

ORIENT EXPRESS HOTELS LTD
Form 8-K
December 10, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant To Section 13 Or 15(d) of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): December 10, 2007

ORIENT-EXPRESS HOTELS LTD.

(Exact name of registrant
as specified in charter)

Bermuda
(State or other jurisdiction of
incorporation)

001-16017
(Commission File Number)

98-0223493
(IRS Employer Identification No.)

**22 Victoria Street
Hamilton HM 12, Bermuda**
(Address of principal executive offices)

Registrant's telephone number, including area code: **441-295-2244**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On December 10, 2007, Orient-Express Hotels Ltd. (the “Company”) and Computershare Trust Company, N.A. (the “Rights Agent”) entered into Amendment No. 1 (“Amendment No. 1”) to the Rights Agreement dated as of June 1, 2000, and amended and restated as of April 12, 2007, between the Company and the Rights Agent. Amendment No. 1 modifies the ownership threshold in the definition of “Acquiring Person” from shares carrying 20% or more of the total voting rights which may be cast at any general meeting of the Company to 15% or more of the outstanding Class A common shares of the Company or 15% or more of the outstanding Class B common shares of the Company and makes certain other related changes.

The foregoing description of Amendment No. 1 does not purport to be complete and is qualified in its entirety by reference to Amendment No. 1, which is filed as Exhibit 4.2 to this Current Report and incorporated herein by reference.

Item 8.01 Other Events

On December 10, 2007, the Company issued a letter to The Indian Hotels Company Limited (“Indian Hotels”) in response to Indian Hotels’ Amendment No. 1 to Schedule 13D dated December 7, 2007 filed with the Commission, and issued a related news release. The letter and news release of the Company dated December 10, 2007 are attached as Exhibits to this Current Report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
4.1	Rights Agreement dated as of June 1, 2000, and amended and restated as of April 12, 2007, between the Company and Computershare Trust Company, N.A., as Rights Agent, filed as Exhibit 1 to Amendment No. 1 to the Company’s Registration Statement on Form 8-A dated April 23, 2007, for the Company’s preferred share purchase rights, and incorporated herein by reference.
4.2	Amendment No. 1 to Amended and Restated Rights Agreement dated as of December 10, 2007 between the Company and Computershare Trust Company, N.A., as Rights Agent.
99.1	Letter from the Company dated December 10, 2007 to The Indian Hotels Company Limited.
99.2	News release of the Company dated December 10, 2007 regarding letter to The Indian Hotels Company Limited.

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 hereunto duly authorized.

ORIENT-EXPRESS HOTELS LTD.

Date: December 10, 2007

By: /s/ Edwin S. Hetherington
Name: Edwin S. Hetherington
Title: Vice President, General
Counsel and Secretary