

UNILEVER N V  
Form S-8  
August 01, 2003

As filed with the United States Securities and Exchange Commission on July 31, 2003

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**UNILEVER N.V.**

(Exact name of company as specified in its charter)

**The Netherlands**  
(State or other jurisdiction of  
incorporation or organization)

**Weena 455  
3000 AL, Rotterdam  
The Netherlands**  
(Address of principal executive offices)

**None**  
(I.R.S. Employer Identification No.)

**SAVINGS PLAN FOR UNION EMPLOYEES OF  
UNILEVER**  
(Full title of the plan)

**Ronald M. Soiefer, Esq.  
Senior Vice President and General Counsel  
Unilever United States, Inc.  
390 Park Avenue  
New York, New York 10022**  
(Name and address of agent for service)

**(212) 688-6000**  
(Telephone number, including area code, of agent for service)

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*Copy of all communications to:*

**Robert J. Lichtenstein, Esq.  
Morgan, Lewis & Bockius LLP  
1701 Market Street  
Philadelphia, Pennsylvania 19103-2921  
(215) 963-5000**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered (1)</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee (3)(4)(5)</b>
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<b>Unilever N.V. Ordinary Shares, par value Fl 1.12 per share</b>	<b>150,000</b>	<b>\$ 57.74</b>	<b>\$8,661,000</b>	<b>\$700.67</b>
<b>Less Fee Credits</b>				<b>&lt;\$700.67&gt;</b>
<b>Net Fee:</b>				<b>0</b>

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- (1) This Registration Statement on Form S-8 covers ordinary shares, par value Fl 1.12 per share ( NV Shares ), of Unilever N.V., a Netherlands corporation, which may be offered or sold pursuant to the Savings Plan for Union Employees of Unilever (the Plan ), and such additional shares as may be offered pursuant to Rule 416(c) promulgated under the Securities Act of 1933, as amended (the Securities Act ).
  - (2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the NV Shares on July 25, 2003 as reported on the New York Stock Exchange.
  - (3) Conopco, Inc. will merge the Bestfoods Savings Plan, Lipton Savings Plan for Union Employees, Thrift and Savings Plan for Certain Employees of Lever Brothers Company, and Savings Plan for Lever Brothers Employees Represented by the ICWUC (the Prior Plans ) into the Lipton
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Savings Plan for Hourly Employees of the Independence Plant, effective August 1, 2003, and rename it the Savings Plan for Union Employees of Unilever.

- (4) On December 31, 2001, Unilever N.V. filed a Registration Statement on Form S-8 covering 5,000 NV Shares under the Lipton Savings Plan for Union Employees. Of these shares, 4,883 remain unsold.

On December 31, 2001, Unilever N.V. filed a Registration Statement on Form S-8 covering 35,000 NV Shares under the Bestfoods Savings Plan. Of these shares, 34,892 remain unsold.

On December 31, 2001, Unilever N.V. filed a Registration Statement on Form S-8 covering 10,000 NV Shares under the Lipton Savings Plan for Hourly Employees of the Independence Plant. Of these shares, 9,735 remain unsold.

On September 30, 1999, Unilever N.V. filed a Registration Statement on Form S-8 covering 200,000 NV Shares under the Savings Plan for Lever Brothers Employees Represented by the ICWUC. Of these shares, 154,047 remain unsold.

On September 30, 1999, Unilever N.V. filed a Registration Statement on Form S-8 covering 150,000 NV Shares under the Thrift and Savings Plan for Certain Employees of Lever Brothers Company. Of these shares, 112,440 remain unsold.

