

BUNZL PLC  
Form S-8 POS  
June 05, 2007

As filed with the Securities and Exchange Commission on June 5, 2007

Registration No. 333-86339

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**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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**Bunzl plc**

(Exact Name of issuer as specified in its charter)

**England**

(State or other jurisdiction of  
incorporation or organization)

**Not applicable**

(I.R.S. Employer  
Identification No.)

**110 Park Street  
London W1K 6NX England  
(44) 20-7495-4950**

(Address of principal executive offices)

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**Bunzl plc 1994 Executive Share Option Scheme**

(Full title of the Plan)

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**Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, DE 19808**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: 302-636-5400

*Copy to:*

Keith L. Kearney, Esq.  
Davis Polk & Wardwell

Barbara Nims, Esq.  
Davis Polk & Wardwell

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450 Lexington Avenue  
New York, New York 10017  
212-450-4000

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**DEREGISTRATION OF UNSOLD SECURITIES**

Pursuant to the Form S-8 registration statement (File No. 333-86339) (the “Registration Statement”) filed with the Securities and Exchange Commission on September 1, 1999, Bunzl plc (the “Company” or the “Registrant”) registered ordinary shares (the “Securities”) to be offered pursuant to the Bunzl plc 1994 Executive Share Option Scheme.

The purpose of this Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement is to terminate the Registration Statement and to deregister all of the Securities originally registered thereby which remain unsold as of the date this Amendment is filed.

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**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 the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, State of England, on the 5th day of June, 2007.

Bunzl plc

By: /s/ Paul Nicholas Hussey  
Name: Paul Nicholas Hussey  
Title: Company Secretary

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u>   | <u>Date</u>  |
|------------------|--|--------------|
| A.J. Habgood *   |  |              |
| A.J. Habgood     | Chairman   | June 5, 2007 |
| M.J. Roney *     |  |              |
| M.J. Roney       | Chief Executive Officer<br>(Principal Executive Officer)         | June 5, 2007 |
| B.M. May *       |  |              |
| B.M. May         | Finance Director<br>(Principal Financial and Accounting Officer) | June 5, 2007 |
| J.F. Harris *    |  |              |
| J.F. Harris      | Senior Independent Non-executive Director                        | June 5, 2007 |
| C.A. Banks *     |  |              |
| C.A. Banks       | Non-executive Director   | June 5, 2007 |
| P.L. Larmon *    |  |              |
| P.L. Larmon      | President and Chief Executive Officer,<br>North America          | June 5, 2007 |
| U. Wolters *     |  |              |
| U. Wolters       | Non-executive Director   | June 5, 2007 |
| P.W. Johnson *   |  |              |
| P.W. Johnson     | Non-executive Director   | June 5, 2007 |

\* By: /s/ Paul Nicholas Hussey  
Name: Paul Nicholas Hussey  
Title: Attorney-in-Fact

Bunzl USA Holdings Corporation

By: Brian Michael May \*  
Name: Brian Michael May  
Title: Director  
Authorized Representative in the United States

\* By: /s/ Paul Nicholas Hussey  
Name: Paul Nicholas Hussey  
Title: Attorney-in-Fact

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