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CHICAGO BRIDGE & IRON CO N V  
Form POS AM  
April 04, 2003

As filed with the Securities and Exchange Commission on April 4, 2003

Registration No. 333-70760

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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CHICAGO BRIDGE & IRON COMPANY N.V.  
(Exact Name of Registrant as Specified in Its Charter)

|                                 |                     |
|---------------------------------|---------------------|
| THE NETHERLANDS                 | NOT APPLICABLE      |
| (State or Other Jurisdiction of | (I.R.S. Employer    |
| Incorporation or Organization)  | Identification No.) |

POLARISAVENUE 31  
2132 JH HOOFDDORP  
THE NETHERLANDS  
31-23-5685660  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

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ROBERT H. WOLFE, ESQ.  
SECRETARY  
CHICAGO BRIDGE & IRON COMPANY  
10200 GROGAN'S MILL ROAD  
SUITE 300  
THE WOODLANDS, TEXAS 77380  
(281) 774-2200  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent for Service)

Copies to:

JAMES M. REUM, ESQ.  
WINSTON & STRAWN  
35 WEST WACKER DRIVE  
CHICAGO, ILLINOIS 60601

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
No longer applicable because shares are being removed from registration.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

THIS POST-EFFECTIVE AMENDMENT SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(C) OF THE SECURITIES ACT OF 1933, AS AMENDED, ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(C), MAY DETERMINE.

### DEREGISTRATION OF SECURITIES

Chicago Bridge & Iron Company N.V., a Netherlands company ("CB&I"), filed a Registration Statement on Form S-3 (Registration No. 333-70760) (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") on October 2, 2001, registering 1,307,356 shares of CB&I's common stock (or 2,614,712 shares taking into account the 2-for-1 stock split effective in February 2003) to be offered from time to time by the selling shareholders named therein (the "Offering"). CB&I subsequently filed a Pre-Effective Amendment No. 1 on November 1, 2001 pertaining to the same Offering and constituting part of the Registration Statement. The SEC declared the Registration Statement effective on November 9, 2001.

The Offering contemplated by the Registration Statement has terminated by virtue of the expiration of CB&I's contractual obligation to the remaining selling shareholders to maintain the effectiveness of the Registration Statement. Pursuant to the undertaking contained in the Registration Statement, CB&I is filing this post-effective amendment to remove from registration all of the shares that were registered in the Offering but remain unsold as of the date hereof. As of the date hereof, there are 675,400 shares of common stock (taking into account the 2-for-1 stock split effective in February 2003) that remain unsold under the Registration Statement.

Accordingly, CB&I files this post-effective amendment to deregister the 675,400 shares of its common stock covered by the Registration Statement that remain unsold as of the date hereof.

SIGNATURES

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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-3 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The Woodlands, State of Texas, on April 4, 2003.

CHICAGO BRIDGE & IRON COMPANY N.V.

By: Chicago Bridge & Iron Company B.V.,  
its sole Managing Director

By: /s/ Gerald M. Glenn

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Managing Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature<br>-----                                      | Title<br>-----  | Date<br>----- |
|---|---|---------------|
| *<br>-----<br>Chicago Bridge & Iron Company, B.V.       | Managing Director of Registrant   | April 4, 2003 |
| /s/ Richard E. Goodrich<br>-----<br>Richard E. Goodrich | Executive Vice President and Chief<br>Financial Officer of CBIC<br>(Principal Financial Officer)<br>Managing Director of CB&I B.V.                                  | April 4, 2003 |
| *<br>-----<br>Tom C. Rhodes                             | Controller of CBIC<br>(Principal Accounting Officer)  | April 4, 2003 |
| *<br>-----<br>Gerald M. Glenn                           | Supervisory Director; Chairman,<br>President and Chief Executive Officer<br>and Director of CBIC<br>(Principal Executive Officer)<br>Managing Director of CB&I B.V. | April 4, 2003 |
| *<br>-----<br>Jerry H. Ballengee                        | Supervisory Director  | April 4, 2003 |
| *<br>-----<br>Ben A. Guill                              | Supervisory Director  | April 4, 2003 |

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Vincent L. Kontny

Supervisory Director

April 4, 2003

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Gary L. Neale

Supervisory Director

April 4, 2003

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L. Donald Simpson

Supervisory Director

April 4, 2003

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Marsha C. Williams

Supervisory Director

April 4, 2003

\* By /s/ Gerald M. Glenn  
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Attorney-in-Fact