

ORIENT EXPRESS HOTELS LTD  
Form 8-K  
September 24, 2008

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

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FORM 8-K

CURRENT REPORT

Pursuant To Section 13 Or 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 23, 2008

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

Bermuda  
(State or other jurisdiction of  
incorporation)

001-16017  
(Commission File Number)

98-0223493  
(IRS Employer Identification No.)

22 Victoria Street  
Hamilton HM 12, Bermuda  
(Address of principal executive offices)

Registrant's telephone number, including area code: 441-295-2244

Not Applicable  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On September 23, 2008 Orient-Express Hotels Ltd. (the “Company”) mailed to its shareholders a notice and proxy statement for the special general meeting of shareholders (the “Special General Meeting”) and the separate special general meeting of holders of class B common shares of the Company (the “Class B Special General Meeting”) to be held on October 10, 2008 to address a requisition served by D. E. Shaw Oculus Portfolios, L.L.C., D. E. Shaw Valence Portfolios, L.L.C., CR Intrinsic Investments LLC and Cede & Co. on August 25, 2008 pursuant to Section 74 of the Companies Act 1981 of Bermuda (as amended) (the “Requisition”) that the Company (1) amend its bye-laws to treat its class B common shares as “treasury shares” under Bermuda law which would have the consequence (amongst others) that the class B common shares held by Orient-Express Holdings 1 Ltd. would lose their right to vote and (2) cancel all class B common shares.

The Board of Directors of the Company believes that the purported Requisition is misconceived and adoption of the resolutions proposed in the Requisition is contrary to the best interests of the Company. The Board of Directors also has serious doubts concerning the validity of the purported Requisition and reserves the right to challenge the validity of any resolutions that may be approved at these special meetings.

The Board of Directors of Orient-Express Holdings 1 Ltd., the owner of all class B common shares of the Company, has adopted a resolution to vote all of its shares against the proposed resolutions at any special meeting.

The notice and proxy statement for the Special General Meeting and the Class B Special General Meeting are attached as an Exhibit to this Current Report and incorporated herein by reference.

As previously reported, the Company on September 12, 2008 mailed a notice of the Special General Meeting and the Class B Special General Meeting to its registered shareholders in substantially the same form as the notice included in the Exhibit attached to this Current Report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Notice and Proxy Statement for Special General Meeting of Shareholders and Separate Special General Meeting of Class B Common Shares.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ORIENT-EXPRESS HOTELS LTD.

Date: September 24,  
2008

By: /s/ Edwin S. Hetherington

Name: Edwin S. Hetherington  
Title: Vice President, General  
Counsel and Secretary

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