- (5) All of the unsold securities registered in connection with the Plan and Prior Plans shall be deregistered on the date of filing of this Registration Statement. Registration fees associated with unsold securities under the Plan and Prior Plans in the amount of \$70.15 (relating to 4,883 NV Shares registered in connection with the Lipton Savings Plan for Union Employees), \$501.23 (relating to 34,892 Unilever N.V. Ordinary shares registered in connection with the Bestfoods Savings Plan), \$139.21 (relating to 9,735 NV Shares registered in connection with the Lipton Savings Plan for Hourly Employees of the Independence Plant), \$110.64 (relating to 154,047 NV Shares registered in connection with the Savings Plan for Lever Brothers Employees Represented by the ICWUC), and \$2,169.52 (relating to 112,440 NV Shares registered in connection with the Thrift and Savings Plan for Certain Employees of Lever Brothers Company) will be offset against the current registration fee in accordance with Rule 457 of the Securities Act and Release No. 33-7943.
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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENTS**

**Item 3. Incorporation of Documents by Reference.**

Pursuant to General Instruction E of Form S-8 the contents of the Registration Statement on Form S-8 filed by Unilever N.V. (the Company ) (File No. 1-4547) on December 31, 2001 (Reg. No. 333-14244) relating to the Lipton Savings Plan for Hourly Employees of the Independence Plant (now called the Savings Plan for Union Employees of Unilever) is hereby incorporated by reference in this Form S-8 Registration Statement (the Registration Statement ) and made a part hereof.

Accordingly, the Company s Annual Report on Form 20-F for the year ended December 31, 2002 filed with the United States Securities and Exchange Commission (the SEC ) by the Company pursuant to the Securities Exchange Act of 1934, as amended, is incorporated by reference in the Registration Statement and made a part hereof.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified shall not be deemed to constitute a part of this Registration Statement except as so modified and any statement so superseded shall not be deemed to constitute a part of this Registration Statement.

**Item 8. Exhibits.<sup>1</sup>**

<u>Exhibit Numbers</u>	<u>Exhibit</u>
23.1	Consent of PricewaterhouseCoopers Accountants N.V.
23.2	Consent of PricewaterhouseCoopers LLP
99.1	Savings Plan for Union Employees of Unilever

<sup>1</sup> No original issue shares shall be issued under the Plan, therefore, in accordance with the instruction to Item 8 of Form S-8 no legality opinion is required.

The registrant will submit the Plan to the Internal Revenue Service in a timely manner for a determination letter that the Plan complies with the requirements of the Internal Revenue Code and will make all changes required by the Internal Revenue Service to qualify the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York on this 30th day of July 2003.

UNILEVER N.V.

By: /s/ Antony Burgmans

Name: Antony Burgmans  
 Title: Chairman

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by or on behalf of the following persons in the capacities and on the dates indicated.

Each person, in so signing, also makes, constitutes and appoints Ronald M. Soiefer, his true and lawful attorney-in-fact, in his name, place and stead to execute and cause to be filed with the Securities and Exchange Commission any or all amendments to this Registration Statement, with all exhibits and any and all documents required to be filed with respect thereto, and to do and perform each and every act and thing necessary to effectuate the same.

<u>Name</u>	<u>Title</u>
<u>/s/ Antony Burgmans</u> Antony Burgmans	Chairman, Unilever N.V. (Principal Executive Officer)
<u>/s/ Niall Fitzgerald KBE</u> Niall Fitzgerald KBE	Vice Chairman, Unilever N.V.
<u>/s/ Rudy Markham</u> Rudy Markham	Director, Unilever N.V. (Principal Financial Officer)
<u>/s/ Clive Butler</u> Clive Butler	Director, Unilever N.V.
<u>/s/ Patrick Cescau</u> Patrick Cescau	Director, Unilever N.V.
<u>/s/ Andre baron van Heemstra</u> Andre baron van Heemstra	Director, Unilever N.V.
<u>/s/ Charles Strauss</u> Charles Strauss	Director, Unilever N.V.
<u>/s/ Keki Dadiseth</u>	Director, Unilever N.V.

Keki Dadiseth

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Name	Title
/s/ Ronald M. Soiefer	Attorney-in-Fact for the Officers and Directors and Agent of Unilever N.V. for Service of Process
Ronald M. Soiefer	

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Pursuant to the requirements of Securities Act of 1933, the trustees (or administrators) of the Savings Plan for Union Employees of Unilever have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on this 30th day of July 2003.

Savings Plan for Union Employees of Unilever

By: /s/ Stephen A. Pass

Name: Stephen A. Pass

Title: Director of Benefits

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**INDEX TO EXHIBITS**

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