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CNH GLOBAL N V
Form SC 13D/A
September 10, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5)*

CNH Global N.V.
(formerly New Holland N.V.)

(Name of Issuer)

Common Shares, par value Euro 2.25 per share

(Title of Class of Securities)

N20935 20 6

(CUSIP Number)

Craig B. Brod, Esq.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, NY 10006

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

September 5, 2003

(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 that 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 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 purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. .N20935 20 6

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
.....Fiat Netherlands Holding N.V. (formerly Iveco N.V.)

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

3. SEC Use Only

4. Source of Funds (See Instructions)
.....

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

6. Citizenship or Place of Organization ...
Fiat Netherlands Holding N.V. is organized under the laws of the Kingdom of The Netherlands

| | |
|--------------|---------------------------------|
| | 7. Sole Voting Power |
| Number of | ----- |
| Shares | |
| Beneficially | 8. Shared Voting Power |
| Owned by | |
| Each | 211,866,037* |
| Reporting | ----- |
| Person With | |
| | 9. Sole Dispositive Power |
| | ----- |

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10. Shared Dispositive Power
211,866,037*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

211,866,037*

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

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

91.1%*

14. Type of Reporting Person (See Instructions)
.....
.....CO.....
.....

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* The number of shares reflected in rows 8, 10 and 11 and the percentage reflected in row 13 assume the full conversion of Series A Preference Shares of the issuer as described in Item 5 below.

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CUSIP No. .N20935 20 6

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

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

3. SEC Use Only

4. Source of Funds (See Instructions)
.....

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

6. Citizenship or Place of Organization ...
Fiat S.p.A. is organized under the laws of the Republic of Italy

| | |
|--------------|------------------------------|
| | 7. Sole Voting Power |
| Number of | ----- |
| Shares | |
| Beneficially | 8. Shared Voting Power |
| Owned by | |
| Each | 211,866,037* |
| Reporting | ----- |
| Person With | |

9. Sole Dispositive Power

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10. Shared Dispositive Power
211,866,037*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

211,866,037*

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

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13. Percent of Class Represented by Amount in Row (11)
91.1%*

14. Type of Reporting Person (See Instructions)
.....
.....HC, CO.....
.....

* The number of shares reflected in rows 8, 10 and 11 and the percentage reflected in row 13 assume the full conversion of Series A Preference Shares of the issuer as described in Item 5 below.

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This Amendment No. 5 (this "Amendment") amends the Statement on Schedule 13D/A filed with the Securities and Exchange Commission by Fiat Netherlands Holding N.V. ("Holdings") and Fiat S.p.A. ("Fiat") on April 9, 2003, that amended the amended and restated Statement on Schedule 13D filed by Holdings and Fiat, as previously amended (the "Schedule 13D"). Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D. Except as expressly indicated herein, all references to "Holdings" in the Schedule 13D are hereby deemed to be references to New Holding, as the corporate successor to Holdings.

ITEM 2. Identity and Background

Item 2 is hereby amended and restated in full as follows:

(a)-(c) This statement is being filed by Fiat, a corporation organized under the laws of Italy and Fiat Netherlands Holding N.V. ("New Holding"), a corporation organized under the laws of the Kingdom of The Netherlands. The principal business address of Fiat is Via Nizza 250, Turin, 10126, Italy. Fiat and its consolidated subsidiaries (the "Group") are engaged principally in the manufacture and sale of automobiles, agricultural and construction equipment and commercial vehicles. The Group also manufactures other products and systems, principally components, metallurgical products and production systems. In addition, the Group is involved in other sectors, including publishing and communications and service operations. The principal business address of New Holding is Prof. Bavincklaan, 5 Amstelveen, Amsterdam, The Netherlands.

New Holding was created on September 5, 2003, through the merger (the "Merger") of Holdings and another subsidiary of Fiat into Iveco N.V., a company wholly owned (directly and indirectly) by Fiat. In connection with the Merger, Iveco N.V. effected a capital increase, issuing to Fiat and another wholly owned Fiat subsidiary a total of 61,389,795 new shares (par value Euro 46 per share), and changed its corporate name to Fiat Netherlands Holding N.V., which is referred to herein as New Holding. New Holding is the direct beneficial owner of 211,866,037 Shares. Fiat may be deemed to indirectly beneficially own the Shares held by New Holding. New Holding is principally engaged in the holding of shares of the Issuer and of other Group companies.

