

SODEXHO ALLIANCE SA
Form S-8 POS
July 16, 2007

Registration No. 333-120842

**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**

Sodexo Alliance, SA
(Exact Name of issuer as specified in its charter)

Republic of France
(State or other jurisdiction
of
incorporation or
organization)

Not applicable
(I.R.S. Employer
Identification No.)

**3, avenue Newton
78180 Montigny – le – Bretonneux
France
011-33-1-30-85-75-00**
(Address of principal executive
offices)

**Sodexo Marriott Services, Inc. 1993 Comprehensive Stock Incentive Plan
Sodexo Marriott Services, Inc. 1998 Comprehensive Stock Incentive Plan
Sodexo Marriott Services, Inc. 401(k) Employees' Retirement Savings Plan and Trust
Sodexo Savings Plus Plan
Sodexo Marriott Services Employee Stock Purchase Plan
Sodexo Alliance December 1997 Stock Option Plan
Sodexo Alliance December 1998 Stock Option Plan
Sodexo Alliance January 2000 Stock Option Plan
Sodexo Alliance April 2000 Stock Option Plan
Sodexo Alliance January 2001 Stock Option Plan
Sodexo Alliance January 2002 Stock Option Plan A
Sodexo Alliance January 2002 Stock Option Plan B
Sodexo, Inc. 1998 Comprehensive Stock Incentive Plan
Sodexo Alliance September 17, 2002 Stock Option Plan**

Sodexo Alliance October 2002 Stock Option Plan B
Sodexo Alliance January 2003 Stock Option Plan A
Sodexo Alliance January 27, 2003 Stock Option Plan B
Sodexo Alliance January 27, 2003 Stock Option Plan C
Sodexo Alliance June 12, 2003 Stock Option Plan B
Sodexo Alliance January 2004 Stock Option Plan A
Sodexo Alliance January 20, 2004 Stock Option Plan B
Sodexo Alliance January 20, 2004 Stock Option Plan C
Sodexo Alliance January 2005 Stock Option Plan A
Sodexo Alliance January 18, 2005 Stock Option Plan B
Sodexo Alliance January 18, 2005 Stock Option Plan C
Sodexo Alliance January 2006 Stock Option Plan A 1
Sodexo Alliance January 2006 Stock Option Plan A 2
Sodexo Alliance June 16, 2005 Stock Option Plan B
Sodexo Alliance September 13, 2005 Stock Option Plan B
Sodexo Alliance January 10, 2006 Stock Option Plan B
Sodexo Alliance January 10, 2006 Stock Option Plan C
Sodexo, Inc. Employee Stock Purchase Plan
(Full title of the Plans)

Robert A. Stern, Esq.
Senior Vice President and
General Counsel
Sodexo, Inc.
9801 Washingtonian Boulevard
Gaithersburg, Maryland 20878
301-987-4000
Telephone number, including area
code, of agent for service:

Copy to:

Margaret E. Tahyar, Esq.
Davis Polk & Wardwell
1121, avenue des
Champs-Elysées
75008 Paris
France

Tel. No.:
011-33-1-56-59-36-70

Siân Herbert-Jones
Chief Financial Officer
Sodexo Alliance, SA
3, avenue Newton
78180
Montigny-le-Bretonneux
France
Tel. No.:
011-33-1-30-85-75-00

DEREGISTRATION OF UNSOLD SECURITIES

Pursuant to the Form S-8 registration statements set out in the table below, filed with the Securities and Exchange Commission on the dates indicated, Sodexho Alliance, SA (the “Company” or the “Registrant”) registered ordinary shares, and American Depositary Shares evidenced by American Depositary Receipts (the “Securities”) to be offered pursuant to the Plans.

