

ORIENT EXPRESS HOTELS LTD  
Form 8-A12B/A  
April 23, 2007

Commission File No. 1-16017

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-A/A

(Amendment No. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) or (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

## ORIENT-EXPRESS HOTELS LTD.

(Exact name of registrant as specified in its charter)

**Bermuda**

(State of incorporation  
or organization)

**98-0223493**

(IRS Employer  
Identification No.)

**22 Victoria Street**

**Hamilton HM 12, Bermuda**

(Address of principal executive offices)

(Zip Code)

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

Title of each class registered

**Preferred Share Purchase Rights**

Name of each exchange on which  
each class is registered

**New York Stock Exchange**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  O

Securities Act registration statement file number to which this form relates: **None**

Securities registered pursuant to Section 12(g) of the Act: **None**

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THE REGISTRATION STATEMENT ON FORM 8-A DATED JULY 28, 2000, RELATING TO THE PREFERRED SHARE PURCHASE RIGHTS OF ORIENT-EXPRESS HOTELS LTD., A BERMUDA COMPANY ( THE REGISTRANT ), IS HEREBY AMENDED AS FOLLOWS:

**Item 1. Description of Registrant's Securities to be Registered.**

THE FIRST TWO PARAGRAPHS OF ITEM 1 ARE HEREBY AMENDED AND RESTATED AS THE FOLLOWING THREE PARAGRAPHS:

On June 5, 2000, the board of directors of Orient-Express Hotels Ltd. (the Registrant ) authorized the distribution of one preferred share purchase right (a Right ) for each of the Registrant's class A common shares, par value \$.01 each (the Class A Shares ), and class B common shares, par value \$.01 each (the Class B Shares ), outstanding at the close of business on August 9, 2000, which was the closing date of the Registrant's initial public offering of Class A Shares. The Registrant is continuing to issue Rights with all Class A Shares and Class B Shares issued after that date, until the Distribution Date or until the Rights are redeemed or expire.

The Rights are being issued pursuant to a Rights Agreement dated as of June 1, 2000, and amended and restated as of April 12, 2007, between the Registrant and Computershare Trust Company, N.A., as Rights Agent (the Rights Agreement ). The summary of the Rights appearing in the original Form 8-A filing for the Rights is qualified in its entirety by reference to the Rights Agreement, which is being filed as an exhibit to this Form 8-A Amendment No.1.

This Amendment is being filed primarily to eliminate all references in the Rights Agreement to Sea Containers Ltd., the Registrant's former parent company, and to reflect the appointment of Computershare Trust Company, N.A. as successor Rights Agent to Fleet National Bank. There have been no other substantive changes made to the Rights Agreement in the form approved as of June 1, 2000.

**Item 2. Exhibits.**

1. Rights Agreement dated as of June 1, 2000, and amended and restated as of April 12, 2007, between the Registrant and Computershare Trust Company, N.A., as Rights Agent, which includes as Exhibit A thereto the Form of Certificate of Designation of Terms of the Registrant's Series A Junior Participating Preferred Shares, par value \$.01 each, and which includes as Exhibit B thereto the Form of Right Certificate.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ORIENT-EXPRESS HOTELS LTD.

Date: April 23, 2007

By: /s/ Paul M. White  
Paul M. White  
Vice President-Finance and  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit  
No.

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Rights Agreement dated as of June 1, 2000, and amended and restated as of April 12, 2007, between the Registrant and Computershare Trust Company, N.A., as Rights Agent, which includes as Exhibit A thereto the Form of Certificate of Designation of Terms of the Registrant's Series A Junior Participating Preferred Shares, par value \$.01 each, and which includes as Exhibit B thereto the Form of Right Certificate.

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