

UNILEVER N V
Form 20-F/A
March 08, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

(Mark one)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

For the transition period from _____ to _____

Commission file number 001-04547

UNILEVER N.V.

(Exact name of Registrant as specified in its charter)

The Netherlands

(Jurisdiction of incorporation or organization)

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Weena 455, 3013 AL, Rotterdam, The Netherlands

(Address of principal executive offices)

R. Sotamaa, Chief Legal Officer and Group Secretary

Tel: +44(0)2078225252, Fax: +44(0)2078225464

100 Victoria Embankment, London EC4Y 0DY UK

(Name, telephone number, facsimile number and address of Company Contact)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---|--|
| N.V. New York registry shares each representing one ordinary share of nominal amount of 0.16 each | New York Stock Exchange |
| 2.2% Notes due 2019 | New York Stock Exchange |
| 2.1% Notes due 2020 | New York Stock Exchange |
| 1.8% Notes due 2020 | New York Stock Exchange |
| 4.25% Notes due 2021 | New York Stock Exchange |
| 1.375% Notes due 2021 | New York Stock Exchange |
| 2.2% Notes due 2022 | New York Stock Exchange |
| 2.6% Notes due 2024 | New York Stock Exchange |
| 3.1% Notes due 2025 | New York Stock Exchange |
| 2.0% Notes due 2026 | New York Stock Exchange |
| 2.9% Notes due 2027 | New York Stock Exchange |
| 5.9% Notes due 2032 | New York Stock Exchange |
| 4.8% Notes due 2019 | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The total number of outstanding shares of the issuer's capital stock at the close of the period covered by the annual report was:

1,714,727,700 ordinary shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:

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Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934:

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer, large accelerated filer, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large Accelerated filer Accelerated filer Non-accelerated filer Emerging Growth Company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards* provided pursuant to Section 13(a) of the Exchange Act.

*The term new or revised financial accounting standard refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes No

Explanatory Note

Unilever N.V. is filing this Amendment No. 1 (the Form 20-F/A) to its annual report on Form 20-F (the Form 20-F) for the fiscal year ended December 31, 2017, to submit the Interactive Data File (as defined in Rule 11 of Regulation S-T) with respect to the audited consolidated financial statements of the Unilever Group (as defined in the Form 20-F) for that fiscal year as an exhibit to the Form 20-F pursuant to paragraph 101 under Instructions as to Exhibits of Form 20-F in accordance with Rule 405 of Regulation S-T.

Other than as expressly set forth below, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any Item of the Form 20-F.

UNILEVER N.V. 20-F EXHIBIT LIST

| Exhibit Number | Description of Exhibit |
|----------------|---|
| 1.1 | <u>Articles of Association of Unilever N.V. 1</u> |
| 2.1 | <u>Trust Deed dated as of July 22, 1994, among Unilever N.V., Unilever PLC, Unilever Capital Corporation, Unilever United States, Inc. and The Law Debenture Trust Corporation p.l.c., relating to Guaranteed Debt Securities 2</u> |
| 2.2 | <u>Twenty-first Supplemental Trust Deed as of April 22, 2016, incorporating the Trust Deed as of July 22, 1994, as Amended and Restated on April 22, 2016 3</u> |
| 2.3 | <u>Amended and Restated Indenture as of September 22, 2014, among Unilever Capital Corporation, Unilever N.V., Unilever PLC, Unilever United States, Inc. and The Bank of New York Mellon, as Trustee, relating to Guaranteed Debt Securities 4</u> |
| 2.4 | <u>Amended and Restated Transfer, Registration, Paying Agent and Shareholder Services Agreement dated as of July 1, 2014 by and among Unilever N.V. and Deutsche Bank Trust Company Americas as U.S. Registrar, Transfer Agent, Paying Agent and Shareholder Services Agent 5</u> |
| 4.1(a) | <u>Equalisation Agreement between Unilever N.V. and Unilever PLC 6</u> |
| 4.1(b) | <u>Deed of Mutual Covenants 7</u> |
| 4.1(c) | <u>Agreement for Mutual Guarantees of Borrowing 8</u> |
| 4.2 | <u>Service Contracts of the Executive Directors of Unilever N.V. 9</u> |
| 4.3 | <u>Letters regarding compensation of Executive Directors of Unilever N.V. 10</u> |
| 4.4 | <u>Unilever North America 2002 Omnibus Equity Compensation Plan as Amended and Restated as of November 1, 2012 11</u> |
| 4.5 | <u>The Unilever N.V. International 1997 Executive Share Option Scheme 12</u> |
| 4.6 | <u>The Unilever Long Term Incentive Plan 13</u> |
| 4.7 | <u>Global Share Incentive Plan 2007 14</u> |
| 4.8 | <u>The Management Co-Investment Plan 15</u> |
| 4.9 | <u>Unilever Share Plan 2017 16</u> |
| 7.1 | <u>Calculation of Ratio of Earnings to Fixed Charges 17</u> |
| 8.1 | <u>List of Subsidiaries 18</u> |
| 12.1 | <u>Certifications of the Chief Executive Officer and Financial Director/Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 19</u> |
| 13.1 | <u>Certifications of the Chief Executive Officer and Financial Director/Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 20</u> |
| 15.1 | <u>Consent of KPMG LLP and KPMG Accountants N.V. 21</u> |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Linkbase Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |

