

KONINKLIJKE PHILIPS ELECTRONICS NV

Form 20-F/A

April 28, 2005

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As filed with the Securities and Exchange Commission on April 28, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 20-F/A**

(Mark one)

- o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2004
OR
- þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2004
OR
- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 001-05146-01

KONINKLIJKE PHILIPS ELECTRONICS N.V.

(Exact name of Registrant as specified in charter)

ROYAL PHILIPS ELECTRONICS

(Translation of Registrant's name into English)

The Netherlands

(Jurisdiction of incorporation or organization)

Breitner Center, Amstelplein 2, 1096 BC Amsterdam, The Netherlands

(Address of principal executive office)

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

Title of each class
Common Shares par value
Euro (EUR) 0.20 per share

Name of each exchange on which registered
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:

Common Shares par value Euro (EUR) 0.20 per share
(Title of class)

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:

| Class | Outstanding at December 31, 2004 |
|---|----------------------------------|
| Koninklijke Philips Electronics N.V. | 10 shares |
| Priority Shares par value EUR 500 per share | 1,281,527,004 shares |
| Common Shares par value EUR 0.20 per share | |

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 which financial statement item the registrant has elected to follow.

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Explanatory Note

This amendment is being filed to provide separate audited consolidated financial statements of LG.Philips LCD Co., Ltd. (LPL) as of and for the fiscal year end December 31, 2004, and the audit report of Samil PricewaterhouseCoopers relating thereto as required under Rule 3-09 of Regulation S-X. This amendment also includes comparative information on LPL as of and for the fiscal periods ended December 31, 2003 and 2002.

Also, this amendment is being filed to provide separate consolidated financial statements of LG.Philips Displays Holding B.V. (LPD) as of and for the fiscal year ended December 31, 2004 as comparative information in relation to the separate consolidated financial statements of LPD as of and for the fiscal period ended December 31, 2003. The 2003 financial statements of LPD were filed as required under Rule 3-09 of Regulation S-X together with an audit report of KPMG as of and for the fiscal period ended December 31, 2003. This amendment also includes comparative information on LPD as of and for the fiscal period ended December 31, 2002, which is not required to be audited under Rule 3-09 of Regulation S-X. As a result, the separate consolidated financial statements of LPD as of and for the fiscal periods ended December 31, 2004 and 2002 included herein were not audited in accordance with generally accepted auditing standards in the United States, and are not covered by the audit report of KPMG.

In addition, this amendment is being filed to provide separate consolidated financial statements of Atos Origin S.A. (Atos Origin) as of and for the fiscal year ended December 31, 2004 as comparative information in relation to the separate consolidated financial statements of Atos Origin as of and for the fiscal period ended December 31, 2002. The 2002 financial statements of Atos Origin were filed as required under Rule 3-09 of Regulation S-X together with an audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton as of and for the fiscal period ended December 31, 2002. This amendment also includes comparative information on Atos Origin as of and for the fiscal period ended December 31, 2003, which is not required to be audited under Rule 3-09 of Regulation S-X. As a result, the separate consolidated financial statements of Atos Origin as of and for the fiscal periods ended December 31, 2004 and 2003 included herein were not audited in accordance with generally accepted auditing standards in the United States, and are not covered by the audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton.

This amendment amends Item 18 Financial Statements , and Item 19 Exhibits . In addition, Philips is including an English translation of the original Dutch text of the Articles of Association of Royal Philips Electronics as amended on April 1, 2005, pursuant to the resolution of the Annual Meeting of Shareholders held on March 31, 2005, and certifications of the chief executive officer and the chief financial officer.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any other Item of the Form 20-F filed on February 22, 2005 or reflect any events that have occurred after the Form 20-F was filed.

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Item 18. Financial statements

The following portions of the Company's 2004 Annual Report – Financial Statements and Analysis, as set forth on pages 89 through 175, are incorporated herein by reference and constitute the Company's response to this Item:

Report of independent registered public accounting firm
Consolidated statements of income of the Philips Group
Consolidated balance sheet of the Philips Group
Consolidated statements of cash flows of the Philips Group
Consolidated statements of changes in stockholders' equity of the Philips Group
Accounting policies
New accounting standards
Notes to the consolidated financial statements of the Philips Group

Separate consolidated financial statements for LPL included as Exhibit 15 (d) hereto, the independent auditors' report of Samil PricewaterhouseCoopers with respect to the consolidated financial statements for LPL, included as Exhibit 15 (e) hereto, separate consolidated financial statements for LPD included as Exhibit 15 (g) hereto, the audit report of KPMG with respect to the consolidated financial statements for LPD as of and for the year ended December 31, 2003, included as Exhibit 15 (h) hereto, separate consolidated financial statements for Atos Origin included as Exhibit 15 (j) hereto, and the audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton with respect to the consolidated financial statements for Atos Origin as of and for the year ended December 31, 2002, included as Exhibit 15 (k) hereto, are hereby incorporated by reference. A discussion of the principal differences in the accounting principles used in preparing financial statements in France from generally accepted accounting principles in the United States, included as Exhibit 15 (m) hereto, is hereby incorporated by reference.

