

Bunge LTD
Form S-8
June 11, 2009

As filed with the Securities and Exchange Commission on June 11, 2009

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

BUNGE LIMITED
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

98-0231912
(I.R.S. Employer
Identification No.)

50 Main Street
White Plains, NY 10606
(Address of principal executive offices, including zip code)

BUNGE LIMITED 2009 EQUITY INCENTIVE PLAN
(Full title of the plan)

Carla Heiss
Assistant General Counsel and Assistant Secretary
Bunge Limited
50 Main Street
White Plains, NY 10606
(914) 684-2800

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (3) |
|--|-------------------------------|--|--|--------------------------------------|
| Common Shares, par value \$0.01 per share | 10,000,000 | \$62.86 | \$628,600,000 | \$35,075.88 |

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") shall also cover any additional common shares of Bunge Limited (the "Registrant"), par value \$0.01 (the "Common Shares"), that may become issuable under the Bunge Limited 2009 Equity Incentive Plan (the "Plan") being registered pursuant to this Registration Statement by reason of any reorganizations, mergers, amalgamations, recapitalizations, restructurings, stock dividends, bonus issue, stock splits, subdivisions, reverse stock splits and reclassifications or other similar transactions effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding Common Shares.

(2) In accordance with Rules 457(c) and 457(h) under the Securities Act, the Registration Fee, the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are based on the average of the high and low prices of the Common Shares reported on the New York Stock Exchange on June 8, 2009.

(3) Pursuant to Rule 457(p) under the Securities Act, filing fees of \$142,674 were previously paid with respect to the Common Shares that were previously registered pursuant to the Registrant's registration statement on Form S-4 (SEC File No. 333-152781), initially filed on August 5, 2008, and which was withdrawn on November 20, 2008. Those fees have been carried forward for application in connection with offerings under this Registration Statement. Pursuant to Rule 457(p), \$35,075.88 of the unused filing fees have been applied to payment of the Registration Fees pursuant to this Registration Statement, and after application of the \$35,075.88 Registration Fee due in connection with this Registration Statement, \$107,598.12 remains available for payment of future registration fees.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1. Plan Information.*
- Item 2. Registrant Information and Employee Plan Annual Information.*

*Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the “Note” to Part I of Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents that the Registrant has filed with the Securities and Exchange Commission (the "Commission") are incorporated as of their respective dates in this Registration Statement by reference and made a part hereof:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed by the Registrant with the Commission on March 2, 2009;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, filed by the Registrant with the Commission on May 11, 2009;
- (c) The Registrant's Current Reports on Form 8-K, filed by the Registrant with the Commission on May 13, 2009, May 21, 2009, June 3, 2009, June 4, 2009, and June 9, 2009; and
- (d) The description of the Registrant's Common Shares contained in the Registrant's Registration Statement on Form 8-A (Registration No. 333-65026), filed by the Registrant with the Commission on July 30, 2001 (the "Form 8-A"), except to the extent that such description has been superseded by the description set forth in the (i) Registration Statement on Form F-1, as amended (Registration No. 33-181322), filed by the Registrant with the Commission on March 8, 2002 and (ii) Registration Statement on Form S-3, as amended (Registration No. 333-138662), filed by the Registrant with the Commission on March 12, 2008.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or de-registering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in any document 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 to constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

The Registrant is a Bermuda exempted company. Section 98 of the Companies Act 1981 of Bermuda (the “Companies Act”) provides generally that a Bermuda company may indemnify its directors, officers and auditors against any liability which by virtue of any rule of law would otherwise be imposed on them in respect of any negligence, default, breach of duty or breach of trust, except in cases where such liability arises from fraud or dishonesty of which such director, officer or auditor may be guilty in relation to the company. Section 98 further provides that a Bermuda company may indemnify its directors, officers and auditors against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is awarded in their favour or in which they are acquitted or granted relief by the Supreme Court of Bermuda pursuant to section 281 of the Companies Act.

