

ASML HOLDING NV
Form S-8
September 21, 2018

As filed with the Securities and Exchange Commission on September 21, 2018
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ASML Holding N.V.

(Exact name of registrant as specified in its charter)

The Netherlands

(State or other jurisdiction of incorporation or organization)

Not Applicable

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

De Run 6501

5504 DR Veldhoven

The Netherlands

Tel: 31-40-268-3000

(Address of Principal Executive Offices)

ASML Board of Management Umbrella Share Plan

ASML Employee Umbrella Share Plan

ASML Share and Option Purchase Plan

ASML US, LLC

2650 W. Geronimo Place

Chandler, AZ 85224

(Name and Address of Agent For Service)

800 227 6462

(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

James A. McDonald, Esq.

Skadden, Arps, Slate, Meagher & Flom (UK) LLP

40 Bank Street

Canary Wharf, London E14 5DS

United Kingdom

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

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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.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share ⁽²⁾ | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--|--|---|----------------------------|
| Ordinary shares, nominal value EUR 0.09 per share | 2,043,000 | \$183.64 | \$375,176,520 | \$46,709 |

This Registration Statement shall also cover any additional Ordinary Shares, nominal value EUR 0.09 per share (“Ordinary Shares”) of ASML Holding N.V. (the “Registrant”), that become issuable in respect of the securities identified in the above table under the (i) ASML Board of Management Umbrella Share Plan, (ii) ASML Employee Umbrella Share Plan and (iii) ASML Share and Option Purchase Plan (collectively, the “Plans”) by reason of any share dividend, share split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of Ordinary Shares registered hereunder.

Pursuant to Rule 457(h) under the Securities Act, the proposed maximum offering price of the Ordinary Shares being registered hereby is not known and has been determined in accordance with Rule 457(h)(1) and 457(c) based on the average high and low price of the Ordinary Shares on September 14, 2018.

EXPLANATORY NOTE

This Registration Statement is filed pursuant to General Instruction E to Form S-8. This Registration Statement is filed by the Registrant to register an additional 2,043,000 ordinary shares, par value EUR 0.09 per share (the "Ordinary Shares"), of the Registrant, which may be awarded under the Plans. The contents of the Registrant's Registration Statements on Form S-8 filed July 25, 2017 registering 1,934,000 Ordinary Shares and 84,000 options to acquire Ordinary Shares (Commission File No. 333- 219442), Form S-8 filed April 13, 2015 registering 1,266,753 Ordinary Shares and 177,000 options to acquire Ordinary Shares (Commission File No. 333-203390) and Form S-8 filed December 19, 2013 registering 1,804,000 ordinary shares of the Registrant (Commission File No. 333-192951) are incorporated herein by reference and made a part hereof.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto authorized, in the city of Veldhoven, The Netherlands on this, the 21st day of September 2018.

ASML Holding N.V.

By: /s/ Peter T.F.M. Wennink

Name: Peter T.F.M. Wennink

Title: President and Chief Executive Officer and Member of the Board of Management of ASML Holding N.V.

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Peter T.F.M. Wennink and Roger J.M. Dassen, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of ASML, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities indicated and on the 21st day of September 2018.

Signature

Title

/s/ Peter T.F.M. Wennink President and Chief Executive Officer and Member of the Board of Management of ASML Holding N.V.

Name: Peter T.F.M.
Wennink

/s/ Gerard J. Kleisterlee Chairman of the Supervisory Board

Name: Gerard J.
Kleisterlee

/s/ Douglas A. Grose Vice Chairman and Member of the Supervisory Board

Name: Douglas A. Grose

/s/ Wolfgang H. Ziebart Member of the Supervisory Board
Name: Wolfgang H. Ziebart

/s/ Carla M.S.
Smits-Nusteling Member of the Supervisory Board
Name: Carla M.S.
Smits-Nusteling

/s/ Johannes (Hans) M.C.
Stork Member of the Supervisory Board
Name: Johannes (Hans) M.C.
Stork

/s/ Annet Aris Member of the Supervisory Board
Name: Annet Aris

/s/ Rolf-Dieter Schwalb Member of the Supervisory Board
Name: Rolf-Dieter Schwalb

/s/ Terri L. Kelly Member of the Supervisory Board
Name: Terri L. Kelly

/s/ Roger J.M. Dassen Executive Vice President, Chief Financial Officer and Member of the Board of
Management of ASML Holding N.V.
Name: Roger J.M. Dassen

Authorized Representative in the United States

By: /s/ David Kim
Name: David Kim
Title: Secretary of ASML US, LLC

INDEX OF EXHIBITS

Exhibit

Number Description

- 4.1 Articles of Association of ASML Holding N.V. (English translation) (Incorporated by reference to Amendment No. 13 to the Registrant's Registration Statement on Form 8-A/A, filed with the SEC on February 8, 2013)
- 4.2 Specimen Certificate for New York Shares (incorporated by reference to Exhibit 1.1 to Amendment No. 4 to the Registrant's Registration Statement on Form 8-A filed with the Commission on June 6, 2000)
- 4.3 ASML Board of Management Umbrella Share Plan (Incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 filed with the SEC on April 13, 2015 (file No. 333-203390))
- 4.4 ASML Employee Umbrella Share Plan (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 filed with the SEC on December 19, 2013 (file No. 333-192951))
- 4.5 ASML Share and Option Purchase Plan (incorporated by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-8 filed with the SEC on April 13, 2015 (file No. 333-203390))
- 5.1 Opinion of Robert F. Roelofs regarding the legality of the securities being registered*
- 23.1 Consent of KPMG Accountants N.V.*
- 23.2 Consent of Deloitte Accountants B.V.*
- 23.3 Consent of Robert F. Roelofs (included in his opinion filed as Exhibit 5.1)*
- 24.1 Power of Attorney (included on the signature page of this Registration Statement)*

* Filed herewith