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VIVENDI UNIVERSAL  
Form S-8 POS  
August 29, 2001

As Filed with the Securities and Exchange Commission on August 29, 2001  
Registration No. 333-64754

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 ON FORM S-8  
TO FORM F-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

VIVENDI UNIVERSAL  
(Exact name of registrant as specified in its charter)

France  
(State or other jurisdiction  
of incorporation or organization)

None  
(I.R.S. Employer Identification No.)

42, avenue de Friedland  
75380 Paris Cedex 08, France  
33 (1) 71 71 10 00  
(Address of Principal Executive Offices)

-----  
MP3.com, Inc. Amended and Restated 1998 Equity Incentive Plan  
MP3.com, Inc. 2000 Equity Incentive Plan  
(Full Title of Plans)

-----  
Vivendi Universal U.S. Holding Co.  
800 Third Avenue  
7th Floor  
New York, New York 10022  
(212) 572-7000  
Attention: President  
(Name, address and telephone number, including area code, of agent for service)

-----  
Copies To:

Faiza J. Saeed  
Cravath, Swaine & Moore  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019-7472

Elena Baxter  
Bredin Prat  
130, rue du Faubourg  
Saint-Honore  
Paris, 75008 France

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(212) 474-1000

33 (1) 44 35 35 35

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount registr fee (
Ordinary Shares, with a nominal value of (euro) 5.50 per share (3)	1,027,775	--	--	--

[1] This Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement on Form F-4 (Registration No. 333-64754), covers 1,027,775 ordinary shares, nominal value (euro) 5.50 ("Vivendi Universal ordinary shares"), of Vivendi Universal originally registered on such Registration Statement. On August 28, 2001, with reference to the Registration Statement on Form F-4 (Registration No. 333-64754), Vivendi Universal registered an additional 719,488 Vivendi Universal ordinary shares pursuant to Rule 462(b) of the Securities Act of 1933, as amended.

[2] All filing fees payable in connection with the registration of these securities were paid in connection with the filing of the Registration Statement on Form F-4 (Registration No. 333-64754), to register 3,597,444 Vivendi Universal ordinary shares issuable to the stockholders of MP3.com, Inc.

[3] The Vivendi Universal ordinary shares being registered hereby may be represented by Vivendi Universal's American Depositary Shares. A separate Registration Statement on Form F-6, as amended, has been filed in connection with Vivendi Universal's American Depositary Shares. Each of Vivendi Universal's American Depositary Shares currently represents one ordinary share of Vivendi Universal.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"), in accordance with the rules and regulations of the United States

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Securities and Exchange Commission (the "Commission"). Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed with the Commission by the Registrant are hereby incorporated by reference and shall be deemed a part hereof:

(a) Vivendi Universal's Form 20-F (File No. 001-16301) filed on July 2, 2001.

(b) All other reports filed by the Registrant pursuant to Section 13(d) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the Registrant's fiscal year ended December 31, 2000.

(c) The description of Vivendi Universal ordinary shares, nominal value (U)5.50 per share, contained in the Registrant's Form F-4 filed July 9, 2001.

All documents filed by the Registration pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained herein or in any document to be incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

##### ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

##### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

None.

##### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

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The Registrant has provided for the indemnification of its directors and officers with respect to general civil liability which they may incur with their activity on behalf of the Registrant.

The Registrant maintains insurance, at its own expense, to protect itself and any director, officer, employee or agent of the Registrant or of any other entity affiliated with the Registrant against any civil liability, loss or expense, other than liability arising out of willful misconduct.

### ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

### ITEM 8. EXHIBITS.

Unless otherwise indicated below as incorporated by reference to another filing of the Registrant with the Commission, each of the following is filed herewith:

Exhibit Number -----	Description -----
4.1	Vivendi Universal Restated Corporate statuts (unofficial English translation) (previously filed as an Exhibit to Vivendi Universal's Form 20-F filed on July 2, 2001 (and incorporated herein by reference)).
4.2	Deposit Agreement dated as of April 19, 1995, as amended and restated as of September 11, 2000, as further amended and restated as of December 8, 2000 among Vivendi Universal, S.A., The Bank of New York, as depositary, and all the Owners and Beneficial Owners from time to time of American Depositary Shares issued hereunder (previously filed as an Exhibit to Vivendi Universal's Registration Statement on Form 8-A dated December 29, 2000 (and incorporated herein by reference)).
23.1	Consent of RSM Salustro Reydel and Barbier Frinault & Cie.
23.2	Consent of RSM Salustro Reydel.
24.1	Power of Attorney (previously included on the signature pages to this Registration Statement).

### ITEM 9. UNDERTAKINGS.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

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- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 on Form S-8 to Form F-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Paris, France, on this 29th day of August, 2001.

VIVENDI UNIVERSAL

By /s/ George E. Bushnell, III

-----  
Name: George E. Bushnell, III  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
<p style="text-align: center;">* ----- Jean-Marie Messier</p>	<p>Chairman and Chief Executive Officer (Principal Executive Officer)</p>	<p>August 29, 2001</p>
<p style="text-align: center;">* ----- Edgar Bronfman, Jr.</p>	<p>Vice Chairman</p>	<p>August 29, 2001</p>
<p style="text-align: center;">* ----- Guillaume Hannezo</p>	<p>Chief Financial Officer (Principal Financial and Principal Accounting Officer)</p>	<p>August 29, 2001</p>
<p style="text-align: center;">* ----- Dominique Gibert</p>	<p>Senior Vice President, Finance (Deputy Chief Financial Officer)</p>	<p>August 29, 2001</p>
<p style="text-align: center;">* ----- Pierre Lescure</p>	<p>Director and Co-Chief Operating Officer</p>	<p>August 29, 2001</p>
<p style="text-align: center;">* ----- Eric Licoys</p>	<p>Director and Co-Chief Operating Officer</p>	<p>August 29, 2001</p>
<p style="text-align: center;">* ----- Bernard Arnault</p>	<p>Director</p>	<p>August 29, 2001</p>
<p style="text-align: center;">* ----- Jean-Louis Beffa</p>	<p>Director</p>	

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*	Director	August 29, 2001
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Jean-Marc Espalioux		
*	Director	August 29, 2001
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Philippe Foriel-Destezet		
*	Director	August 29, 2001
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Jacques Friedmann		
*	Director	August 29, 2001
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Mario-Josée Kravis		
*	Director	August 29, 2001
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Henri Lachmann		
*	Director	August 29, 2001
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Samuel Minzberg		
	Director	
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Simon Murray		
*	Director	August 29, 2001
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Serge Tchuruk		
*	Director	August 29, 2001
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Rene Thomas		
*	Director	August 29, 2001
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Marc Vienot		
	Director	
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Esther Koplowitz		
	Director	
-----		
Edgar M. Bronfman		
*	Director	August 29, 2001
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Richard H. Brown		
	Director	
-----		
/s/ George E. Bushnell, III	Authorized Representative in the	August 29, 2001

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George E. Bushnell, III

United States

\*By: /s/ George E. Bushnell, III

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Name: George E. Bushnell, III  
Attorney-in-Fact

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EXHIBIT INDEX

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