The Registrant has adopted provisions in its bye-laws that provide that the Registrant shall indemnify its officers and directors in respect of their actions and omissions, except in respect of their fraud or dishonesty. The Registrant’s bye-laws provide that the shareholders waive all claims or rights of action that they might have, individually or in right of the Registrant, against any of the Registrant’s directors or officers for any act or failure to act in the performance of such director’s or officer’s duties, except in respect of any fraud or dishonesty of such director or officer. The indemnification provided in the bye-laws is not exclusive of other indemnification rights to which a director or officer may be entitled, provided such rights do not extend to his or her fraud or dishonesty.

Section 98A of the Companies Act permits the Registrant to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty or breach of trust, whether or not the Registrant may otherwise indemnify such officer or director.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, and (b) to the Registrant with respect to payments which may be made by the Registrant to such directors and officers pursuant to the above indemnification provision or otherwise as a matter of law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index.

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;

(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 this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in the Registration Statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liabilities 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 further 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 this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the 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 Securities 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in White Plains, New York as of this 11th day of June, 2009.

BUNGE LIMITED

By: /s/ Alberto Weisser
Name: Alberto Weisser
Title: Chief Executive Officer and
Chairman of the Board of
Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby authorizes Alberto Weisser, Jacquelyn Fouse and Karen Roebuck, each of them jointly and severally his or her true and lawful attorney-in-fact and agent with full powers of substitution, to sign on his or her behalf, individually and in any and all capacities, including the capacities stated below, and to file the Registration Statement on Form S-8 with all exhibits thereto and any other documents that may be required in connection with the registration of Common Shares of the Registrant and any and all amendments (including post-effective amendments) to the Registration Statement with the Commission, granting to said attorney-in-fact and agent full power and authority to perform any other act on behalf of the undersigned required to be done in the premises.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed as of this 11th day of June, 2009 by the following persons in the capacities indicated.

| Name and Signature | Capacity |
|--|---|
| /s/ Alberto Weisser Alberto Weisser | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) |
| /s/ Jacquelyn Fouse Jacquelyn Fouse | Chief Financial Officer (Principal Financial Officer) |
| /s/ Karen Roebuck Karen Roebuck | Controller (Principal Accounting Officer) |
| /s/ Jorge Born, Jr. Jorge Born, Jr. | Deputy Chairman of the Board of Directors |
| /s/ Ernest G. Bachrach Ernest G. Bachrach | Director |
| /s/ Enrique H. Boilini Enrique H. Boilini | Director |

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/s/ Michael H. Bulkin
Michael H. Bulkin Director

/s/ Octavio Caraballo
Octavio Caraballo Director

/s/ Francis Coppinger
Francis Coppinger Director

/s/ Bernard de La Tour d' Auvergne Lauraguais
Bernard de La Tour d' Auvergne Lauraguais Director

/s/ William Engels
William Engels Director

/s/ J. Patrick Lupo
J. Patrick Lupo Director

/s/ Larry G. Pillard
Larry G. Pillard Director

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 4.1 | Memorandum of Association of the Registrant (previously filed as an exhibit to the Registration Statement on Form F-1 (Registration No. 333-65026), filed by the Registrant with the Commission on July 13, 2001 and incorporated herein by reference). |
| 4.2 | Certificate of Deposit of Memorandum of Increase of Share Capital (previously filed as an exhibit to the Quarterly Report on Form 10-Q, filed by the Registrant with the Commission on August 11, 2008 and incorporated herein by reference). |
| 4.3 | Registrant's Bye-laws (Amended as of May 23, 2008) (previously filed as an exhibit to the Quarterly Report on Form 10-Q, filed by the Registrant with the Commission on August 11, 2008 and incorporated herein by reference). |
| 4.4 | Bunge Limited 2009 Equity Incentive Plan (previously filed as Appendix B to the Registrant's proxy statement on Schedule 14A, filed by the Registrant with the Commission on April 3, 2009 and incorporated herein by reference). |
| *5.1 | Opinion of Conyers Dill & Pearman as to the legality of the shares being registered. |
| *23.1 | Consent of Deloitte & Touche LLP, independent auditors of the Registrant. |
| *23.2 | Consent of Conyers Dill & Pearman (contained in their opinion filed as Exhibit 5.1 herein). |
| *24 | Powers of Attorney (included on signature pages). |

* Filed herewith.