| <u>Form</u> | <u>File Number</u> | <u>Date</u> | <u>Plan(s)</u> |
|--------------------|---------------------------|--------------------|--|
| S-8 POS | 033-66624 | April 15, 1998 | Sodexho Marriott Services, Inc. 1993 Comprehensive Stock Incentive Plan Sodexho Marriott Services, Inc. 1998 Comprehensive Stock Incentive Plan |
| S-8 | 333-63863 | September 21, 1998 | Sodexho Marriott Services, Inc. 401(k) Employees' Retirement Savings Plan and Trust |
| S-8 | 333-63861 | September 21, 1998 | Sodexho Savings Plus Plan |
| S-8 | 333-38300 | June 1, 2000 | Sodexho Marriott Services Employee Stock Purchase Plan |
| S-8 POS | 033-66624 | June 12, 2000 | Sodexho Marriott Services, Inc. 1993 Comprehensive Stock Incentive Plan Sodexho Marriott Services, Inc. 1998 Comprehensive Stock Incentive Plan |
| S-8 | 333-85176 | March 28, 2002 | Sodexho Alliance December 1997 Stock Option Plan Sodexho Alliance December 1998 Stock Option Plan Sodexho Alliance January 2000 Stock Option Plan Sodexho Alliance April 2000 Stock Option Plan Sodexho Alliance January 2001 Stock Option Plan Sodexho Alliance January 2002 Stock Option Plan A Sodexho Alliance January 2002 Stock Option Plan B Sodexho, Inc. 1998 Comprehensive Stock Incentive Plan |
| S-8 | 333-107459 | July 30, 2003 | Sodexho Alliance September 17, 2002 Stock Option Plan Sodexho Alliance October 2002 Stock Option Plan B Sodexho Alliance January 2003 Stock Option Plan A Sodexho Alliance January 27, 2003 Stock Option Plan B Sodexho Alliance January 27, 2003 Stock Option Plan C |

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| S-8 | 333-120842 | November 30, 2004 | Sodexho Alliance June 12, 2003 Stock Option Plan B Sodexho Alliance January 2004 Stock Option Plan A Sodexho Alliance January 20, 2004 Stock Option Plan B Sodexho Alliance January 20, 2004 Stock Option Plan C |
| S-8 | 333-124982 | May 17, 2005 | Sodexho Alliance January 2005 Stock Option Plan A Sodexho Alliance January 18, 2005 Stock Option Plan B Sodexho Alliance January 18, 2005 Stock Option Plan C |
| S-8 | 333-132062 | February 27, 2006 | Sodexho Alliance January 2006 Stock Option Plan A 1 Sodexho Alliance January 2006 Stock Option Plan A 2 Sodexho Alliance June 16, 2005 Stock Option Plan B Sodexho Alliance September 13, 2005 Stock Option Plan B Sodexho Alliance January 10, 2006 Stock Option Plan B Sodexho Alliance January 10, 2006 Stock Option Plan C Sodexho, Inc. Employee Stock Purchase Plan |

The purpose of this Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statements is to terminate the Registration Statements and to deregister all of the Securities originally registered thereby which remain unsold as of the date this Amendment is filed. Hereinafter Sodexho intends to rely upon the Rule 701 exemption from registration.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Sodexo Alliance, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paris, France, on this 16th day of July, 2007.

Sodexo Alliance, SA

By: /s/ Siân Herbert-Jones
 Name: Siân Herbert-Jones
 Title: Chief Financial Officer

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---------------------|--------------------|
| /s/ Pierre Bellon Pierre Bellon | Chairman | July 16, 2007 |
| /s/ Rémi Baudin Rémi Baudin | Vice Chairman | July 16, 2007 |
| /s/ Astrid Bellon Astrid Bellon | Member of the Board | July 16, 2006 |
| /s/ Bernard Bellon Bernard Bellon | Member of the Board | July 16, 2007 |
| /s/ François-Xavier Bellon François-Xavier Bellon | Member of the Board | July 16, 2007 |
| /s/ Sophie Clamens Sophie Clamens | Member of the Board | July 16, 2007 |
| /s/ Paul Jeanbart Paul Jeanbart | Member of the Board | July 16, 2007 |
| /s/ Charles Milhaud Charles Milhaud | Member of the Board | July 16, 2007 |
| /s/ François Périgot François Périgot | Member of the Board | July 16, 2007 |

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| | | |
|--|-------------------------|---------------|
| /s/ Nathalie Szabo Nathalie Szabo | Member of the Board | July 16, 2007 |
| Patricia Bellinger | Member of the Board | |
| /s/ Robert Baconnier Robert Baconnier | Member of the Board | July 16, 2007 |
| /s/ Peter Thompson Peter Thompson | Member of the Board | July 16, 2007 |
| /s/ H.J. Mark Tompkins H.J. Mark Tompkins | Member of the Board | July 16, 2007 |
| /s/ Siân Herbert-Jones Siân Herbert-Jones | Chief Financial Officer | July 16, 2007 |
| /s/ Michel Landel Michel Landel | Chief Executive Officer | July 16, 2007 |

AUTHORIZED
REPRESENTATIVE

/s/ Robert A. Stern
Robert A. Stern, as
the duly authorized
representative of
Sodexo Alliance in
the
United States

Date: July 16, 2007