares. Each Principal Stockholder further agreed that the Voting Agreement and each Principal Stockholder's obligations thereunder attached to the Owned Shares and shall be binding upon any person or entity to which legal or beneficial ownership of such Owned Shares may pass.

The Voting Agreements terminate on the earlier of (i) the closing of the Merger and (ii) the termination of the Merger Agreement in accordance with its terms.

The foregoing summary of the Voting Agreement contained in this Item 4 is qualified in its entirety by reference to the Voting Agreement, attached as Exhibit 99.2 hereto and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

(a) Nokia, pursuant to the Voting Agreements, has acquired the right to vote in favor of the Merger (as described in Item 4) and, for the purposes of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended, Nokia, Nokia Holding Inc. and Nokia Corporation may be deemed to have shared beneficial ownership of 9,027,147 Shares, representing 12.29% of the outstanding Shares. Nokia, Nokia Holding Inc. and Nokia Corporation and the other persons named in Item 2 disclaim beneficial ownership of such Shares.

(b) For the purposes of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended, Nokia, Nokia Holding Inc. and Nokia Corporation may be deemed to have shared power to vote or to direct the voting of 9,026,547 Shares pursuant to the Voting Agreements as described in Item 4. Except as set forth in this Schedule 13D, to the knowledge of Nokia, Nokia

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Holding Inc. and Nokia Corporation, no person named in Item 2 beneficially owns any shares of Common Stock.

(c) Except as described in this Schedule 13D, during the past 60 days there have been no other transactions in the securities of the Issuer effected by Nokia, Nokia Holding Inc. or Nokia Corporation or, to the knowledge of Nokia, Nokia Holding Inc. and Nokia Corporation, the other persons named in Item 2.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Copies of the Merger Agreement and the Voting Agreement are filed as Exhibit 99.1 and Exhibit 99.2 to the Issuer's Form 8-K filed on November 17, 2005 and are incorporated herein by reference. The summaries of such agreements contained in this Schedule 13D are qualified in their entirety by reference to such agreements.

Except as described in this Schedule 13D or the Exhibits hereto, to the knowledge of Nokia, Nokia Holding Inc. and Nokia Corporation, there are no contracts, arrangements, understandings or relationships among the persons named in Item 2 and between such persons and any other person with respect to any securities of the Issuer, including but not limited to the transfer or voting of any shares of Common Stock, finder's fees, joint ventures, loans or option arrangements, puts or calls, guarantees or profits, division of profits or loss or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

- Exhibit 99.1 Agreement and Plan of Merger, dated November 15, 2005, by and among Nokia Inc., Jupiter Acquisition Corporation and Intellisync Corporation (incorporated herein by reference to Exhibit 2.01 to the Issuer's Current Report on Form 8-K, filed November 17, 2005 (Commission File No. 000-21709)).
- Exhibit 99.2 Voting Agreement, dated November 15, 2005, by and among Nokia Inc., Intellisync Corporation and certain stockholders of Intellisync Corporation. (incorporated herein by reference to Exhibit 10.42 to the Issuer's Current Report on Form 8-K, filed November 17, 2005 (Commission File No. 000-21709)).
- Exhibit 99.3 Joint Filing Agreement, dated November 28, 2005, by and between Nokia Corporation, Nokia Holding Inc. and Nokia Inc.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth herein is true, complete and correct.

NOKIA CORPORATION

By: /s/ Kaarina Stahlberg

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Name: Kaarina Stahlberg
Title: Vice President and Assistant General Counsel

By: /s/ Susanne Mattsson

Name: Susanne Mattsson
Title: Director, Legal

NOKIA HOLDING INC.

By: /s/ Eric Marmurek

Name: Eric Marmurek
Title: Assistant Secretary

NOKIA INC.

