

ORIENT EXPRESS HOTELS LTD
Form POS AM
August 20, 2009

Registration No. 333-58298

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

POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ORIENT-EXPRESS HOTELS LTD.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0223493
(I.R.S. Employer Identification No.)

22 Victoria Street
Hamilton HM 12, Bermuda
(Address of Principal Executive Offices)

Orient-Express Hotels Ltd.
2000 Stock Option Plan
(Full title of the plans)

John T. Landry, Jr.
Orient-Express Hotels Inc.
1114 Avenue of the Americas
New York, New York 10036-7703
(Name and address of agent for service)

(212) 302-5055
(Telephone number, including area code, of agent for service)

Copy to:
Vincent Monte-Sano
Carter Ledyard & Milburn LLP
2 Wall Street
New York, New York 10005-2072
(212) 732-3200

EXPLANATORY STATEMENT

This post-effective amendment to the registration statement on Form S-8 (Registration No. 333-58298) is being filed by Orient-Express Hotels Ltd. (the "Registrant") to reflect the transfer from the Registrant's 2000 Stock Option Plan (the "2000 Plan") to the Registrant's 2009 Share Award and Incentive Plan

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(the "2009 Plan") of

- (i) 20,300 class A common shares of the Registrant and attached preferred share purchase rights (the "rights") remaining available for new awards under the 2000 Plan, and
- (ii) up to 101,200 class A common shares and attached rights of the Registrant subject to awards outstanding under the 2000 Plan, to the extent such awards are canceled, expired, forfeited, settled in cash, settled by delivery of fewer class A common shares than underlying the award or otherwise terminated without delivery of class A common shares or are withheld from an award or surrendered in payment.

The Registrant has previously registered class A common shares and attached rights for issuance under the 2000 Plan pursuant to the Registrant's registration statement on Form S-8, dated April 4, 2001 (Registration No. 333-58298), registering 750,000 class A common shares and attached rights. Because there are options outstanding under the 2000 Plan, neither the 2000 Plan nor this registration statement is being terminated. However, no more option awards will be made under the 2000 Plan.

On the date hereof, the Registrant is also filing a registration statement on Form S-8 to register, among other things, the class A common shares and attached rights being transferred to the 2009 Plan from the 2000 Plan.

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 duly authorized, in Hamilton, Bermuda on the 20th day of August, 2009.

ORIENT-EXPRESS HOTELS LTD.

By: /s/ Paul M. White

Paul M. White
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on August 20, 2009.

Signature -----	Title -----
/s/ Paul M. White ----- Paul M. White	President, Chief Executive Officer and Director

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(Principal Executive Officer)

/s/ Martin O'Grady

Martin O'Grady

Chief Financial Officer
(Principal Financial and Accounting
Officer)

*

John D. Campbell

Director

Mitchell C. Hochberg

Director

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Signature

Title

*

James B. Hurlock

Director

Prudence M. Leith

Director

*

J. Robert Lovejoy

Director and Authorized
Representative in the
United States

Georg R. Rafael

Director

*

James B. Sherwood

Director

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*By: /s/ Robert M. Riggs

Attorney in-Fact

Robert M. Riggs