

BUNZL PLC  
Form S-8 POS  
June 05, 2007

As filed with the Securities and Exchange Commission on June 5, 2007

Registration No. 333-125301

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

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

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**Bunzl plc**

(Exact Name of issuer as specified in its charter)

**England**

(State or other jurisdiction of  
incorporation or organization)

**Not applicable**

(I.R.S. Employer  
Identification No.)

**110 Park Street**  
**London W1K 6NX England**  
**(44) 20-7495-4950**

(Address of principal executive offices)

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**Bunzl plc Long Term Incentive Plan**  
(Full title of the Plan)

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**Corporation Service Company**  
**2711 Centerville Road, Suite 400**  
**Wilmington, DE 19808**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: 302-636-5400

*Copy to:*

Keith L. Kearney, Esq.  
Davis Polk & Wardwell

Barbara Nims, Esq.  
Davis Polk & Wardwell

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450 Lexington Avenue  
New York, New York 10017  
212-450-4000

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212-450-4000

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**DEREGISTRATION OF UNSOLD SECURITIES**

Pursuant to the Form S-8 registration statement (File No. 333-125301) (the “Registration Statement”) filed with the Securities and Exchange Commission on May 27, 2005, Bunzl plc (the “Company” or the “Registrant”) registered ordinary shares (the “Securities”) to be offered pursuant to the Bunzl plc Long Term Incentive Plan.

The purpose of this Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement is to terminate the Registration Statement and to deregister all of the Securities originally registered thereby which remain unsold as of the date this Amendment is filed.

**EXHIBIT INDEX**

<u>Number</u>	<u>Description</u>
24	Powers of Attorney

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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-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, State of England, on the 5th day of June, 2007.

Bunzl plc

By: /s/ Paul Nicholas Hussey  
Name: Paul Nicholas Hussey  
Title: Company Secretary

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
A.J. Habgood *		
A.J. Habgood	Chairman	June 5, 2007
M.J. Roney *		
M.J. Roney	Chief Executive Officer (Principal Executive Officer)	June 5, 2007
B.M. May *		
B.M. May	Finance Director (Principal Financial and Accounting Officer)	June 5, 2007
J.F. Harris *		
J.F. Harris	Senior Independent Non-executive Director	June 5, 2007
C.A. Banks *		
C.A. Banks	Non-executive Director	June 5, 2007
P.L. Larmon *		
P.L. Larmon	President and Chief Executive Officer, North America	June 5, 2007
U. Wolters *		
U. Wolters	Non-executive Director	June 5, 2007
P.W. Johnson *		
P.W. Johnson	Non-executive Director	June 5, 2007

\* By: /s/ Paul Nicholas Hussey  
 Name: Paul Nicholas Hussey  
 Title: Attorney-in-Fact

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Bunzl USA Holdings Corporation

By: Brian Michael May \*  
Name: Brian Michael May  
Title: Director  
Authorized Representative in the United States

\* By: /s/ Paul Nicholas Hussey  
Name: Paul Nicholas Hussey  
Title: Attorney-in-Fact

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