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AEGON NV  
Form POS AM  
September 20, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 20, 2002  
REGISTRATION NO. 333-71438

SECURITIES AND EXCHANGE COMMISSION

POST-EFFECTIVE AMENDMENT NO. 1

FORM F-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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  
2591 TV The Hague  
The Netherlands  
011-31-70-344-3210  
(Address and telephone number of Registrant's principal executive offices)

AEGON FUNDING CORP.  
(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  
(Address and telephone number of Registrant's principal executive offices)

AE  
(Exact name  
(State  
incorp  
(I.R.S. E  
Cor  
W  
(Address  
Registr

Craig D. Vermie, Esq.  
AEGON USA, INC.  
4333 Edgewood Road NE  
Cedar Rapids, IA 52499  
(319) 398-8814

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

Copy of communications to:

A. Peter Harwich  
Allen & Overy  
1221 Avenue of the Americas  
New York, NY 10020  
(212) 610-6471

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. [ ]

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. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: [ ]

### Calculation of Registration Fee

| Title of each class of securities to be registered  | Amount to be registered<br>(1) (2) | Proposed maximum offering price per unit (1) (2) | Proposed maximum aggregate offering price<br>(1) (2) |
|---|------------------------------------|--|--|
| Common shares, euro 0.12 par value (4).....         |                                    |  |  |
| Debt securities .....                               |                                    |  |  |
| Guarantees with respect to debt securities (5)..... |                                    |  |  |
| Total .....   | \$4,000,000,000                    | N/A  | \$4,000,000,000                                      |

- (1) There are being registered under this registration statement such indeterminate number of common shares of AEGON N.V. and such indeterminate principal amount of debt securities of AEGON N.V., AEGON Funding Corp. and AEGON Funding Corp. II as shall have an aggregate offering price not to exceed \$4,000,000,000. If any debt securities are issued at original issue discount, such greater principal amount as shall result in net proceeds of \$4,000,000,000 or the equivalent in foreign currency is being registered under this registration statement. Any securities registered under this registration statement may be sold separately or as units with other securities registered under this registration statement. The proposed maximum offering price per unit will be determined, from time to time, by the registrant in connection with the issuance of the securities under this registration statement.
- (2) Pursuant to General Instruction II.C of Form F-3, not specified with respect to each class of securities to be registered.
- (3) Calculated in accordance with Rule 457(o) under the Securities Act of 1933.
- (4) Including such indeterminate number of common shares of AEGON N.V. as may be issued from time to time upon conversion or exchange of debt securities that are convertible or exchangeable into common shares, to the extent any of such debt securities are, by their terms, convertible or exchangeable for common shares. No separate consideration will be received for common shares issuable upon conversion of or in exchange for any securities

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registered hereunder that provide for conversion or exchange into such securities.

- (5) Debt securities issued by AEGON Funding Corp. or AEGON Funding Corp. II will be fully and unconditionally guaranteed by AEGON N.V. No separate consideration will be received from investors for such guarantees.
- (6) Previously paid.

### 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

| Exhibit<br>Number | Description   |
|-------------------|---|
| 1.1               | Underwriting Agreement dated September 17, 2002 among AEGON N.V., Vereniging AEGON and the underwriters named therein |
| *4.1              | Articles of Incorporation of AEGON N.V.   |
| *4.2              | Specimen share certificate  |
| *4.3              | Indenture between AEGON N.V., AEGON Funding Corp., AEGON Funding Corp. II and Citibank, N.A., as Trustee              |
| *5.1              | Opinion of Allen & Overy, New York, New York  |
| *5.2              | Opinion of Allen & Overy, Amsterdam, The Netherlands  |
| 10.1              | Recapitalization Agreement dated September 17, 2002 between AEGON N.V. and Vereniging AEGON                           |
| *23.1             | Consent of Allen & Overy, New York, New York (included in Exhibit 5.1)  |
| *23.2             | Consent of Allen & Overy, Amsterdam, The Netherlands (included in Exhibit 5.2)  |
| *23.3             | Consent of Ernst & Young Accountants  |
| *24.1             | Powers of attorney  |
| *25.1             | Statement of Eligibility under the Trust Indenture Act of 1939 on Form T-1  |

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\* Filed with the Commission October 11, 2001.

