

ORIENT EXPRESS HOTELS LTD  
Form POS AM  
August 20, 2009

Registration No. 333-147448

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UNITED STATES  
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

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.  
2004 Stock Option Plan  
2007 Performance Share 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. 333-147448) is being filed by Orient-Express Hotels Ltd. (the "Registrant") to reflect the transfer from the Registrant's 2004 Stock Option Plan (the "2004 Plan") and the Registrant's 2007 Performance Share Plan (the

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"2007 Plan") to the Registrant's 2009 Share Award and Incentive Plan (the "2009 Plan") of

- (i) 68,548 class A common shares of the Registrant and attached preferred share purchase rights (the "rights") remaining available for new awards under the 2004 Plan,
- (ii) 2,130 class A common shares of the Registrant and attached rights remaining available for new awards under the 2007 Plan,
- (iii) up to 889,750 class A common shares and attached rights of the Registrant subject to awards outstanding under the 2004 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, and
- (iii) up to 497,870 class A common shares and attached rights of the Registrant subject to awards outstanding under the 2007 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 2004 Plan pursuant to (i) the Registrant's registration statement on Form S-8, dated October 20, 2005 (Registration No. 333-129152), registering 500,000 class A common shares and attached rights; and (ii) the Registrant's registration statement on Form S-8, dated November 16, 2007 (Registration No. 333-147448), registering another 500,000 class A common shares and attached rights. The Registrant has previously registered class A common shares and attached rights for issuance under the 2007 Plan pursuant to the Registrant's registration statement on Form S-8, dated November 16, 2007 (Registration No. 333-147448), registering another 500,000 class A common shares and attached rights. Because there are options and awards outstanding under the 2004 Plan and the 2007 Plan, neither the 2004 Plan or the 2007 Plan nor this registration statement is being terminated. However, no more awards will be made under the 2004 Plan or the 2007 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 2004 Plan and the 2007 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

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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 (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

2

Signature -----	Title -----
* ----- James B. Hurlock	Director
----- Prudence M. Leith	Director
* ----- J. Robert Lovejoy	Director and Authorized Representative in the

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United States

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Georg R. Rafael

Director

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James B. Sherwood

Director

\*By: /s/ Edwin S. Hetherington  
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Edwin S. Hetherington

Attorney in-Fact