

KONINKLIJKE PHILIPS NV

Form S-8 POS

February 27, 2019

As filed with the Securities and Exchange Commission on February 26, 2019

Registration No. 333-186849

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to Form S-8 Registration

Statement No. 333-186849

UNDER
THE SECURITIES ACT OF 1933

Koninklijke Philips N.V.
(Exact Name of Registrant as Specified in Its Charter)

Royal Philips
(Registrant's Name for Use in English)

The Netherlands

(State or Other Jurisdiction of Incorporation or Organization)

None

(I.R.S. Employer Identification Number)

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

(Address of Principal Executive Offices)

Koninklijke Philips Electronics N.V. Nonqualified Stock Purchase Plan

Global Royal Philips Electronics Long-Term Incentive Plan applicable to executives and key employees (excluding the Board of Management and Executive Committee)

Global Royal Philips Electronics Long-Term Incentive Plan applicable to the members of the Board of Management of Koninklijke Philips Electronics N.V.

Global Royal Philips Electronics Long-Term Incentive Plan applicable to the members of the Executive Committee (excluding the Board of Management) of Koninklijke Philips Electronics N.V.

Philips North America Nonqualified Stock Purchase Plan

Global Philips Performance Share Plan applicable to non-executives (excluding Executive Committee) of Koninklijke Philips N.V.

Global Philips Performance Share Plan applicable to the Board of Management) of Koninklijke Philips N.V.

Global Philips Performance Share Plan applicable to the Executive Committee (excluding Board of Management) of Koninklijke Philips N.V.

Global Philips Restricted Share Rights Plan applicable to non-executives) (excluding Executive Committee) of Koninklijke Philips N.V.

Global Philips Restricted Share Rights Plan applicable to the Executive Committee (excluding Board of Management) of Koninklijke Philips N.V.

(Full Title of the Plan)

Ling Liu

3000 Minuteman Road

MS 4104

Andover, MA 01810

(978) 659 3000

(Name, Address and Telephone Number of Agent for Service)

Please Send Copies of Communications to:

John O Connor

Sullivan & Cromwell LLP

1 New Fetter Lane

London EC4A 1AN

United Kingdom

+44 (0)20 7959-8515

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, non-accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, 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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-186849), originally filed by Koninklijke Philips Electronics N.V. (now named Koninklijke Philips N.V.), relates to:

the Philips North America Nonqualified Stock Purchase Plan (the Restated ESPP);

the Global Philips Performance Share Plan applicable to non-executives (excluding Executive Committee) (the Non-Executive PS LTIP);

the Global Philips Performance Share Plan applicable to the Board of Management (the BM PS LTIP);

the Global Philips Performance Share Plan applicable to the Executive Committee (excluding Board of Management) (the EC PS LTIP);

the Global Philips Restricted Share Rights Plan applicable to non-executives (excluding Executive Committee) (the Non-Executive PRS LTIP); and

the Global Philips Restricted Share Rights Plan applicable to the Executive Committee (excluding Board of Management) (the EC PRS LTIP , together with the Non-Executive PS LTIP, the BM PS LTIP, the EC PS LTIP and the Non-Executive PRS LTIP the New LTIPs).

The registrant filed the Registration Statement on Form S-8 (File No. 333-186849) on February 25, 2013 with the Securities and Exchange Commission (the Commission) to register 10,000,000 common shares, par value 0.20 euro per share, under the Koninklijke Philips N.V. Nonqualified Stock Purchase Plan (incorporated therein by reference to Exhibit 4.1 of Koninklijke Philips N.V.'s registration statement on Form S-8 (File No. 333165017), filed with the Commission on February 22, 2010) (the Old ESPP) and 87,500,000 common shares, par value 0.20 euro per share, under the Global Royal Philips Electronics Long-Term Incentive Plan applicable to executives and key employees (excluding the Board of Management and Executive Committee), the Global Royal Philips Electronics Long-Term Incentive Plan applicable to the members of the Board of Management of Koninklijke Philips Electronics N.V. and the Global Royal Philips Electronics Long-Term Incentive Plan applicable to the members of the Executive Committee (excluding the Board of Management) of Koninklijke Philips Electronics N.V. The registrant paid the requisite registration fees of \$390,060 to register the aggregate 97,500,000 common shares.

An aggregate of 10,000,000 common shares had been registered for offering pursuant to the Old ESPP. The registrant is filing this Post-Effective Amendment No. 1 to the Form S-8 to reflect the adoption of the Restated ESPP, attached hereto as Exhibit Nos. 4.1 and 4.2 to the Registration Statement, which amends and restates the Old ESPP. An aggregate of 4,619,890 common shares had been purchased under the Old ESPP. No further common shares will be purchased under the Old ESPP. An aggregate of up to 5,380,110 common shares originally allocated by the registrant for offering under the Old ESPP are eligible for offering under the Restated ESPP.

An aggregate of 87,500,000 common shares had been registered for offering pursuant to the Old LTIPs. An aggregate of up to 28,553,105 common shares have or may be delivered by the registrant pursuant to awards granted under the Old LTIPs that have vested or may vest. No further awards will be granted under the Old LTIPs. The registrant is also

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filing this Post-Effective Amendment No. 1 to the Form S-8 because an aggregate of up to 58,946,895 common shares originally allocated for offering by the registrant pursuant to the Old LTIPs are eligible for offering under the New LTIPs.

