

AEGON NV
Form POSASR
November 30, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO.1

TO

FORM F-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AEGON N.V.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

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

AEGONplein 50, PO Box 85, 2501 CB The Hague, The Netherlands

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+31-70-344-3210

(Address and telephone number

of Registrant's principal executive offices)

**Craig D. Vermie, Esq.
AEGON USA, LLC
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Cedar Rapids, Iowa 52499
(319) 355-8511**

(Name, address and telephone number of agent for service)

Copies of all communications to:

A. Peter Harwich, Esq.

Allen & Overy LLP

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EXPLANATORY NOTE

On December 2, 2008, AEGON N.V. (the **Registrant**) filed a Registration Statement on Form F-3 (Registration No. 333-155858) (the **Registration Statement**), which registered 3,500,000 shares of the Registrant's common stock, par value EUR 0.12 per share (the **Common Stock**), for issuance under the AEGON USA Producer Stock Option and Award Plan (the **Plan**).

In connection with the Plan, 1,500,000 of the 3,500,000 shares of Common Stock (the **Unsold Common Stock**) that were originally registered under the Registration Statement will be offered and sold pursuant to a newly filed registration statement on Form F-3 (the **New Registration Statement**). Therefore, the Registrant is filing this post-effective amendment to deregister the Unsold Common Stock that was registered under the Registration Statement.

The New Registration Statement re-registers the Unsold Common Stock pursuant to Rule 415(a)(6).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, AEGON N.V. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 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 Hague, The Netherlands, on this 30th day of November, 2011.

AEGON N.V.

By: /s/ A.R. WYNAENDTS
 Name: A.R. Wynaendts
 Title: Chief Executive Officer and
 Chairman of the Executive Board

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No.1 to the Registration Statement has been signed below by the following persons (who comprise a majority of the Executive and Supervisory Boards) in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------------|
| /s/ A.R. WYNAENDTS A.R. WYNAENDTS | Chief Executive Officer and Chairman of the Executive Board (Principal Executive Officer) | November 30, 2011 |
| /s/ J.J. NOOITGEDAGT J.J. NOOITGEDAGT | Member of the Executive Board and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | November 30, 2011 |
| /s/ R.J. ROUTS R.J. ROUTS | Chairman of the Supervisory Board | November 21, 2011 |
| /s/ I.W. BAILEY, II I.W. BAILEY, II | Vice-Chairman of the Supervisory Board | November 21, 2011 |
| /s/ A. BURGMANS A. BURGMANS | Supervisory Board Member | November 30, 2011 |
| /s/ S. LEVY S. LEVY | Supervisory Board Member | November 21, 2011 |
| /s/ K.M.H. PEIJS K.M.H. PEIJS | Supervisory Board Member | November 25, 2011 |
| /s/ K.J. STORM K.J. STORM | Supervisory Board Member | November 22, 2011 |
| /s/ B. VAN DER VEER B. VAN DER VEER | Supervisory Board Member | November 30, 2011 |
| /s/ L.M. VAN WIJK | Supervisory Board Member | November 28, 2011 |

L.M. VAN WIJK

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| Signature | Title | Date |
|--------------------------------------|--------------------------------|-------------------|
| /s/ D.P.M. VERBEEK D.P.M. VERBEEK | Supervisory Board Member | November 28, 2011 |
| /s/ C.D. VERMIE C.D. VERMIE | Authorized U.S. Representative | November 30, 2011 |