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VIVENDI UNIVERSAL
Form POS AM
June 30, 2005

As filed with the Securities and Exchange Commission on June 30, 2005

Registration No. 333-81830

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VIVENDI UNIVERSAL, S.A.
(Exact Name of Registrant as Specified in its Charter)

France None
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

42, avenue de Friedland
75380 Paris Cedex 08, France
33 (1) 71 71 10 00
(Address, Including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

Vivendi Universal Games, Inc. 401(k) Plan

Vivendi Universal Games, Inc. Executive Deferred Compensation Plan
(Full Title of Plans)

Vivendi Universal U.S. Holding Co.
800 Third Avenue
7th Floor
New York, NY 10022
(212) 572-7000
Attention: President
(Name and Address, Including Zip Code,
and Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Akiko Mikumo, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue, New York, New York 10153
(212) 310-8000

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DEREGISTRATION OF SECURITIES

On January 31, 2002, Vivendi Universal, S.A. (the "Company") filed a registration statement on Form S-8 (No. 333-81830). The registration statement registered a total of 2,500,000 Ordinary Shares of the Company, with a nominal

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value of (euro)5.50 per share (the "Ordinary Shares"), issuable to the participants in the Houghton Mifflin Company 401(k) Savings Plan, the Vivendi Universal Games, Inc. 401(k) Plan, the MP3.com 401(k) Plan, the Vivendi Universal Games, Inc. Executive Deferred Compensation Plan, and \$200,000 of Deferred Compensation Obligations.

The offerings with respect to the Vivendi Universal Games, Inc. 401(k) Plan and the Vivendi Universal Games, Inc. Executive Deferred Compensation Plan terminated on December 7, 2004. Pursuant to the undertaking contained in the registration statement, the Company files this post-effective amendment to the registration statement to deregister the Ordinary Shares and Deferred Compensation Obligations that remain unsold in respect of the Vivendi Universal Games, Inc. 401(k) Plan and the Vivendi Universal Games, Inc. Executive Deferred Compensation Plan as of the date hereof.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on this 30th day of June, 2005.

VIVENDI UNIVERSAL, S.A.

By: /s/ George E. Bushnell, III

Name: George E. Bushnell, III
Title: Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 30th day of June, 2005.

VIVENDI UNIVERSAL GAMES, INC. 401(k) PLAN

By: /s/ John Ma

Name: John Ma
Title: Vice President, Compensation and
Benefits

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on this 30th day of June, 2005.

VIVENDI UNIVERSAL GAMES, INC. EXECUTIVE
DEFERRED COMPENSATION PLAN

By: /s/ John Ma

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 Name: John Ma
 Title: Vice President, Compensation
 and Benefits

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	
/s/ Jean-Bernard Levy ----- Jean-Bernard Levy	Chief Executive Officer and Chairman of the Management Board (Principal Executive Officer)	
Signature -----	Title -----	
/s/ Jacques Espinasse ----- Jacques Espinasse	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	Ju
/s/ Jean-Rene Fourtou ----- Jean-Rene Fourtou	Chairman of the Supervisory Board	Ju
/s/ Claude Bebear ----- Claude Bebear	Member of the Supervisory Board	Ju
/s/ Gerard Bremond ----- Gerard Bremond	Member of the Supervisory Board	Ju
/s/ Fernando Falco y Fernandez de Cordova ----- Fernando Falco y Fernandez de Cordova	Member of the Supervisory Board	Ju
/s/ Gabriel Hawawini ----- Gabriel Hawawini	Member of the Supervisory Board	Ju
/s/ Henri Lachmann ----- Henri Lachmann	Member of the Supervisory Board	Ju
/s/ Pierre Rodocanachi	Member of the Supervisory Board	Ju

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Pierre Rodocanachi

/s/ Sarah Frank

Member of the Supervisory Board

Ju

Sarah Frank

/s/ Patrick Kron

Member of the Supervisory Board

Ju

Patrick Kron

/s/ Andrzej Olechowski

Member of the Supervisory Board

Ju

Andrzej Olechowski

/s/ George E. Bushnell, III

Authorized Representative in
the United States

Ju

George E. Bushnell, III