

ASML HOLDING NV
Form RW
October 30, 2003

ASML Holding N.V.
De Run 6501
5504 DR Veldhoven
The Netherlands

October 27, 2003

VIA FACSIMILE
Securities and Exchange Commission
Division of Corporate Finance
450 Fifth Street, NW
Washington, DC 20549

Re: ASML Holding N.V.
Form F-3 (File No. 333-83266)
Application for Withdrawal

Ladies and Gentlemen:

ASML Holding N.V. (the Company) hereby applies for an order effective 5:30 p.m. October 28, 2003 granting withdrawal of its registration statement on Form F-3 (File No. 333-83266) (the Registration Statement), and all exhibits thereto, in accordance with Rule 477 of the Securities Act of 1933 (the Securities Act). The Company filed the Registration Statement to register 30,814,576 of its ordinary shares, nominal value 0.02 per share (the Ordinary Shares), issuable upon conversion of the Company's 5.75% Convertible Subordinated Notes due 2006 (the Convertible Notes), to fulfill a contractual obligation which required the Company to maintain the effectiveness of the Registration Statement for a period of two years following the issuance of the Convertible Notes. The two-year period expires on October 26, 2003. No Ordinary Shares were sold pursuant to the Registration Statement. The Ordinary Shares are now eligible for resale without restriction pursuant to Rule 144(k) under the Securities Act. Accordingly, the continued effectiveness of the Registration Statement is unnecessary for the holders of the Ordinary Shares to effect sales of the Ordinary Shares from time to time in the future. For this reason, the Company believes that the withdrawal of the Registration Statement is consistent with the public interest and the protection of investors.

Upon the grant of the Commission's consent, please return a dated copy of the order granting withdrawal of the Registration Statement to the undersigned, with a copy to Rick Ely of Skadden, Arps, Slate, Meagher & Flom (UK) LLP, 40 Bank Street, Canary Wharf, London E14 5DS, United Kingdom, which order shall state: Withdrawn upon the request of the registrant, the Commission consenting thereto, and which is to be included in the file for such registration statement.

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If you have any questions, please call Rick Ely of Skadden, Arps, Slate, Meagher & Flom (UK) LLP at +44 207 519 7171.

Yours very truly,

ASML Holding N.V.

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By: /s/ D.J. Dunn

Name: D.J. Dunn
Title: President & CEO

cc: Rick Ely
James McDonald