The name, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship of each executive officer and director of each of Fiat and New Holding, each person controlling each of Fiat and New Holding and each executive officer and director of any corporation or other person in control of each of Fiat and New Holding is set forth in Schedule A and incorporated herein by reference.

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(d) Not applicable.

(e) Not applicable.

(f) Not applicable.

ITEM 7. Material to Be Filed as Exhibits

1.1 Joint Filing Agreement between Fiat and New Holding pursuant to Rule 13d-1(k) (1)

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SIGNATURE

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

Date: September 10, 2003

FIAT NETHERLANDS HOLDING N.V.

By: /s/ Ferruccio Luppi

Name: Ferruccio Luppi

Title: Chairman of the Board

FIAT S.p.A.

By: /s/ Bruno Cova

Name: Bruno Cova

Title: Senior Vice President and General
Counsel

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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SCHEDULE A

Fiat Netherlands Holding N.V.

Set forth below are the names, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each executive officer and director of New Holding. Unless otherwise indicated, the citizenship of each person listed below is Italian, and the business address of each person

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listed below is Fiat S.p.A., Via Nizza 250, Turin, 10126, Italy.

| Name, Position with New Holding and ----- Citizenship ----- | Principal Employment, Employer and ----- Business Address ----- |
|----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| Ferruccio Luppi Chairman of the Board | Chief Financial Officer of Fiat |
| Mauro Busi Director | Chief Accounting Officer of Fiat |
| Bart. Th. Derogee Director Citizen of The Netherlands | Attorney Nauta Dutilh Weena 750 3014 DA Rotterdam The Netherlands |
| Giulio Merlani Director Citizen of Switzerland | Chairman and Managing Director of IHF-Internazionale Holding Fiat S. Riva Paradiso, 14 CH-6902 Paradiso Switzerland |
| Ernesto Rodoni Director Citizen of Switzerland | Manager of IHF-Internazionale Hold Riva Paradiso, 14 CH-6902 Paradiso Switzerland |

Fiat S.p.A.

Set forth below are the names, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each executive officer and director of Fiat. Unless otherwise indicated, the citizenship of each person listed below is Italian, and the business address of each person listed below is Fiat S.p.A., Via Nizza 250, Turin, 10126, Italy.

| Name, Position with Fiat and ----- Citizenship ----- | Principal Employment, Employer and ----- Business Address ----- |
|---------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Umberto Agnelli Chairman of the Board | Chairman of Fiat |
| Giuseppe Morchio Director | Chief Executive Officer of Fiat |
| Angelo Benessia Director | Attorney Studio Benessia, Maccagno Corso G. Ferraris, 71 10128 Turin Italy |
| Luca Cordero di Montezemolo | Chairman and Chief Executive Officer |

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| | |
|----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Director | Ferrari S.p.A. Ferrari S.p.A. Via Abetone Inf. 4 41053 Maranello (MO) Italy |
| Flavio Cotti Director Citizen of Switzerland | Consultant Via alla Selva, 21 6645 Brione sopra Minusio Ticino (CH) |
| John Philip Elkann Director | Industrialist |
| Luca Garavoglia Director | Chairman of Davide Campari-Milano Davide Campari-Milano S.p.A. Corso Turati, 27 20121 Milan Italy |
| Franzo Grande Stevens Secretary of the Board | Attorney Via del Carmine, 2 10122 Turin Italy |
| Herman-Joseph Lamberti Director Citizen of Germany | Chief Operating Officer for Deutsche Group's operations and information technology worldwide Deutsche Bank AG Taunusanlage 12 D-60325 Frankfurt am Main Germany |
| Sergio Marchionne Director | Managing Director and Chief Executive of SGS Group Management Ltd SGS Group Management Ltd PO Box 2152 1, Place des Alpes 1211 Geneva Switzerland |
| Daniel J. Winteler | Chief Operating Officer of IFIL S.p.A. IFIL S.p.A. Corso Matteotti, 26 10121 Turin |
| Ferruccio Luppi | Chief Financial Officer of Fiat |
| Bruno Cova | Senior Vice President and General of Fiat |
| Maurizio Beretta | Senior Vice President External Relations and Communications of Fiat |
| Pier Luigi Fattori | Senior Vice President Human Resources |
| Roberto Pisa | Senior Vice President Corporate |

Initiatives of Fiat

Eugenio Razelli

Senior Vice President Business
Development and Strategies of Fi