

CHICAGO BRIDGE & IRON CO N V
Form DEFA14A
March 25, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Chicago Bridge & Iron Company N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Meeting Information Meeting Type: Annual **For holders as of:** 03/13/09 **Date:** 05/07/09 **Time:** 2:00 p.m. **Location:** Intercontinental Amstel Hotel Amsterdam Professor Tulpplein 1 1018 GX Amsterdam, The Netherlands **See the reverse side of this notice to obtain proxy materials and voting instructions.** R1 CHI 1 **the important information contained in the proxy materials before voting. at online materials proxy the view an overview of the more complete proxy materials that are available to you on the Internet. You may www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of CHICAGO BRIDGE & IRON COMPANY N.V. C/O CB&I 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380** This is not a ballot. You cannot use this notice to vote these shares. **This communication presents only** You are receiving this communication because you hold shares in the company named above. **CHICAGO BRIDGE & IRON COMPANY N.V. *** Exercise Your Right to Vote *****

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

NOTICE AND PROXY STATEMENT ANNUAL REPORT **How to View Online:** Have the 12-Digit Control Number available (located on the following page) and visit: *www.proxyvote.com*. **How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.** Please choose one of the following methods to make your request: 1) *BY INTERNET:* *www.proxyvote.com* 2) *BY TELEPHONE:* 1-800-579-1639 3) *BY E-MAIL*:* *sendmaterial@proxyvote.com* * If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. **To facilitate timely delivery, please make the request as instructed above on or before 04/23/09. Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. **Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com*. Have the 12-Digit Control Number available and follow the instructions. **Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. R1CHI2 Please Choose One of the Following Voting Methods **How To Vote Proxy Materials Available to VIEW or RECEIVE:** How to Access the Proxy Materials **Before You Vote**

To elect three members of the Supervisory Board to serve until the Annual General Meeting of Shareholders in 2012. The

Supervisory Board recommends the election of Philip K. Asherman, L. Richard Flury and W. Craig Kissel to fill these positions; To authorize the preparation of our Dutch statutory annual accounts and the annual report of our Management Board in the English language and to adopt our Dutch statutory annual accounts for the year ended December 31, 2008; To discharge the sole member of the Management Board from liability in respect of the exercise of its duties during the year ended

December 31, 2008; To discharge the members of the Supervisory Board from liability in respect of the exercise of their duties during the year ended December 31, 2008; To approve the final dividend for the year ended December 31, 2008 in an amount of \$0.16 per share; To approve the extension of the authority of our Management Board, acting with the approval of our Supervisory Board, to repurchase up to 10% of our issued share capital until November 7, 2010 on the open market, through privately negotiated transactions or in one or more self tender offers for a price per share not less than the nominal value of a share and not higher than 110% of the most recent available (as of the time of repurchase) price of a share on any securities exchange where our shares are traded. To appoint Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2009; To amend our Articles of Association to provide that the mandatory retirement date of directors who attain the age of seventy-two will be the day on which the annual meeting is held in the financial year following the year during which such director reaches the age of seventy-two; To approve the amendment of the 2008 Long-Term Incentive Plan; To approve the amendment of the Chicago Bridge & Iron 2001 Employee Stock Purchase Plan; To approve the extension of the authority of the Supervisory Board to issue and/or grant rights to acquire shares (including options to subscribe for shares), never to exceed the number of authorized but unissued shares, and to limit or exclude the preemptive rights of shareholders of the Company until May 7, 2014. R1 CHI 3

9. 10. 11.

7. 8.

5. 6. 4. 3. 2. 1. **ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD MAY 7, 2009** You are hereby notified that the Annual General Meeting of Shareholders of Chicago Bridge & Iron Company N.V. (the Company) will be held at the Intercontinental Amstel Hotel Amsterdam, Professor Tulpplein 1, 1018 GX Amsterdam, The Netherlands, at 2:00 P.M., local time, on Thursday, May 7, 2009, for the following purposes: **NOTICE OF AGENDA FOR**

R1CHI4

David A. Delman Secretary offices at Oostduinlaan 75, 2596 JJ The Hague, The Netherlands. Copies of these documents can also be obtained free of charge by request to the address above. Association, are available for inspection by shareholders free of charge at our principal executive shareholders by Dutch law as well as a copy of the draft deed of amendment of our Articles of Statement containing certain information relating to the Annual Meeting required to be provided to Our Dutch statutory annual accounts and the annual report of the Management Board, our Proxy **Other Agenda Item** To discuss the dividend policy.