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101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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Certain instruments which define rights of holders of long-term debt of the Company and its subsidiaries are not being filed because the total amount of securities authorized under each such instrument does not exceed 10% of the total consolidated assets of the Company and its subsidiaries. The Company and its subsidiaries hereby agree to furnish a copy of each such instrument to the Securities and Exchange Commission upon request.

- 1 Incorporated by reference to Exhibit 1.1 of Form 20-F (File No: 001-04547) filed with the SEC on March 8, 2013.
- 2 Incorporated by reference to Exhibit 2.2 of Form 20-F (File No: 001-04547) filed with the SEC on February 27, 2003.
- 3 Incorporated by reference to Exhibit 2.2 of Form 20-F (File no: 001-04547) filed with the SEC on February 18, 2017
- 4 Incorporated by reference to Exhibit 2.3 of Form 20-F (File No: 001-04547) filed with the SEC on March 6, 2015.
- 5 Incorporated by reference to Exhibit 2.4 of Form 20-F (File No: 001-04547) filed with the SEC on March 6, 2015.
- 6 Incorporated by reference to Exhibit 4.1 of Form 20-F (File No: 001-04547) filed with the SEC on March 5, 2010.
- 7 Incorporated by reference to Exhibit 4.1(b) of Form 20-F (File No: 001-04547) filed with the SEC on March 6, 2015.
- 8 Incorporated by reference to Exhibit 4.1(c) of Form 20-F (File No: 001-04547) filed with the SEC on March 6, 2015
- 9 Previously filed as Exhibit 4.2 of Form 20-F (File No: 001-04547) filed with the SEC on February 28, 2018
- 10 Previously filed as Exhibit 4.3 of Form 20-F (File No: 001-04547) filed with the SEC on February 28, 2018
- 11 Incorporated by reference to Exhibit 99.1 of Form S-8 (File No: 333-185299) filed with the SEC on December 6, 2012.
- 12 Incorporated by reference to Exhibit 4.5 of Form 20-F (File No: 001-04547) filed with the SEC on March 28, 2002.
- 13 Incorporated by reference to Exhibit 4.7 of Form 20-F (File No: 001-04547) filed with the SEC on March 28, 2002.
- 14 Incorporated by reference to Exhibit 4.7 of Form 20-F (File No: 001-04547) filed with the SEC on March 26, 2008.
- 15 Incorporated by reference to Exhibit 4.8 of Form 20-F (File No: 001-04547) filed with the SEC on March 4, 2011.
- 16 Previously filed as Exhibit 4.9 of Form 20-F (File No: 001-04547) filed with the SEC on February 28, 2018
- 17 Previously filed as Exhibit 7.1 of Form 20-F (File No: 001-04547) filed with the SEC on February 28, 2018
- 18 The required information is set forth on pages 138 to 145 of the Annual Report on Form 20-F 2017 (File No: 001-04547) filed with the SEC on February 28, 2018
- 19 Previously filed as Exhibit 12.1 of Form 20-F (File No: 001-04547) filed with the SEC on February 28, 2018
- 20 Previously filed as Exhibit 13.1 of Form 20-F (File No: 001-04547) filed with the SEC on February 28, 2018
- 21 Previously filed as Exhibit 15.1 of Form 20-F (File No: 001-04547) filed with the SEC on February 28, 2018

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorised the undersigned to sign this Form 20-F/A on its behalf.

Unilever N.V.

(Registrant)

/s/ R.Sotamaa
R SOTAMAA,
Chief Legal Officer and Group Secretary
Date: 8 March 2018