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Invesco Ltd
Form S-8
May 16, 2008

As filed with the Securities and Exchange Commission on May 16, 2008.

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Invesco Ltd.

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation or organization)

98-0557567

(I.R.S. Employer Identification No.)

1360 Peachtree Street, N.E.

Atlanta, Georgia 30309

(Address of Principal Executive Offices)

(Zip Code)

Invesco Ltd. 2008 Global Equity Incentive Plan

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(Full title of the plan)

Kevin M. Carome
Senior Managing Director and General Counsel
Invesco Ltd.
1360 Peachtree Street N.E.
Atlanta, Georgia 30309

(Name and Address of Agent For Service)

(404) 892-0896

(Telephone number, including area code, of agent for service)

Copy to:
Michael L. Stevens
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street, NW
Atlanta, Georgia 30309
(404) 881-7970

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|---|-----------------------------------|----------------------------|
| Common Shares, \$0.20 par value | 30,000,000 (1) | \$27.25 (2) | \$817,500,000 (2) | \$32,127.75 |

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- (1) Amount to be registered consists of an aggregate of 30,000,000 shares to be issued pursuant to the grant or exercise of awards to participants under the Invesco Ltd. 2008 Global Equity Incentive Plan (the "Plan"), including additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the Plan.
 - (2) Determined in accordance with Rule 457(h), the registration fee calculation is based on the average of the high and low prices of Invesco Ltd. common shares reported on the New York Stock Exchange on May 9, 2008.
-

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents constituting Part I of this registration statement will be delivered to participants in the Invesco Ltd. 2008 Global Equity Incentive Plan (the "Plan") as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, filed by Invesco Ltd. (the "Registrant"), with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference and deemed to be a part hereof:

- (a) Invesco Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2007;
- (b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2007;
- (c) The description of the Registrant's common shares contained in the Registrant's Form 8-A filed on May 16, 2008 (which replaces the description of ordinary shares of Invesco PLC, the predecessor to the Registrant, contained in its Registration Statement on Form F-3 (File No. 333-8680)), including any amendment or report filed for the purpose of updating such description; and
- (d) All other documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

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Item 6. Indemnification of Directors and Officers.

Pursuant to its Amended and Restated Bye-Laws, the Registrant will indemnify its officers, directors and employees to the fullest extent permitted by Bermuda law. Such indemnity will extend, without limitation, to any matter in which an officer, director or employee of the Registrant may be guilty of negligence, default, breach of duty or breach of trust in relation to the Registrant or any of its subsidiaries, but will not extend to any matter in which such officer, director or employee is found, by a court of competent jurisdiction in a final judgment or decree not subject to appeal, guilty of any fraud or dishonesty in relation to the Registrant.

The Companies Act 1981 (Bermuda) enables companies to purchase and maintain, and the Registrant's Bye-laws permit the Registrant to purchase and maintain, insurance for directors and officers against any liability arising from negligence, default, breach of duty or breach of trust against the company. The Registrant maintains such policies of insurance on its officers and directors.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index, which is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

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(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has

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been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(Signatures on following page)

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Atlanta, state of Georgia, on this 16th day of May, 2008.

INVESCO LTD.

By: /s/ Martin L. Flanagan
Martin L. Flanagan
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Martin L. Flanagan and Kevin M. Carome his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or 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 Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

| Signature | Title | Date |
|---|---|--------------|
| <u>/s/ Martin L. Flanagan</u> Martin L. Flanagan | President, Chief Executive Officer (Principal Executive Officer) and Director | May 16, 2008 |
| <u>/s/ Loren M. Starr</u> | | May 16, 2008 |

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Loren M. Starr

Senior Managing Director and Chief
Financial Officer

(Principal Financial Officer)

/s/ David A. Hartley

Chief Accounting Officer

May 16, 2008

David A. Hartley

(Principal Accounting Officer)

/s/ Rex D. Adams

Director

May 16, 2008

Rex D. Adams

/s/ Sir John Banham Director May 16, 2008
Sir John Banham

_____ Director May ____, 2008
Joseph R. Canion

/s/ Jerome P. Kenney Director May 16, 2008
Jerome P. Kenney

_____ Director May ____, 2008
Denis Kessler

/s/ Edward P. Lawrence Director May 16, 2008
Edward P. Lawrence

/s/ J. Thomas Presby Director May 16, 2008
J. Thomas Presby

_____ Director May ____, 2008
James I. Robertson

EXHIBIT INDEX

TO

REGISTRATION STATEMENT ON FORM S-8

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 4.1 | Memorandum of Association of Invesco Ltd. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Commission on December 4, 2007) |
| 4.2 | Amended and Restated Bye-Laws of Invesco Ltd. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the Commission on December 4, 2007) |
| 5.1 | Opinion of Appleby |
| 23.1 | Consent of Appleby (included in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP |
| 24.1 | Power of Attorney (included on signature page) |