

UNILEVER N V
Form S-8 POS
June 29, 2009

As filed with the United States Securities and Exchange Commission on June 29, 2009.

Registration No. 333-151802

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

UNILEVER N.V.

(Exact name of registrant as specified in its charter)

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

Weena 455
3013 AL, Rotterdam
The Netherlands
(Address of principal executive offices)

None
(I.R.S. Employer Identification No.)

GOOD HUMOR-BREYER S SAVINGS PLAN
(Full title of the plan)

Ronald M. Soiefer, Esq.
Senior Vice President and General Counsel
Unilever United States, Inc.
700 Sylvan Avenue
Englewood Cliffs, New Jersey 07632
(800) 272-6296
(Name, address and telephone number, including area code, of agent for service)

Copy of all communications to:

Robert J. Lichtenstein, Esq.
Morgan, Lewis & Bockius LLP
1701 Market Street
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As a result of the merger of the Good Humor-Breyer's Savings Plan (the GHB Plan) with and into the Savings Plan for Union Employees of Unilever, the GHB Plan has ceased to exist. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister the remaining Ordinary Shares of Unilever N.V. and Interests in the GHB Plan that were available for issuance under the GHB Plan.

Pursuant to the power conferred on the Registrant in accordance with the provisions of Rule 478 under the Securities Act of 1933, as amended, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to reduce the amount of Ordinary Shares registered, pursuant to its undertaking contained in paragraph (a)(3) of Item 9 of the Registration Statement, as initially filed.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Englewood Cliffs, New Jersey, on June 29, 2009.

UNILEVER N.V.

By:

/s/ Pascale Thomas

Name: PASCALE THOMAS

Title: DIRECTOR, BENEFITS

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator for the Savings Plan for Union Employees of Unilever, the successor to the Good Humor-Breyer's Savings Plan, has duly caused this Post Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Englewood Cliffs, New Jersey, on June 29, 2009.

Savings Plan for Union Employees of Unilever

By: /s/ Pascale Thomas
Name: PASCALE THOMAS
Title: PLAN ADMINISTRATOR