

ARCADIS N V  
Form S-8 POS  
June 09, 2008

As filed with the Securities and Exchange Commission on June 9, 2008.

File No. 333-104780

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**Arcadis N.V.**

(Exact name of registrant as specified in its charter)

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

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

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**Nieuwe Stationsstraat 10**

**6811 KS Arnhem**

**The Netherlands**

**Tel +31 26 3778 911**

(Address of Principal Executive Offices) (Zip Code)

**Arcadis N.V. 2005 Long-Term Incentive Plan**

**Arcadis G&M, Inc. 2002 Officer Stock Purchase Plan**

**Arcadis N. V. 2001 Long-Term Incentive Share Option Plan**

**Arcadis N.V. 2002 Employee Stock Purchase Plan**

**Heidemij N.V. 1996 Incentive Plan**

**Heidemij N.V. 1994 Incentive Plan**

(Full title of the plans)

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**Anja M. Van Bergen-Van Kruijsbergen**

**Arcadis N.V.**

**Nieuwe Stationsstraat 10**

**6811 KS Arnhem**

**The Netherlands**

(Name and Address of Agent For Service)

**Tel +31 26 3778 245**

(Telephone number, including area code, of agent for service)

**Copies to:**

**Ashley E. Hufft, Esq.  
Alston & Bird LLP**

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New York, NY 10016-1387  
(212) 210-9444

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**EXPLANATORY STATEMENT**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the registration statements on Form S-8 (File Nos. 333-136561, 333-104780, 333-99489, 333-91646, 333-6280 and 33-76328) (the Registration Statements ) of Arcadis N.V. (the Company ) filed with the Securities and Exchange Commission on August 11, 2006, April 22, 2003, September 6, 2002, June 28, 2002, January 10, 1997, and March 11, 1994, respectively, which registered shares of the Company s common stock to be issued to participants under the following Company plans:

Arcadis N.V. 2005 Long-Term Incentive Plan

Arcadis G&M, Inc. 2002 Officer Stock Purchase Plan

Arcadis N. V. 2001 Long-Term Incentive Share Option Plan

Arcadis N.V. 2002 Employee Stock Purchase Plan

Heidemij N.V. 1996 Incentive Plan

Heidemij N.V. 1994 Incentive Plan

(collectively, the Plans ).

On June 9, 2008, the Company will terminate the registration of its common stock under Section 12(g) of the Exchange Act, and its corresponding reporting obligations under the Exchange Act, by filing a Form 15-F with the Securities and Exchange Commission. In accordance with an undertaking contained in the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, the Company hereby removes from registration all securities of the Company registered but unissued under the Registration Statements.

(Signatures on the following page)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 the city of Arnhem, The Netherlands, on this 9<sup>th</sup> day of June, 2008.

**ARCADIS N.V.**

By */s/ Harrie L.J. Noy*  
 Harrie L.J. Noy  
 Chief Executive Officer

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Harrie L.J. Noy</i> Harrie L.J. Noy	Chairman of the Executive Board and Chief Executive Officer (Principal Executive Officer)	June 9, 2008
<i>/s/ Ben A. van der Klift</i> Ben A. van der Klift, MSc RC	Chief Financial Officer (Principal Financial and Accounting Officer)	June 9, 2008
<i>/s/ Rijnhard W.F. van Tets</i> Rijnhard W.F. van Tets	Chairman, Supervisory Board	June 9, 2008
<i>/s/ J.C.M Schönfeld</i> J.C.M Schönfeld	Member, Supervisory Board	June 9, 2008
<i>/s/ Carlos Espinosa de Los Monteros</i> Carlos Espinosa de Los Monteros	Member, Supervisory Board	June 9, 2008
<i>/s/ George R. Nethercutt</i> George R. Nethercutt	Member, Supervisory Board	June 9, 2008
<i>/s/ Jan Peelen</i> Jan Peelen	Member, Supervisory Board	June 9, 2008
<i>/s/ Gerrit Ybema</i>	Member, Supervisory Board	June 9, 2008

Gerrit Ybema