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METRON TECHNOLOGY N V
Form S-8
January 30, 2001

As filed with the Securities and Exchange Commission on January 30, 2001
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

METRON TECHNOLOGY N.V.
(Exact name of registrant as specified in its charter)

THE NETHERLANDS
(State of Incorporation)

98-0180010
(I.R.S. Employer Identification No.)

1350 OLD BAYSHORE HIGHWAY
SUITE 360
BURLINGAME, CALIFORNIA 94010
(Address of principal executive offices)

AMENDED AND RESTATED EMPLOYEE STOCK OPTION PLAN
(Full title of the plan)

Edward D. Segal
President and Chief Executive Officer
Metron Technology N.V.
1350 Old Bayshore Highway
Suite 360
Burlingame, California 94010
(650) 373-1133
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:
SUZANNE SAWOCHKA HOOPER, ESQ.
COOLEY GODWARD LLP
FIVE PALO ALTO SQUARE
3000 EL CAMINO REAL
PALO ALTO, CALIFORNIA 94306-2155
(650) 843-5000

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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED AGGREGATE OFFERING
Common Shares, par value NLG 0.96 per share	1,000,000	\$5.92	\$5,922,000

- (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The price per share and aggregate offering price are based upon (i) \$6.13, the weighted average exercise price for 54,950 shares subject to options previously granted under the Company's Amended and Restated Employee Stock Option Plan (the "Plan"), and (ii) \$5.91, the average of the high and low prices of the Company's Common Shares as reported on the Nasdaq National Market on January 29, 2001, for 945,050 shares reserved for future issuance pursuant to the Plan.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-8 NO. 333-93627

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,000,000 shares of the Registrant's Common Shares to be issued pursuant to the Registrant's Amended and Restated Employee Stock Option Plan. The contents of the Registration Statement on Form S-8 (File No. 333-93627) previously filed with the Securities and Exchange Commission on December 23, 1999 are incorporated by reference herein, with such modifications as are set forth below.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company has entered into employment agreements with each of Edward D. Segal, Peter V. Leigh, Keith Reidy and Gregory C. Claeys. Such employment agreements contain indemnification provisions that are in some respects broader than the specific indemnification provisions contained in Netherlands law.

EXHIBITS

EXHIBIT

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NUMBER

- 5.1 Opinion of Nauta Dutilh.
- 23.1 Consent of KPMG LLP, independent auditors.
- 23.2 Consent of Nauta Dutilh is contained in Exhibit 5.1 to this Registration Statement.
- 23.3 Consent of Cooley Godward LLP.
- 24.1 Power of Attorney is contained on the signature pages.
- 99.1 Amended and Restated Employee Stock Option Plan, as amended as of November 21, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Burlingame, State of California, on January 30, 2001.

METRON TECHNOLOGY N.V.

By: /s/ Peter V. Leigh

Peter V. Leigh
Vice President, Finance and
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints EDWARD D. SEGAL and PETER V. LEIGH, and each or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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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 dates indicated.

SIGNATURE	TITLE	DATE
/s/ ROBERT R. ANDERSON ----- (ROBERT R. ANDERSON)	Supervisory Director	January
/s/ JAMES E. DAUWALTER ----- (JAMES E. DAUWALTER)	Supervisory Director	January
/s/ JOEL A. ELFTMANN ----- (JOEL A. ELFTMANN)	Supervisory Director	January
/s/ BRUCE M. JAFFE ----- (BRUCE M. JAFFE)	Supervisory Director	January
/s/ SHO NAKANUMA ----- (SHO NAKANUMA)	Supervisory Director	January
/s/ EDWARD D. SEGAL ----- (EDWARD D. SEGAL)	President and Chief Executive Officer and Managing Director (PRINCIPAL EXECUTIVE OFFICER)	January
/s/ PETER V. LEIGH ----- (PETER V. LEIGH)	Vice President, Finance and Chief Financial Officer and Managing Director (PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)	January
/s/ J. CHRISTOPHER LEVETT-PRINSEP ----- (J. CHRISTOPHER LEVETT-PRINSEP)	Executive Vice President, Field Operation and Managing Director	January
/s/ KEITH REIDY ----- (KEITH REIDY)	Vice President, Marketing and Managing Director	January
/s/ GREGORY M. CLAEYS ----- (GREGORY M. CLAEYS)	Vice President, Materials Division and Managing Director	January

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EXHIBIT INDEX

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24.1	Power of Attorney is contained on the signature pages.
99.1	Amended and Restated Employee Stock Option Plan, as amended as of November 21, 2000.