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VIVENDI UNIVERSAL
Form S-8 POS
June 06, 2002

As Filed with the Securities and Exchange Commission on
June 6, 2002, 2002 Registration No. 333-72270

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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

VIVENDI UNIVERSAL
(Exact name of registrant as specified in its charter)

France
(State or other jurisdiction of incorporation or organization)

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

42, avenue de Friedland
75380 Paris Cedex 08, France
33 (1) 71 71 10 00
(Address of Principal Executive Offices)

Vivendi Universal U.S. Employee Stock Purchase Plan
(Full Title of Plans)

Vivendi Universal U.S. Holding Co.
800 Third Avenue
7th Floor
New York, New York 10022
(212) 572-7000
Attention: President
(Name, address and telephone number, including area code, of agent for service)

Copies To:

Faiza J. Saeed
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7472
(212) 474-1000

Elena Baxter
Bredin Prat
130, rue du Faubourg
Saint-Honore
Paris, 75008 France
33 (1) 44 35 35 35

EXPLANATORY NOTE

As a result of the acquisition of control of the entertainment assets of USA Interactive, (formerly known as USA Networks, Inc.) by the Registrant and its affiliates, as disclosed in the Registrant's report on Form 6-K (File No. 001-16301) dated as of May 8, 2002, certain participants, who participated in the Vivendi Universal U.S. Employee Stock Purchase Plan, with respect to which the Registrant previously filed a registration statement on Form S-8 (No. 333-72270) dated as of October 26, 2001 (the "Prior S-8"), no longer participate in such plan and instead may participate in the Vivendi Universal U.S. Nonqualified Employee Stock Purchase Plan with respect to which the Registrant has filed a separate registration statement on Form S-8 (No. 333-89754) dated as of June 4, 2002 (the "New S-8"). Accordingly, under Instruction E to the General Instructions to Form S-8 and Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997), the Registrant hereby reallocates 1,250,000 ordinary shares registered under the Prior S-8 to the New S-8 and carries forward to the New S-8 \$14,278.25 of the filing fee paid in connection with the Prior S-8 with respect to such shares.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"), in accordance with the rules and regulations of the United States Securities and Exchange Commission (the "Commission"). Such documents are not being filed with the Commission either as part of this Post-Effective Amendment No. 1 or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference into this Post-Effective Amendment No. 1 pursuant to Item 3 of Part II of this Post-Effective Amendment No. 1, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission by the Registrant are hereby incorporated by reference and shall be deemed a part hereof:

(a) Vivendi Universal's Form 20-F (File No. 001-16301) filed on May 28, 2002.

(b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the Registrant's fiscal year ended

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December 31, 2001.

(c) The description of Vivendi Universal ordinary shares, nominal value (Euro) 5.50 per share, contained in the Registrant's Form 8-A filed December 29, 2000.

All documents filed by the Registrant or the Vivendi Universal U.S. Employee Stock Purchase Plan (the "Plan") pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, subsequent to the effective date of this Post-Effective Amendment No. 1, prior to the filing of a post-effective amendment to this Post-Effective Amendment No. 1 which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be

deemed to be incorporated by reference in this Post-Effective Amendment No. 1 and to be part hereof from the date of filing of such documents.

Any statement contained herein or in any document to be incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Post-Effective Amendment No. 1 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 or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Post-Effective Amendment No. 1.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

The French commercial code provides that any clause of a corporation's statutes that conditions legal proceedings against the members of its board of directors or the chief executive officer on the prior approval or on the authorization of the general shareholders' meeting or which provides in advance for the waiver of such proceedings is void. The French commercial code also provides that a resolution adopted at a general shareholders' meeting cannot cause the extinction of an action brought against the members of the board of directors for damages due to breach of duty in their official capacity.

The Registrant has Directors and Officers liability insurance that provides \$200 million of protection for its officers and directors.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number

Description

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- 4.1 Vivendi Universal Restated Corporate statuts (unofficial English translation) (previously filed as an Exhibit to Vivendi Universal's Form 20-F filed on May 28, 2002 (and incorporated herein by reference)).
- 4.2 Deposit Agreement dated as of April 19, 1995, as amended and restated as of September 11, 2000, as further amended and restated as of December 8, 2000 among Vivendi Universal, S.A. The Bank of New York, as depositary, and all the Owners and Beneficial Owners from time to time of American Depositary Shares issued hereunder (previously filed as an Exhibit to Vivendi Universal's Registration Statement on Form 8-A dated December 29, 2000 (and incorporated herein by reference)).
- 23.1 Consent of RSM Salustro Reydel and Barbier Frinault & Cie.
- 24.1 Power of Attorney (filed as Exhibit 24.1 to the Registration Statement on Form S-8 (File No. 333-72270) filed by the Registrant on October 26, 2001, and incorporated herein by reference.

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 be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 5th day of June, 2002.

VIVENDI UNIVERSAL

By /s/ George E. Bushnell III

Name: George E. Bushnell III
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 5th day of June, 2002.

VIVENDI UNIVERSAL U.S. EMPLOYEE
STOCK PURCHASE PLAN

By /s/ Daniel J. Losito

Name: Daniel J. Losito

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Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|--|--------------|
| * | | |
| ----- Jean-Marie Messier | Chairman and Chief Executive Officer (Principal Executive Officer) | June 5, 2002 |
| * | | |
| ----- Edgar Bronfman, Jr. | Vice Chairman | June 5, 2002 |
| * | | |
| ----- Guillaume Hannezo | Chief Financial Officer (Principal Financial and Principal Accounting Officer) | June 5, 2002 |
| * | | |
| ----- Dominique Gibert | Senior Vice President, Finance (Deputy Chief Financial Officer) | June 5, 2002 |
| * | | |
| ----- Pierre Lescure | Director and Co-Chief Operating Officer | June 5, 2002 |
| * | | |
| ----- Eric Licoys | Director and Co-Chief Operating Officer | June 5, 2002 |
| * | | |
| ----- Bernard Arnault | Director | June 5, 2002 |
| * | | |
| ----- Jean-Louis Beffa | Director | June 5, 2002 |
| * | | |
| ----- Jean-Marc Espalioux | Director | June 5, 2002 |

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| | | |
|-----------------------------------|----------|--------------|
| ----- Philippe Foriel-Destezet | Director | |
| * ----- Jacques Friedmann | Director | June 5, 2002 |
| * ----- Marie-Josée Kravis | Director | June 5, 2002 |
| * ----- Henri Lachmann | Director | June 5, 2002 |
| * ----- Samuel Minzberg | Director | June 5, 2002 |
| ----- Simon Murray | Director | |
| * ----- Serge Tchuruk | Director | June 5, 2002 |
| ----- Rene Thomas | Director | |
| * ----- Marc Vienot | Director | June 5, 2002 |
| ----- Esther Koplowitz | Director | |
| ----- Edgar M. Bronfman | Director | |
| ----- Richard H. Brown | Director | |

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/s/ George E. Bushnell III Authorized Representative in the June 5, 2002

George E. Bushnell III United States

*By: /s/ George E. Bushnell III

Name: George E. Bushnell III
Attorney-in-fact

EXHIBIT INDEX

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