II-1

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 18th day of September, 2002.

AEGON N.V.

By: \_\_\_\_\_ \*  
Name: D.J. Shepard  
Title: Chief Executive Officer/  
Chairman of the Executive Board

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 Corporate Executive Board) in the capacities and on the dates indicated.

| SIGNATURE                   | TITLE   |
|-----------------------------|---|
| _____ *<br>D.J. SHEPARD     | Chief Executive Officer and Chairman of<br>the Executive Board<br>(Principal Executive Officer) |
| _____ *<br>J.B.M. STREPPPEL | Executive Board Member<br>(Principal Financial and Principal Accounting Offi                    |
| _____<br>J. G. VAN DER WERF | Executive Board Member  |
| _____ *<br>P. VAN DE GEIJN  | Executive Board Member  |
| _____ *<br>M. TABAKSBLAT    | Chairman of the Supervisory<br>Board  |

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|                              |  |                   |
|------------------------------|--|-------------------|
| *<br>-----<br>H. DE RUITER   | Vice Chairman of the Supervisory Board |                   |
| II-2                         |  |                   |
| *<br>-----<br>K.J. STORM     | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>D.G. EUSTACE   | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>O.J. OLCAY     | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>K.M.H. PEIJS   | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>G.A. POSTHUMUS | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>T. REMBE       | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>W.F.C. STEVENS | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>F.J. DE WIT    | Supervisory Board Member               | September 18, 200 |
| *<br>-----<br>C.D. VERMIE    | Authorized U.S. Representative         | September 18, 200 |

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II-3

Pursuant to the requirements of the Securities Act of 1933, the registrant, AEGON Funding Corp., 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 City of Wilmington, Delaware, on this 18th day of September, 2002.

AEGON Funding Corp.

By: \_\_\_\_\_  
Name: R.J. McGraw  
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

\_\_\_\_\_  
\*  
R.J. MCGRAW

President  
(Principal Executive Officer)

\_\_\_\_\_  
\*  
C.M. VAN KATWIJK

Treasurer  
(Principal Financial Officer and Principal Accounting Officer)

\_\_\_\_\_  
\*  
C.D. VERMIE

Secretary

II-4

Pursuant to the requirements of the Securities Act of 1933, the registrant, AEGON Funding Corp. II, 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 City of Wilmington, Delaware, on this 18th day of September, 2002.

AEGON Funding Corp. II

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By: \_\_\_\_\_ \*

Name: R.J. McGraw  
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   |
|----------------------------|---|
| _____*<br>R.J. MCGRAW      | President<br>(Principal Executive Officer)                                  |
| _____*<br>C.M. VAN KATWIJK | Treasurer<br>(Principal Financial Officer and Principal Accounting Officer) |
| _____*<br>C.D. VERMIE      | Secretary   |

\* 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/ E. Lagendijk  
\_\_\_\_\_  
E. LAGENDIJK

II-5

EXHIBIT INDEX

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|----------------|---|
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| *4.2           | Specimen share certificate  |

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- \*4.3 Indenture between AEGON N.V., AEGON Funding Corp., AEGON Funding Corp. II and Citibank, N.A., as Trustee
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  - \*5.2 Opinion of Allen & Overy, Amsterdam, The Netherlands
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  - \*23.1 Consent of Allen & Overy, New York, New York (included in Exhibit 5.1)
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  - \*24.1 Powers of attorney
  - \*25.1 Statement of Eligibility under the Trust Indenture Act of 1939 on Form T-1
- \* Filed with the Commission October 11, 2001.