

AEGON NV  
Form POSASR  
January 31, 2012

Registration No. 333-174878

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Post-Effective Amendment No. 1**

**to**

**FORM F-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**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)

**Not Applicable**

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

**AEGONplein 50  
PO Box 85  
2501 CB The Hague  
The Netherlands  
+31-70-344-3210**

(Address and telephone number of

**AEGON FUNDING COMPANY LLC**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**42-1489646**

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

**Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801  
(302) 658-7581**

(Address and telephone number of  
Registrant's principal executive offices)

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Registrant's principal executive offices)

**Craig D. Vermie, Esq.**

**AEGON USA, LLC**

**4333 Edgewood Road NE**

**Cedar Rapids, IA 52499**

**(319) 355-8511**

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

Copy of communications to:

**A. Peter Harwich, Esq.**

**Allen & Overy LLP**

**1221 Avenue of the Americas**

**New York, NY 10020**

**(212) 610-6300**

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**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

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

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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, check the following box.  x

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.  o

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.  o

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.  o

**Explanatory Note**

The purpose of this Post-Effective Amendment No. 1 to the Registration Statement is to file certain exhibits to the Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 9. Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 1.1                   | Form of Underwriting Agreement(1)   |
| 1.2                   | Underwriting Agreement, dated January 24, 2012 among AEGON N.V. and the underwriters named therein  |
| 4.1                   | Articles of Association of AEGON N.V., as amended and restated May 4, 2010(2)   |
| 4.2                   | Amendment of the 1983 Merger Agreement among AEGON and Vereniging AEGON(3)  |
| 4.3                   | Preferred Shares Voting Rights Agreement(4)   |
| 4.4                   | Specimen Share Certificate(5)   |
| 4.5                   | Indenture between AEGON N.V., AEGON Funding Corp., AEGON Funding Corp. II and Citibank, N.A., as Trustee(6)                                       |
| 4.6                   | Form of Guarantee(included in Exhibit 4.5)  |
| 4.7                   | Form of Warrant Agreement(7)  |
| 4.8                   | Form of Purchase Contract Agreement(8)  |
| 4.9                   | Form of Unit Agreement(9)   |
| 4.10                  | Eighth Supplemental Indenture, dated as of January 31, 2012, among AEGON N.V., The Bank of New York Mellon Trust Company, N.A. and Citibank, N.A. |
| 4.11                  | Form of 8.00% Non-Cumulative Subordinated Note due 2042(included in Exhibit 4.10)   |
| 5.1                   | Opinion of Allen & Overy, New York, New York(10)  |
| 5.2                   | Opinion of Allen & Overy, Amsterdam, The Netherlands(11)  |
| 5.3                   | Opinion of Allen & Overy, New York, New York  |
| 8.1                   | Tax Opinion of Allen & Overy, New York, New York(12)  |

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8.2 Tax Opinion of Allen & Overy, New York, New York

8.3 Tax Opinion of Allen & Overy, Amsterdam, The Netherlands

23.1 Consent of Allen & Overy, New York, New York (included in Exhibit 5.1 and Exhibit 8.1)

23.2 Consent of Allen & Overy, Amsterdam, the Netherlands (included in Exhibit 5.2)

23.3 Consent of Ernst & Young Accountants, Independent Registered Public Accounting Firm(13)

23.4 Consent of Allen & Overy, New York, New York (included in Exhibit 5.3)

23.5 Consent of Allen & Overy, New York, New York (included in Exhibit 8.2)

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23.6 Consent of Allen & Overy, Amsterdam, the Netherlands (included in Exhibit 8.3)

24.1 Powers of Attorney(14)

25.1 Statement of Eligibility of The Bank of New York Mellon Trust Company, N.A. under the Trust Indenture Act of 1939 on Form T-1(15)

