

CHICAGO BRIDGE & IRON CO N V

Form S-3MEF

June 27, 2003

As filed with the Securities and Exchange Commission on June 27, 2003

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form S-3**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

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**Chicago Bridge & Iron Company N.V.**

*(Exact name of Registrant as Specified in Its Charter)*

**The Netherlands**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**Not Applicable**  
*(I.R.S. Employer  
Identification No.)*

**Polarisavenue 31**

**2132 JH Hoofddorp**  
**The Netherlands**  
**31-23-5685660**

*(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)*

**Robert H. Wolfe, Esq.**

**Secretary**  
**Chicago Bridge & Iron Company**  
**10200 Grogan's Mill Road**  
**Suite 300**  
**The Woodlands, Texas 77380**  
**(281) 774-2200**

*(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)*

**Copies to:**

**James M. Reum, Esq.**  
**Winston & Strawn**  
**35 West Wacker Drive**  
**Chicago, Illinois 60601**

**Christopher D. Lueking, Esq.**  
**Latham & Watkins Illinois LLC**  
**233 South Wacker Drive**  
**Chicago, Illinois 60606**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following

box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-103972

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|----------------------------|--|---|----------------------------|
| Common Stock, Euro 0.01 par value per share        | 612,118 shares             | \$22.00                                      | \$13,466,596                              | \$1,089.45                 |

(1) Includes 90,104 shares to cover over-allotments, if any.

(2) Estimated solely for the purpose of calculating the registration fee, based upon the average high and low prices of the common stock on The New York Stock Exchange on June 25, 2003, in accordance with Rule 457(c) under the Securities Act of 1933.

**EXPLANATORY NOTE**

**This Registration Statement on Form S-3 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. Chicago Bridge & Iron Company N.V. (the Company) hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-103972) declared effective on June 26, 2003 by the Securities and Exchange Commission (the Commission), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference in such Registration Statement and all exhibits thereto.**

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

All the exhibits filed or incorporated by reference in Registration Statement No. 333-103972 are incorporated by reference into, and shall be deemed part of, this Registration Statement, except the following, which are filed herewith:

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 5.1                       | Legality Opinion of DeBrau Blackstone Westbrook P.C.                         |
| 23.1                      | Consent of Deloitte & Touche LLP   |
| 23.2                      | Consent of DeBrau Blackstone Westbrook P.C. (included in Exhibit 5.1 hereto) |
| 24.1                      | Powers of Attorney (included on signature page)                              |

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**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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The Woodlands, State of Texas, on June 27, 2003.

CHICAGO BRIDGE & IRON COMPANY N.V.

By: CHICAGO BRIDGE & IRON COMPANY B.V.,  
its sole Managing Director

By: /s/ RICHARD E. GOODRICH

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Managing Director

**POWERS OF ATTORNEY**

We, the undersigned persons whose signatures appear below, hereby severally constitute and appoint Gerald M. Glenn and Richard E. Goodrich, our true and lawful attorneys, with full power to each of them, to sign for us in our names in the capacities indicated below, all pre-effective and post-effective amendments to this Registration Statement on Form S-3, and generally to do all things in our names and on our behalf in such capacities to enable Chicago Bridge & Iron Company N.V. to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission.

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          |
|-------------------------------------|---|---------------|
| /s/ RICHARD E. GOODRICH             | Managing Director of Registrant   | June 27, 2003 |
| Chicago Bridge & Iron Company, B.V. |   |               |
| /s/ RICHARD E. GOODRICH             | Executive Vice President and<br>Chief Financial Officer of CBIC<br>(Principal Financial Officer)<br>Managing Director of CB&I B.V.                                  | June 27, 2003 |
| Richard E. Goodrich                 |   |               |
| /s/ TOM C. RHODES                   | Controller of CBIC (Principal<br>Accounting Officer)  | June 27, 2003 |
| Tom C. Rhodes                       |   |               |
| /s/ GERALD M. GLENN                 | Supervisory Director; Chairman,<br>President and Chief Executive<br>Officer and Director of CBIC<br>(Principal Executive Officer)<br>Managing Director of CB&I B.V. | June 27, 2003 |
| Gerald M. Glenn                     |   |               |
| /s/ JERRY H. BALLENGEE              | Supervisory Director  | June 27, 2003 |
| Jerry H. Ballengee                  |   |               |
| /s/ BEN A. GUILL                    | Supervisory Director  | June 27, 2003 |
| Ben A. Guill                        |   |               |



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| <u>Signature</u>  | <u>Title</u>         | <u>Date</u>   |
|---|----------------------|---------------|
| <hr/> <i>/s/ J. CHARLES JENNETT</i> <hr/> <p>J. Charles Jennett</p>       | Supervisory Director | June 27, 2003 |
| <hr/> <i>/s/ VINCENT L. KONTNY</i> <hr/> <p>Vincent L. Kontny</p>         | Supervisory Director | June 27, 2003 |
| <hr/> <i>/s/ L. DONALD SIMPSON</i> <hr/> <p>L. Donald Simpson</p>         | Supervisory Director | June 27, 2003 |
| <p>Registrant's Agent for Service<br/>in the United States</p>            |                      |               |
| <hr/> <i>/s/ ROBERT H. WOLFE, ESQ.</i> <hr/> <p>Robert H. Wolfe, Esq.</p> |                      | June 27, 2003 |

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                    |
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| 5.1                       | Legality Opinion of DeBrauw Blackstone Westbrook P.C. |
| 23.1                      | Independent Auditors Consent                          |