After giving effect to this Post-Effective Amendment, an aggregate of up to 58,946,895 common shares have been registered for offering pursuant to the Restated ESPP and an aggregate of up to 5,380,110 common shares have been registered for offering pursuant to the New LTIPs.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing with the Commission pursuant to Rule 464 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with SEC Compliance and Disclosure Interpretation 126.43, no new filing fee is due with respect to this Post-Effective Amendment.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This registration statement on Form S-8 registers common shares, par value 0.20 euro per share of Koninklijke Philips N.V., which may be offered in connection with the plans set forth on the facing page of this registration statement. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

As permitted by Rule 428 under the Securities Act, this registration statement omits the information specified in Part I of Form S-8. We will deliver the documents containing the information specified in Part I to the participants in the plans covered by this registration statement as required by Rule 428(b). We are not filing these documents with the Commission as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Commission allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and subsequent information that we file with the Commission will automatically update and supersede this information. Information set forth in this registration statement supersedes any previously filed information that is incorporated by reference into this registration statement. We incorporate by reference into this registration statement the following:

- (a) Our Annual Report on Form 20-F for the fiscal year ended December 31, 2018 (File No. 001-05146-01) filed with the Commission on February 26, 2019;
- (b) The Annual Report on Form 11-K of the Philips North America Nonqualified Stock Purchase Plan (File No. 001-05146-01) filed with the Commission on October 26, 2018; and
- (c) The description of the registrant's common shares, par value 0.20 euro per share, set forth in its Form 6-K (File No. 001-05146-01, Film No. 19634210) filed with the Commission on February 26, 2019.

In addition, to the extent designated therein, certain reports on Form 6-K and all documents filed by Koninklijke Philips N.V. under sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this registration statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be part of this registration statement from the date of filing of such reports.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The articles of association of Koninklijke Philips N.V. provide that, unless the law requires otherwise, the members of the board of management and of the supervisory board shall be reimbursed by Koninklijke Philips N.V. for various costs and expenses, including the reasonable costs of defending claims. Under certain circumstances, described in the articles of association of Koninklijke Philips N.V., such as if an act or failure to act by a member of the board of management or the supervisory board can be characterized as intentional (opzettelijk), intentionally reckless (bewust roekeloos) or seriously culpable (ernstig verwijtbaar), there will be no entitlement to this reimbursement unless the law or the principles of reasonableness and fairness require otherwise.

Members of the board of management, the supervisory board and certain officers of Koninklijke Philips N.V. are, to a limited extent, insured under an insurance policy against damages resulting from their conduct when acting in their capacities as such.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit No.	Description
4.1	Philips North America Nonqualified Stock Purchase Plan.
4.2	Amendment to the Philips North America Nonqualified Stock Purchase Plan.
4.3	Global Philips Performance Share Plan applicable to non-executives (excluding Executive Committee) of Koninklijke Philips N.V.
4.4	Global Philips Performance Share Plan applicable to the Board of Management of Koninklijke Philips N.V.
4.5	Global Philips Performance Share Plan applicable to the Executive Committee (excluding Board of Management) of Koninklijke Philips N.V.
4.6	Global Philips Restricted Share Rights Plan applicable to non-executives (excluding Executive Committee) of Koninklijke Philips N.V.
4.7	Global Philips Restricted Share Rights Plan applicable to the Executive Committee (excluding Board of Management) of Koninklijke Philips N.V.
23.1	Consent of Ernst & Young Accountants LLP, an Independent Registered Public Accounting Firm
23.2	Consent of Ernst & Young LLP, an Independent Registered Public Accounting Firm.
24	Power of attorney (included on signature page).

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar

value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that if the information required to be included in a post-effective amendment by paragraphs (a)(1)(i) and (ii) above is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement, paragraphs (a)(1)(i) and (ii) shall not apply;

(2) That, for the purpose of determining any liability under the Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

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SIGNATURES OF ROYAL PHILIPS

Pursuant to the requirements of the Securities Act, KONINKLIJKE PHILIPS N.V. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing of this Post-Effective Amendment no. 1 on Form S-8 (333-186849) and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Amsterdam, The Netherlands, on February 26, 2019.

KONINKLIJKE PHILIPS N.V.

By: /s/ M. Van Ginneken

Name: M. Van Ginneken

Title: Chief Legal Officer and Member of

the Board of Management

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Ling Liu as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him and her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or her might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the indicated capacities on February 26, 2019.

Name	Title
/s/ F.A. van Houten	Chief Executive Officer and Chairman of the Board of Management
F.A. van Houten	
/s/ A. Bhattacharya	Chief Financial Officer and Member of the Board of Management
A. Bhattacharya	
/s/ M. J. Van Ginneken	Member of the Board of Management
M.J. Van Ginneken	
/s/ J. van der Veer	Chairman of the Supervisory Board
J. van der Veer	

Name	Title
/s/ N. Dhawan	Member of the Supervisory Board
N. Dhawan	
/s/ O. Gadiesh	Member of the Supervisory Board
O. Gadiesh	
/s/ A. M. Harrison	Member of the Supervisory Board
A.M. Harrison	
/s/ C.A. Poon	Member of the Supervisory Board
C.A. Poon	
/s/ H. von Prondzynski	Member of the Supervisory Board
H. von Prondzynski	
/s/ D. E. I. Pyott	Member of the Supervisory Board
D.E.I. Pyott	
/s/ J.P. Tai	Member of the Supervisory Board
J.P. Tai	
/s/ P. A. Stoffels	Member of the Supervisory Board
P.A. Stoffels	
/s/ L. Liu	Authorized Representative in the United States
L. Liu	

SIGNATURE OF PHILIPS NORTH AMERICA NONQUALIFIED STOCK PURCHASE PLAN

Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of Andover, State of Massachusetts, on February 26, 2019.

PHILIPS NORTH AMERICA
NONQUALIFIED STOCK PURCHASE
PLAN

By: /s/ L. Liu
Name: L. Liu
Title: Chairwoman, Stock Purchase Plan
Committee