- 
- (1) Incorporated by reference to Exhibit 1.1 to Pre-Effective Amendment No. 2 to Form F-3 (file no. 333-106497) filed with the SEC on September 23, 2003.
  - (2) Incorporated by reference to Form 6-K furnished to the SEC on May 18, 2011.
  - (3) Incorporated by reference to Exhibit 4.2 to Form F-3 (file no. 333-106497) filed with the SEC on June 25, 2003.
  - (4) Incorporated by reference to Exhibit 4.3 to Form F-3 (file no. 333-106497) filed with the SEC on June 25, 2003.
  - (5) Incorporated by reference to Exhibit 4.2 to Form F-3 (file no. 333-71438) filed with the SEC on October 11, 2001.
  - (6) Incorporated by reference to Exhibit 4.3 to Form F-3 (file no. 333-71438) filed with the SEC on October 11, 2001.
  - (7) Incorporated by reference to Exhibit 4.12 to Pre-Effective Amendment No. 2 to Form F-3 (file no. 333-106497) filed with the SEC on September 23, 2003.
  - (8) Incorporated by reference to Exhibit 4.13 to Pre-Effective Amendment No. 2 to Form F-3 (file no. 333-106497) filed with the SEC on September 23, 2003.
  - (9) Incorporated by reference to Exhibit 4.14 to Pre-Effective Amendment No. 2 to Form F-3 (file no. 333-106497) filed with the SEC on September 23, 2003.
  - (10) Incorporated by reference to Exhibit 5.1 to Form F-3 (file no. 333-174878) filed with the SEC on June 14, 2011.
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  - (13) Incorporated by reference to Exhibit 23.3 to Form F-3 (file no. 333-174878) filed with the SEC on June 14, 2011.
  - (14) Incorporated by reference to the signature pages to Form F-3 (file no. 333-174878) filed with the SEC on June 14, 2011.
  - (15) Incorporated by reference to Exhibit 25.1 to Form F-3 (file no. 333-174878) filed with the SEC on June 14, 2011.

**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 31st day of January, 2012.

AEGON N.V.

By: /s/ C.M. van Katwijk  
 Name: C.M. van Katwijk  
 Title: *Executive Vice President*

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

| <b>Signature</b>      | <b>Title</b>  | <b>Date</b>      |
|-----------------------|---|------------------|
| *<br>A.R. WYNAENDTS   | Chief Executive Officer and Chairman of the Executive Board<br>(Principal Executive Officer)                                | January 31, 2012 |
| *<br>J.J. NOOITGEDAGT | Member of the Executive Board and Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) | January 31, 2012 |
| *<br>R.J. ROUTS       | Chairman of the Supervisory Board   | January 31, 2012 |
| *<br>I.W. BAILEY, II  | Supervisory Board Member  | January 31, 2012 |
| *<br>A. BURGMANS      | Supervisory Board Member  | January 31, 2012 |
| *<br>S. LEVY          | Supervisory Board Member  | January 31, 2012 |
| *<br>K.M.H. PEIJS     | Supervisory Board Member  | January 31, 2012 |
| *<br>K.J. STORM       | Supervisory Board Member  | January 31, 2012 |

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B. VAN DER VEER \*

Supervisory Board Member

January 31, 2012



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|                |   |                                |                  |
|----------------|---|--------------------------------|------------------|
| L.M. VAN WIJK  | * | Supervisory Board Member       | January 31, 2012 |
| D.P.M. VERBEEK | * | Supervisory Board Member       | January 31, 2012 |
| C.D. VERMIE    | * | Authorized U.S. Representative | January 31, 2012 |

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Pursuant to the requirements of the Securities Act of 1933, the Registrant, AEGON Funding Company LLC, 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 on this 31st day of January, 2012.

AEGON FUNDING COMPANY LLC.

By: /s/ C.M. van Katwijk  
Name: C.M. van Katwijk  
Title: *President*

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

| Signature             | Title  | Date             |
|-----------------------|--|------------------|
| *<br>C.M. VAN KATWIJK | President (Principal Executive Officer)                                  | January 31, 2012 |
| *<br>K.R. WRIGHT      | Treasurer (Principal Financial Officer and Principal Accounting Officer) | January 31, 2012 |
| *<br>C.D. VERMIE      | Secretary  | January 31, 2012 |

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\*By his signature below, the undersigned, pursuant to a duly authorized power of attorney filed with the Securities and Exchange Commission, has signed this Post-Effective Amendment No. 1 to the Registration Statement on behalf of the person indicated.

/s/ C.M. van Katwijk  
C.M. VAN KATWIJK

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