

AKZO NOBEL NV  
Form S-8 POS  
October 02, 2007

As filed with the Securities and Exchange Commission on September 27, 2007

Registration Nos. 333-124655, 333-124656, 333-13280, 333-6194, 33-36808

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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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**AKZO NOBEL N.V.**

(Exact Name of Registrant as Specified in Its Charter)

**The Netherlands**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**None**  
(IRS Employer  
Identification Number)

**Strawinskylaan 2555, 1077 ZZ Amsterdam, The Netherlands**  
(Address, including zip code, of registrant's principal executive offices)

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**Akzo Nobel Performance Shares Plan  
Akzo Nobel Performance Stock Option Plan  
Akzo Nobel Inc. 2001 Stock Option Plan  
Akzo Nobel Hourly Savings Plan  
Akzo America Incentive Savings Plan**  
(Full Title of the Plans)

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**Steven J. Miller**  
**Akzo Nobel Inc.**  
**120 White Plains Road, Suite 300**  
**Tarrytown, New York 10591-10522**  
**(914) 333-7459**  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copy of Communications to:

**Richard C. Morrissey**  
**Sullivan & Cromwell LLP**  
**1 New Fetter Lane**  
**London EC4A 1AN**  
**United Kingdom**  
**(011) (44) 20 7959 8900**

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**EXPLANATORY NOTE/DEREGISTRATION OF UNSOLD SECURITIES**

This post-effective amendment relates to the following Registration Statements filed on Form S-8 (collectively, the Registration Statements ):

1. Registration Statement No. 333-124655, filed May 5, 2005, registering 600,000 ordinary shares of EUR 2 each of Akzo Nobel N.V. for the Akzo Nobel Performance Shares Plan.
2. Registration Statement No. 333-124656, filed May 5, 2005, registering 260,000 ordinary shares of EUR 2 each of Akzo Nobel N.V. for the Akzo Nobel Performance Stock Option Plan.
3. Registration Statement No. 333-13280, filed March 16, 2001, registering 500,000 ordinary shares, par value NLG 5 each, each share to be represented by one American Depositary Share evidenced by American Depositary Receipts of Akzo Nobel N.V., for the Akzo Nobel Inc. 2001 Stock Option Plan.
4. Registration Statement No. 333-6194, filed December 20, 1996, registering 50,000 ordinary shares, par value NLG 20 each, each share to be represented by two American Depositary Share evidenced by American Depositary Receipts of Akzo Nobel N.V., for the Akzo Nobel Hourly Savings Plan.
5. Registration Statement No. 33-36808, filed September 13, 1990, registering 58,700 ordinary shares, par value Hfl 20 each, and 117,400 ordinary shares, par value Hfl 20 each, each share to be represented by one American Depositary Share evidenced by American Depositary Receipts of Akzo Nobel N.V., for the Akzo America Incentive Savings Plan.

Akzo Nobel N.V. (the Company ) intends to file a Form 15F on the date hereof to terminate the registration of its ordinary shares of EUR 2 each (the Ordinary Shares ), including the American Depositary Shares that represent them, under the Securities Exchange Act of 1934, as amended. In accordance with an undertaking made by the Company in each of the Registration Statements to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, the Company hereby amends the Registration Statements to withdraw from registration the securities registered but unsold under the Registration Statements.

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**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 the Registration Statements to be signed on its behalf by the undersigned, thereunder duly authorized, in the city of Amsterdam, The Netherlands on September 27, 2007.

Akzo Nobel N.V.

By:

/s/ Rob Frohn  
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Name: Rob Frohn

Title: Member of the Board of Management/CFO

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by or on behalf of the following persons in the capacities indicated as of September 27, 2007:

### **Supervisory Board**

| <u>Signature</u>  | <u>Title</u> |
|---|--------------|
| <u>/s/ Maarten van den Bergh</u><br>Maarten van den Bergh | Chairman     |
| <u>/s/Karel Vuursteen</u><br>Karel Vuursteen              | Member       |
| <u>/s/Virginia Bottomley</u><br>Virginia Bottomley        | Member       |
| <u>/s/Dolf van den Brink</u><br>Dolf van den Brink        | Member       |
| <u>/s/Uwe-Ernst Bufe</u><br>Uwe-Ernst Bufe                | Member       |
| <u>/s/Louis Hughes</u><br>Louis Hughes                    | Member       |
| <u>/s/Antony Burgman</u><br>Antony Burgmans               | Member       |
| <u>/s/Peggy Bruzelius</u><br>Peggy Bruzelius              | Member       |

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**Board of Management**

**Signature**

/s/ Hans Wijers

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Hans Wijers

**Title**

Chief Executive Officer and Chairman,  
Board of Management

/s/ Rob Frohn

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Rob Frohn

Chief Financial Officer and Member,  
Board of Management

/s/ Leif Darner

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Leif Darner

Member of the Board of Management

**Others**

**Signature**

/s/Martin Potter

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Martin Potter

**Title**

Director Corporate Control and  
Principal Accounting Officer

/s/Steven J. Miller

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Steven J. Miller

Authorized Representative in the  
U.S.

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