

VEOLIA ENVIRONNEMENT  
Form S-8 POS  
December 22, 2014

**As filed with the Securities and Exchange Commission on December 22, 2014**

**Registration No. 333-124015**

**UNITED STATES  
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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**Veolia Environnement**  
(Exact name of Registrant as specified in its charter)

**France**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

(I.R.S. Employer Identification Number)

**36/38, avenue Kléber  
75116 Paris, France  
+33 1 71 75 00 75**

(Address of Registrant's principal executive offices)

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**2001 Share Subscription Option Plan**

**2002 Share Subscription Option Plan**

**2003 Share Subscription Option Plan**

**2004 Share Subscription Option Plan**

(Full title of the plan)

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*with copies to:*

Terri Anne Powers

Eric Haza

Director, North American Investor Relations

Group Chief Legal Officer

Veolia Environnement

Veolia Environnement

200 East Randolph St., Suite 7900 Chicago, IL 60601

36-38, avenue Kléber

Office: 312-552-2890

75116 Paris-France

*(Name, address and telephone number of agent for service)*

Office:+33 1 71 75 00 75

## **DEREGISTRATION OF UNSOLD SECURITIES**

On April 12, 2005, Veolia Environnement (the “Registrant”) filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement 333-124015) (the “Form S-8”) registering 2,199,174 Ordinary Shares to be issued to participants under the 2001 Share Subscription Option Plan, the 2002 Share Subscription Option Plan, the 2003 Share Subscription Option Plan and the 2004 Share Subscription Option Plan (the “Plans”).

On December 1, 2014, the Registrant announced its intention to delist its American Depositary Shares and Ordinary Shares from the New York Stock Exchange (NYSE) and that this delisting would be followed by an application to deregister and terminate its reporting obligations under the Securities and Exchange Act of 1934.

As a result, the Registrant decided to terminate the registration of the Ordinary Shares under the Plans, effective as of the date hereof, thereby ceasing to offer and sell Ordinary Shares under the Plans pursuant to the Form S-8.

In addition, the 2001 Share Subscription Option Plan, 2002 Share Subscription Option Plan, 2003 Share Subscription Option Plan and 2004 Share Subscription Option Plan have expired, and pursuant to the Registrant’s undertaking in Item 9 of Part II of this Registration Statement, this Post-Effective Amendment No. 1 to Registration Statement No. 333-124015 is being filed in order to deregister all Ordinary Shares registered under the Form S-8 remaining unsold under the Plans.

## **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 its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paris, France on December 11, 2014.

By: /s/ Antoine Frérot

Name: Antoine Frérot

Title: Chairman & Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Mr. Antoine Frérot and Mr. Philippe Capron his or her true and lawful attorney-in-fact- and agent, each acting alone, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign and to file a Registration Statement on Form S-8 (or such other Form as may be appropriate) in connection with the registration of Ordinary Shares of the Registrant and any and all amendments (including post-effective amendments) to any such Registration Statement on Form S-8 with the Securities and Exchange Commission, granting to said attorney-in-fact and agent full power and authority to perform any other act on behalf of the undersigned required to be done in the premises. This power of attorney may be executed in counterparts.

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 date(s) indicated.

| <u>Signature</u>   | <u>Title</u>   | <u>Date</u>          |
|--|--|----------------------|
| <u>/s/ Antoine Frérot</u><br>Antoine Frérot                                    | Chief Executive Officer, Director<br>and Chairman of the Board of Directors                | December<br>11, 2014 |
| <u>/s/ Philippe Capron</u><br>Philippe Capron                                  | Chief Finance Officer (Principal<br>Financial Officer and Principal<br>Accounting Officer) | December<br>11, 2014 |
| <u>/s/ Louis Schweitzer</u><br>Louis Schweitzer                                | Director   | December<br>11, 2014 |
| <u>/s/ Jacques Aschenbroich</u><br>Jacques Aschenbroich                        | Director   | December<br>11, 2014 |
| <u>/s/ Maryse Aulagnon</u><br>Maryse Aulagnon                                  | Director   | December<br>11, 2014 |
| <u>/s/ Daniel Bouton</u><br>Daniel Bouton                                      | Director   | December<br>11, 2014 |
| _____<br>Caisse des dépôts et consignations, represented by Olivier<br>Mareuse | Director   |                      |
| _____<br>Pierre-André de Chalendar   | Director   |                      |
| <u>/s/ Georges Ralli</u><br>Groupama SA, represented by Georges Ralli          | Director   | December<br>11, 2014 |
| <u>/s/ Marion Guillou</u>  | Director   | December<br>11, 2014 |

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Marion Guillou

/s/ Serge Michel

Serge Michel

Director

December  
11, 2014

/s/ Baudouin Prot

Baudouin Prot

Director

December  
11, 2014

/s/ Khaled Mohamed Ebrahim Al Sayed

Qatari Diar Real Estate Investment Company, represented by  
Khaled Mohamed Ebrahim Al Sayed

Director

December  
11, 2014

/s/ Nathalie Rachou

Nathalie Rachou

Director

December  
11, 2014

/s/ Paolo Scaroni

Paolo Scaroni

Director

December  
11, 2014

/s/ Pavel Páša

Pavel Páša

Director representing the employee  
shareholders

December  
11, 2014

/s/ Pierre Victoria

Pierre Victoria

Director representing the employee  
shareholders

December  
11, 2014

/s/ Terri Anne Powers

Terri Anne Powers

Authorized Representative in the United  
States

December  
18, 2014