By: /s/ Eric Marmurek

Name: Eric Marmurek
Title: Director, Tax

Dated: November 28, 2005

SCHEDULE I

Directors and Executive Officers of Nokia Corporation

The following table sets forth the name and present principal occupation of each of the executive officers and directors of Nokia Corporation. Unless otherwise indicated, the current business address of each of these individuals at Nokia Corporation is Keilalahdentie 4, P.O. Box 226, FIN-00045, Nokia Group, and each of these individuals is a citizen of the Republic of Finland.

| Name and Business or Home Address and Citizenship | Position with Nokia Corporation and Present Principal Occupation or Employment |
|---|--|
| Jorma Ollila | Chairman of the Board of Nokia Corporation Chairman and Chief Executive Officer of Nokia Corporation Chairman of the Group Executive Board of Nokia Corporation Member of the Board of Ford Motor Company Vice Chairman of the Board of UPM-Kymmene Corporation Vice Chairman of the Board of Otava Books and Magazines Group Ltd. Chairman of the Board and the |

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| | Supervisory Board of Finnish Business and Policy Forum EVA Chairman of the Board and the Supervisory Board of The Research Institute of the Finnish Economy ETLA Member of The European Round Table of Industrialists |
| Paul J. Collins (United States) | Vice Chairman of the Board of Nokia Corporation Member of the Board of BG Group Member of the Board of The Enstar Group, Inc. Member of the Supervisory Board of Actis Capital LLP |
| Georg Ehrnrooth | Member of the Board of Nokia Corporation Chairman of the Board of Assa Abloy AB (publ) Vice Chairman of the Board of Rautaruukki Corporation Member of the Board of Oy Karl Fazer Ab, Member of the Board of Sandvik AB (publ) Member of the Board of Sampo plc Vice Chairman of the Board of The Research Institute of the Finnish Economy ETLA Vice Chairman of the Board of Finnish Business and Policy Forum EVA |
| Daniel R. Hesse (United States) | Member of the Board of Nokia Corporation CEO of Sprint Communication, Local Telecommunications Division Member of the Board of Terabeam Wireless Member of the Board of the VF Corporation Member of the National Board of Governors of the Boys & Girls Clubs of America |
| Dr. Bengt Holmstrom | Member of the Board of Nokia Corporation Paul A. Samuelson Professor of Economics at MIT, joint appointment at the MIT Sloan School of Management Member of the Board of Kuusakoski Oy Member of the American Academy of Arts and Sciences Foreign Member of The Royal Swedish Academy of Sciences |
| Per Karlsson (Sweden) | Member of the Board of Nokia Corporation Independent Corporate Advisor of Nokia Corporation Member of the Board of IKANO Holdings S.A. |
| Edouard Michelin (France) | Member of the Board of Nokia Corporation Managing Partner and Chief Executive Officer of Michelin Group Member of the World Business Council for Sustainable Development (WBCSD) |
| Dame Marjorie Scardino (United States) | Member of the Board of Nokia Corporation Chief Executive and member of the Board of Pearson plc |
| Vesa Vainio | Member of the Board of Nokia Corporation Chairman of the Board of UPM-Kymmene Corporation |