Schedules:

Schedules are omitted as they are either not required or the required information is included in the consolidated financial statements.

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Item 19. Exhibits

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| | |
|-------------------|--|
| Exhibit 1 | English translation of the Articles of Association of the Company dated April 1, 2005. |
| Exhibit 2 (b) (1) | The total amount of long-term debt securities of the Company and its subsidiaries authorized under any one instrument does not exceed 10% of the total assets of Philips and its subsidiaries on a consolidated basis. Philips agrees to furnish copies of any or all such instruments to the Securities and Exchange Commission upon request. |
| Exhibit 4 | Employment contracts of the members of the Board of Management other than G.J. Kleisterlee (incorporated by reference to Exhibit 4 of the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2003) (File No. 001-05146-01). |
| Exhibit 4 (a) | Employment contract between the Company and G.J. Kleisterlee. * |
| Exhibit 4 (b) | Employment contract between the Company and P.J. Sivignon. * |
| Exhibit 8 | List of Significant Subsidiaries. * |
| Exhibit 12 (a) | Certification of G.J. Kleisterlee filed pursuant to 17 CFR 240. 13a-14(a). |
| Exhibit 12 (b) | Certification of J.H.M. Hommen filed pursuant to 17 CFR 240. 13a-14(a). |
| Exhibit 13 (a) | Certification of G.J. Kleisterlee furnished pursuant to 17 CFR 240. 13a-14(b). |
| Exhibit 13 (b) | Certification of J.H.M. Hommen furnished pursuant to 17 CFR 240. 13a-14(b). |
| Exhibit 15 (a) | Consent of Registered Independent Public Accounting Firm |
| Exhibit 15 (b) | The 2004 Annual Report to Shareholders of the Company which is furnished to the Securities and Exchange Commission for information only and is not filed except for such specific portions that are expressly incorporated by reference in this report on Form 20-F. * |
| Exhibit 15 (c) | Description of industry terms. * |
| Exhibit 15 (d) | Consolidated Financial Statements of LG.Philips LCD Co., Ltd. |
| Exhibit 15 (e) | Independent auditors' report of Samil PricewaterhouseCoopers regarding the consolidated financial statements of LG.Philips LCD Co., Ltd. |
| Exhibit 15 (f) | Consent of Samil PricewaterhouseCoopers |
| Exhibit 15 (g) | Consolidated Financial Statements of LG.Philips Displays Holding B.V. ** |
| Exhibit 15 (h) | Audit report of KPMG regarding the 2003 consolidated financial statements of LG.Philips Displays Holding B.V. |
| Exhibit 15 (i) | Consent of KPMG |

- Exhibit 15 (j) Consolidated Financial Statements of Atos Origin S.A. **
- Exhibit 15 (k) Audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton regarding the 2002 consolidated financial statements of Atos Origin S.A.
- Exhibit 15 (l) Consent of independent registered public accounting firms
- Exhibit 15 (m) Principal differences between French GAAP and US GAAP. ***

* Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2004.

** The LPD consolidated financial statements as of and for the fiscal periods ended December 31, 2004 and 2002 were not audited in accordance with generally accepted auditing standards in the United States, and are not covered by the audit report of KPMG. The Atos Origin consolidated financial statements as of and for the fiscal periods ended December 31, 2004 and 2003 were not audited in accordance with generally accepted auditing standards in the United States, and are not covered by the audit report of Deloitte Touche Tohmatsu and Amyot Exco Grant Thornton.

*** Incorporated by reference to Exhibit 10 (e) to the Company's Annual Report on Form 20-F for the year ended December 31, 2002.

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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 authorized the undersigned to sign this annual report on its behalf.

KONINKLIJKE PHILIPS ELECTRONICS N.V.
(Registrant)

/s/ G.J. Kleisterlee
G.J. Kleisterlee
(President, Chairman of the Board of
Management
and the Group Management Committee)

/s/ J.H.M. Hommen
J.H.M. Hommen
(Vice-Chairman of the Board of Management,
and the Group Management Committee and
Chief Financial Officer)

Date: April 28, 2005