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SODEXHO ALLIANCE SA

Form 6-K

January 30, 2003

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SODEXHO ALLIANCE SA

CENTRAL INDEX KEY: 0001169715

STANDARD INDUSTRIAL CLASSIFICATION: SERVICES-MANAGEMENT SERVICES [8741]

IRS NUMBER: 000000000

FISCAL YEAR END: 0831

FILING VALUES:

FORM TYPE: 6-K

SEC ACT: 1934 Act SEC

FILE NUMBER:

FILM NUMBER:

BUSINESS ADDRESS:

STREET 1: 3 AVENUE NEWTON

STREET 2: 78180 MONTIGNY-LE-BRETONNEUX

CITY: FRANCE

STATE:

ZIP: 00000

BUSINESS PHONE: 0113313085

6-K

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 OF THE
SECURITIES EXCHANGE ACT OF 1934

January 27, 2002

SODEXHO ALLIANCE SA

3, avenue Newton

78180 Montigny-le-Bretonneux

France

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

X

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Contents: COB Filing

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EXHIBIT LIST

| Exhibit | Description |
|---------|-------------|
| 99.1 | COB Filing |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

SODEXHO ALLIANCE SA

By: /s/ Sian Herbert-Jones

Name: Sian Herbert-Jones

Title: Chief Financial Officer

Date: January 27, 2003

SODEXHO ALLIANCE: Summary of the Information Memorandum

Summary of the information memorandum issued in connection with the authorization to establish a share repurchase program to be requested from shareholders at the Annual Meeting on February 4, 2003.

Commission des Operations en Bourse (COB):

In applying Article L 621-8 of the French Monetary and Financial Code, on January 14, 2003, the COB assigned the Visa no. 03-007 to the Information Memorandum, in conformity with Regulation no. 98-02. This document was prepared by the issuer, and is the responsibility of its signatories. The Visa does not imply approval of the share repurchase nor does it authenticate the financial and accounting information presented.

COB Visa:

Issue date: January 14, 2003

Visa number: 03-007

Issuer:

Sodexho Alliance, publicly traded on the premier marche of the Paris Bourse - Euroclear France code 12122.

Share repurchase program:

- 1) Stock concerned: Sodexho Alliance shares
- 2) Maximum percentage of outstanding shares authorized for repurchase: 10%, which today represents 15,902,156 shares
- 3) Maximum purchase price: 50 euro

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- 4) Minimum selling price in the context of the stabilization of the stock price: 15 euro. This minimum price will not be modified until the following Annual Meeting.
- 5) Principal goals for the program, in order of priority:
 - a) The granting of shares to group employees to allow them to participate in the growth of the company, in stock option programs or in the context of an employee stock purchase plan.
 - b) The stabilization of the stock price through systematic intervention against the trend.

It should be noted that Sodexho Alliance is following a growth strategy and therefore has no current plans to cancel shares that would be held.
- 6) Duration of the program: 18 months beginning February 4, 2003
- 7) Legal standing: The establishment of this program will be subject to a shareholder vote at the February 4, 2003 shareholders' meeting.
- 8) Repurchase terms: purchase on the open market or otherwise, at any time, within the limits authorized by the currently applicable regulatory considerations, except in any period of an offering to the public. The repurchase could notably be made in blocks of shares.

These purchase, sale, exchange or transfer transactions will be able to be made in any manner on the exchange or through mutual agreement, including through the use of derivative financial instruments with the caveat that these mechanisms do not increase the volatility of Sodexho Alliance shares and excluding all purchase of share purchase options.
- 9) Financing of the share purchase program: Through the company's resources or entirely or partially through the incurrence of debt if the terms appear to be more advantageous.
- 10) The share repurchase program is not mainly intended to decrease the number of shares in circulation by canceling the shares purchased. Because of this, the program does not have any impact on the financial statements other than the gains and losses resulting from the changes in the share value and carrying costs.
- 11) The authorization is intended to allow the company to:
 - stabilize its stock price through purchases and sales of the shares on the exchange against the trend;
 - optimize the management of the company's finances and net worth;
 - grant shares to employees in accordance with legal requirements, in order to allow them to participate in the growth of the company, in stock option programs or in the context of an employee stock purchase plan;
 - transfer the shares as payment or exchange currency, notably in the context of acquisition transactions;
 - cancel the shares;
 - retain, exchange, sell or transfer the shares.
- 12) Bellon S.A., the principal shareholder which holds 38.69% of the share capital of Sodexho Alliance and 39.77% of the voting rights does not intend to participate in this program.

On December 26, 2002, a Reference Document was filed with the Commission des

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Operations de Bourse which acknowledged receipt of this document on December 27, 2002 and gave it file number D.02-1884. This document can be accessed on the COB's website.

Person responsible for the Information Memorandum: Pierre Bellon, Chairman of the Board

The Information Memorandum is available at no cost upon request of the General Secretary of Sodexho Alliance, BP 100, 78883 St. Quentin en Yvelines Cedex.

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