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|---|---|
| Arne Wessberg | Member of the Board of Nokia Corporation President of the European Broadcasting Union (EBU) Member of the Board of Arcada Polytechnic Member of the Board of the International Academy of Television Arts & Sciences Member of the Trilateral Commission (Europe) |
| Robert Andersson | Executive Vice President, Customer and Market Operations of Nokia Corporation |
| Simon Beresford-Wylie (United Kingdom and Australia) | Executive Vice President and General Manager, Networks of Nokia Corporation |
| Olli-Pekka Kallasvuo | President and Chief Executive Officer of Nokia Corporation Chairman of the Board of Sampo plc Member of the Board of EMC Corporation |
| Pertti Korhonen | Executive Vice President, Chief Technology Officer of Nokia Corporation |
| Mary T. McDowell (United States) | Executive Vice President and General Manager, Enterprise Solutions of Nokia Corporation Member of the Board of Visitors for the College of Engineering at the University of Illinois |
| Hallstein Moerk (Norway) | Executive Vice President, Human Resources of Nokia Corporation Member of the Board of Advisors for Center for HR Strategy, Rutgers University |
| Tero Ojanpera | Executive Vice President, Chief Strategy Officer of Nokia Corporation Chairman of Nokia Foundation Vice Chairman of the Center for Wireless Communications, Oulu University Member of the Board of Technomedicum Research Institute Member of IST Advisory Group (ISTAG) for the European Commission Member of the Board of the Foundation of Finnish Institute in Japan Member of the Industrial Advisory Council of Center for TelelnFrastruktur (CTIF), Aalborg University Member of the Institute of Electrical and Electronics Engineers, Inc. (IEEE) |
| Richard A. Simonson (United States) | Executive Vice President, Chief Financial Officer of Nokia Corporation |
| Veli Sundback | Executive Vice President, Corporate Relations and Responsibility of Nokia Corporation Member of the Board of Finnair Oyj Member of the Board and its executive committee of Confederation of Finnish Industries |

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Directors and Executive Officers of Nokia Inc.

The following table sets forth the name and present principal occupation of each of the executive officers and directors of Nokia Inc. Unless otherwise indicated, the current business address of each of these individuals at Nokia Inc. is 6000 Connection Drive, Irving, TX 75039, USA, and each of these individuals is a citizen of the United States of America.

| Name and Business or Home Address and Citizenship | Position with Nokia Inc. and Present Principal Occupation or Employment |
|---|---|
| Timothy P. Eckersley | Member of the Board of Nokia Inc. Senior Vice President, Customer and Market Operations (Americas) of Nokia Inc. Member of the Board of Nokia Holding Inc. Vice President and Secretary of Nokia Holding Inc. |
| Patricia McHugh | Member of the Board of Nokia Inc. Controller, Customer and Market Operations (North America) of Nokia Inc. Member of the Board of Nokia Holding Inc. Vice President, Treasurer and Chief Financial Officer of Nokia Holding Inc. |
| Richard W. Stimson | Member of the Board of Nokia Inc. President and Legal Counsel of Nokia Inc. Member of the Board of Nokia Holding Inc. President of Nokia Holding Inc. |
| Eliane Hall | Vice President, Human Relations of Nokia Inc. |
| Paul Chellgren | Vice President, Customer and Market Operations and Carrier Sales of Nokia Inc. |
| Timo Ihamuotila 12278 Scripps Summit Drive San Diego, CA 92131 (Republic of Finland) | Senior Vice President, Mobile Phones and CDMA of Nokia Inc. |
| Adele Louise Pentland (United Kingdom) | Vice President, Enterprise Solutions and Legal of Nokia Inc. |
| Mark Louison 1040 Crowne Pointe Pwy. Suite 900 Atlanta, CA 30338 | Senior Vice President, Networks and Customer and Market Operations (North America) of Nokia Inc. |
| William Plummer 1401 K St. NW, Ste 450 Washington, D.C. 20036 | Vice President, Communications (North America) of Nokia Inc. |

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|--|--|
| Jo Harlow | Vice President, Customer and Market Operations, Mobile Phones and Marketing of Nokia Inc. |
| Greg Shortell | Senior Vice President, Enterprise Solutions, Human Resources and Sales & Marketing of Nokia Inc. |
| Nigel Rundstrom | Vice President, Multimedia and Sales & Development Channel of Nokia Inc. |
| 709 Westchester Ave. White Plains, NY 10604 (United Kingdom) | |
| Eric Marmurek | Director, Tax (United States) of Nokia Inc. Assistant Secretary of Nokia Holding Inc. |
| Arto Sirvio (Republic of Finland) | Director, Treasury (United States) of Nokia Inc. Assistant Treasurer of Nokia Holding Inc. |
| Mia Veikkolainen (Republic of Finland) | Director, Finance & Control (United States) of Nokia Inc. |